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

FORM 10-Q

(Mark One)

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

For the quarterly period ended September 30, 2013

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

For the transition period from _______ to _______

Commission File Number 814-00175

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

Nevada **(State or other jurisdiction of incorporation or organization)**	88-0490034 **(I.R.S. Employer Identification Number)**
3887 Pacific Street Las Vegas, Nevada **(Address of principal executive offices)**	89121 **(Zip Code)**

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes __X__ 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 __X__ No ______

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

Large accelerated filer	☐	Accelerated filer	☐
Non-accelerated filer	☒	Smaller reporting company	☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes ______ No __X__

As of October 31, 2013 the registrant had 167,097,874 shares of common stock outstanding.

Broadleaf Capital Partners, Inc.
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BROADLEAF CAPITAL PARTNERS, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

	9/30/2013	12/31/2012
ASSETS	**Unaudited**	**Audited**
CURRENT ASSETS		
Cash	$ 22,964	$ 107,627
Inventory	24,977	37,900
Other current assets	3,413	5,678
Total Current Assets	51,354	151,205
FIXED ASSETS, NET	0	0
TOTAL ASSETS	$ 51,354	$ 151,205
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
CURRENT LIABILITIES		
Accounts payable and accrued expenses	$ 24,349	$ 55,665
Accrued interest	18,222	16,488
Notes payable - current portion	40,663	30,383
Total Current Liabilities	83,234	102,536
LONG-TERM DEBT - Notes payable - long term	19,720	0
Total Liabilities	102,954	102,536
COMMITMENTS AND CONTINGENCIES (Note 8)		
STOCKHOLDERS' EQUITY (DEFICIT)		
Common Stock 250,000,000 authorized at $0.001 par value;		
shares issued and outstanding		
shares issued and outstanding		
Total Common Shares issued and outstanding, respectively	167,098	167,098
Additional paid-in capital	14,141,507	14,141,507
Accumulated deficit	(14,360,205)	(14,259,936)
TOTAL STOCKHOLDERS' EQUITY (DEFICIT)	(51,600)	48,669
TOTAL LIABILITIES, AND STOCKHOLDERS' EQUITY (DEFICIT)	$ 51,354	$ 151,205

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

BROADLEAF CAPITAL PARTNERS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS

	For the Nine Months Ended		For the Three Months Ended	
	9/30/2013	9/30/2012	9/30/2013	9/30/2012
	Unaudited	Unaudited	Unaudited	Unaudited
SALES	$ 45,509	$ 21,600	$ 22,836	$ 13,146
COST OF SALES	31,534	17,317	18,231	12,712
GROSS PROFIT	13,975	4,283	4,605	434
EXPENSES				
General and administrative	113,762	140,770	67,901	35,353
Total Expenses	113,762	140,770	67,901	35,353
NET INVESTMENT INCOME(LOSS)	(99,787)	(136,487)	(63,296)	(34,919)
OTHER INCOME (EXPENSE)				
Other income				
Other Income(Expense)	2,236	927,318	(6,231)	0
Debt Forgiveness	0	138,304	0	0
Interest expense	(2,418)	(8,469)	(578)	(1,301)
Total Other Income (Expense)	(182)	1,057,153	(6,809)	(1,301)
INCOME (LOSS) FROM CONTINUING OPERARION BEFORE INCOME TAXES	(99,969)	920,666	(70,105)	(36,220)
Income taxes	0	0	0	0
NET INCOME (LOSS)	$ (99,969)	$ 920,666	$ (70,105)	$ (36,220)
BASIC INCOME (LOSS) PER SHARE				
Basic Income (Loss) Per Share	(0.001)	0.006	(0.000)	(0.000)
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING	167,097,874	162,058,174	167,097,874	167,097,874

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

BROADLEAF CAPITAL PARTNERS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS

	For the Nine Months Ended 9/30/2013 Unaudited	9/30/2012 Unaudited
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income (loss) from continuing operations	$ (99,969)	$ 920,666
Adjustments to reconcile net loss to net cash used by operating activities:		
Common stock issued for services	0	7,000
Gain on sale of investment	0	(927,318)
Forgiveness of debt	0	(138,304)
(Increase) decrease in other assets	2,265	(114)
(Increase) decrease in inventory	12,923	(67,829)
Increase (decrease) in accounts payable	(31,616)	13,993
Increase (decrease) in Accrued Interest	1,734	6,009
Increase (decrease) in Accrued Expenses	0	(46,475)
Increase (decrease) in Judgments Payable	0	0
Net Cash Used in Operating Activities	(114,663)	(232,372)
CASH FLOWS FROM INVESTING ACTIVITIES		
Sale of investments	0	952,351
Net Cash Provided (Used) in Investing Activities	0	952,351
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from related party notes payable	30,000	0
Payments on notes	0	(587,430)
Net Cash Provided by Financing Activities	$ 30,000	$ (587,430)
NET DECREASE IN CASH	$ (84,663)	$ 132,549
CASH, BEGINNING OF PERIOD	107,627	11,957
CASH, END OF PERIOD	$ 22,964	$ 144,506

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

BROADLEAF CAPITAL PARTNERS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(CONTINUED)

	For the Nine Months Ended 9/30/2013 Unaudited	9/30/2012 Unaudited
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION		
Interest paid	$ 684	$ 2,459
Income taxes paid	$ 0	$ 0
SUPPLEMENTAL DISCLOSURE OF NON-CASH ACTIVITIES		
Common stock issued in conversion of debts and interest	$ 0	$ 180,964
Common stock issued for settlements	$ 0	$ 19,262

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

BROADLEAF CAPITAL PARTNERS, INC. AND SUBSIDIARIES
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
AS OF SEPTEMBER 30, 2013 AND 2012

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 new interim President Michael King and restored its normal management structure.

In February 2012 the Company sold its holdings in Canyon Shadows LP. Since this was the Company's last investment holding it is currently actively seeking new business opportunities with the cash available after retiring older debt held by the Company. On May 12, 2012 the Company formed Pipeline Nutrition, Inc. with its focus on internet sales in the personal health, nutrition and fitness markets. The Company currently maintains Pipeline Nutrition, Inc. as its only active subsidiary.

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%), iNet Partners, Inc. (iNet) (51%) and Pipeline Nutrition, Inc. (pipeline) (100%). 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.

Accounts Receivable:

An allowance for uncollectible accounts receivable is established by charges to operations for amounts required to maintain an adequate allowance, in management's judgment, to cover anticipated losses from customer accounts and sales returns. Such accounts are charged to the allowance when collection appears doubtful. Any subsequent recoveries are credited to the allowance account.

Inventory:

Inventory includes purchased products for resale and is stated at the specific items cost or market value if lower. Provisions, when required, will be made to reduce excess and expired inventory to its estimated net realizable value. Inventory consists of the following:

	9/30/2013	12/31/2012
Raw Materials	$ 0	$ 0
Finished goods	24,977	37,900
Total inventory	$ 24,977	$ 37,900

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

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.

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.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

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

On March 5, 2010, the FASB issued ASU No. 2010-11 Derivatives and Hedging Topic 815 “Scope Exception Related to Embedded Credit Derivatives.” This ASU clarifies the guidance within the derivative literature that exempts certain credit related features from analysis as potential embedded derivatives requiring separate accounting. The ASU specifies that an embedded credit derivative feature related to the transfer of credit risk that is only in the form of subordination of one financial instrument to another is not subject to bifurcation from a host contract under ASC 815-15-25, “*Derivatives and Hedging — Embedded Derivatives — Recognition.*” All other embedded credit derivative features should be analyzed to determine whether their economic characteristics and risks are “clearly and closely related” to the economic characteristics and risks of the host contract and whether bifurcation is required. The ASU became effective for the Company on July 1, 2010. The adoption of this ASU did not have an impact on the Company’s consolidated financial statements.

In May 2011, the FASB issued ASU 2011-04 which was issued to provide a consistent definition of fair value and ensure that the fair value measurement and disclosure requirements are similar between U.S. GAAP and IFRS. ASU 2011-04 changes certain fair value measurement principles and enhances the disclosure requirements particularly for Level 3 fair value measurements. This guidance is effective for the Company beginning on January 1, 2012. The adoption of ASU 2011-04 is not expected to significantly impact the Company’s consolidated financial statements.

In June 2011, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2011-05, *Presentation of Comprehensive Income*. ASU 2011-05 revises the manner in which entities present comprehensive income in their financial statements. The new guidance removes the presentation options in Accounting Standards Codification (ASC) 220, *Comprehensive Income*, and requires

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NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

entities to report components of comprehensive income in either (1) a continuous statement of comprehensive income or (2) two separate but consecutive statements. The ASU does not change the items that must be reported in other comprehensive income. In December 2011, the FASB issued ASU 2011-12 which defers the requirement in ASU 2011-05 that companies present reclassification adjustments for each component of accumulated other comprehensive income in both net income and other comprehensive income on the face of the financial statements. ASU 2011-05 is effective for fiscal years and interim reporting periods within those years beginning after December 15, 2011, with early adoption permitted. The adoption of ASU 2011-05, as amended by ASU 2011-12, is not expected to significantly impact the Company's consolidated financial statements.

Revenue and Cost Recognition:

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

Fixed Assets:

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

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

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 nine months ended September 31, 2013 and 2012:

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

	9/30/2013	6/30/2012
Net Income (Loss)	$ (99,969)	$ 920,666
Weighted-average common shares outstanding basic:		
Weighted-average common stock	167,097,874	162,058,174
Equivalents		
Stock options	-	-
Warrants	-	-
Convertible Notes	-	-
Weighted-average common shares outstanding- Basic & Diluted	167,097,874	162,058,174

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 $13,549,431 as of December 31, 2012 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 2013 and 2020. 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.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

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

Net deferred tax assets consist of the following components as of

	9/30/2013	12/31/2012
Deferred tax assets:		
Beginning NOL Carryover	13,549,431	14,401,359
Adjusted Taxable Income(loss)	(99,969)	851,928
Valuation allowance	0	0
Ending NOL Carryover	13,649,400	13,549,431
Tax Benefit Carryforward	4,640,796	4,606,807
Valuation allowance	(4,616,200)	(4,606,807)
Net deferred tax asset	0	0

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 $4,616,200 at September 30, 2013 and estimated changes to the valuation allowance by the projected profit of loss for each period included in these financial statements in the table above. The allowance is calculated for each period as equal to the full potential tax benefits of the any NOL tax carryforwards.

NOTE 3 - GOING CONCERN

As reported in the consolidated financial statements, the Company has accumulated deficits of $14,360,205 as September 30, 2013. The Company also has certain debts that have been in default during these periods although the creditors have not pursued collection proceedings. The Company's stockholders' equity at September 31, 2013 was a deficit of $51,600, and its current liabilities exceeded its current assets by only $31,880 on September 31, 2013. These negative trends have been consistent right up through the most current fiscal year, except for this quarter and the sale of their only major investment, 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 and to create operations that contribute capital from normal operations. 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

NOTE 3 - GOING CONCERN (Continued)

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 - FIXED ASSETS

For the Periods Ended,	9/30/2013	12/31/2012
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 5 - RELATED PARTY TRANSACTIONS

The Company occasionally pays for operating expenses of the partnerships and is reimbursed as funds become available to the partnerships on rare occasions and none this quarter. Additionally, the Company uses 500 square feet of office space from its Interim President rent free. There are no commitments attached to this space. During this current year Mike King our President lent Pipeline Nutrition USA our subsidiary $30,000 for working capital secured by Pipeline's inventory. Terms of the note are detailed in note 6, notes payable. The Company currently has a secured loan of $125,000 for working capital with its subsidiary Pipeline which was eliminated during the intercompany consolidation.

NOTE 6 – NOTES PAYABLE

Notes payable consist of the following for the periods ended;	9/30/2013	12/31/2012
Debentures at 10%, unsecured, were to be convertible into common shares at the option of the holder, all debentures are currently in default.	10,383	10,383
Related party loan from corporate officer to subsidiary Pipeline Nutrician, USA for working capital with interest at 4% per annum and equal monthly installments of $625 per month with a maturity date of April 1, 2017. This loan is secured by the inventory in Pipeline Nutrition, USA.	30,000	0
Short term unsecured working capital demand notes, with stated interest rate of 10%. Reclassified back into notes payable after the Company confirmed status during the last fiscal audit of the 2010 year-end.	20,000	20,000
Total Notes Payable	60,383	30,383
Less Current Portion	40,663	30,383
Long Term Notes Payable	$ 19,720	$ 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:	$ 18,222	$ 16,488

NOTE 7 - COMMITMENTS AND CONTINGENCIES

Stock Escrow and Security Agreement

In 2004 and 2005, the Company entered into a Stock Escrow and Security Agreement with two entities whereby the Company borrowed funds under the terms of a convertible promissory note. One company has recently confirmed that they have no balance due from the Company and the entire balance has been recaptured as debt forgiveness in a prior current quarter. The Company still has $10,383 outstanding on its books as of June 30, 2013. Although the Company has not had request to convert these loans in many years and feels the statute of limitations has passed, they have kept reserve liabilities open in the event some settlement is eventually reached. Currently, there is no stock being held in escrow.

NOTE 8 – FINANCIAL HIGHLIGHTS

	9/30/2013	9/30/2012
Net Income(Loss)	$ (99,969)	$ 920,666
Net Investment Value End of Period	$ 51,354	$ 82,407
Weighted-average common shares outstanding basic:	167,097,874	162,058,174
Beginning of period Net Asset Value	0.000	(0.007)
Income from Net Investment operations Income (Loss)	0.000	(0.000)
Net Income(Loss) Investments (realized & unrealized)	0.000	0.007
Total from investment operations	0.000	(0.000)
Other Increases(Decreases)	0.000	(0.000)
End of period Net Asset Value	0.000	(0.000)

PART I

ITEM 2. DESCRIPTION OF BUSINESS

OVERVIEW

Broadleaf Capital Partners, Inc., a Nevada corporation (the Company), incorporated February 1984, has continued with its restructuring and plans expansion through the ongoing development of its available operations, and other business opportunities. The Company is a publicly traded diversified investment holding company that 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, 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.

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

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

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

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

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

Results of Operations

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

		For the nine months ended		For the three months ended	
		9/30/2013	9/30/2012	9/30/2013	9/30/2012
	Revenues	$45,509	$21,600	$22,836	$13,146
1)	Cost of Sales	31,534	17,317	18,231	12,712
2)	Officer Wages	3,000	6,000	1,000	1,500
	Wages	5,450	0	1,212	0
3)	Professional Fees	14,235	88,285	3,985	17,245
4)	Administrative	91,057	44,115	67,915	16,342
	Royalties	0	2,370	0	266
	Interest expense	(2,418)	(8,469)	(578)	(1,301)
5)	Debt Forgiveness	0	138,304	0	0
6)	Realized Gain on Investment	0	927,318	0	0
	Other Income(Expense)	2,216	0	(20)	0
	NET INCOME	($99,969)	$920,666	($70,105)	($36,220)

1) Cost of product sold through it's start up subsidiary Pipeline Nutrition USA
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 rent, 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 2013-2012

Analysis of the nine months ended September 30, 2013 and 2012.

Revenues

For the nine months ended September 30, 2013, revenues were approximately $45,509 compared to $21,600 for the nine months ended September 30, 2012, increasing by $23,909. During this time investment income stopped as a result of the sale of the Canyon Shadows investment with only a January 2012 residual payment of $633 and the Company also started recording sales from its subsidiary Pipeline Nutrition, Inc. which represents the majority of our sales in 2013 and 2012.

Cost of Goods Sold

Cost of goods sold increased to $31,534 for the nine months ended September 30, 2013 from $17,317 for the nine months ended September 30, 2012, an increase of $14,217. This is solely the result of the startup subsidiary Pipeline Nutrition, Inc. and the cost associated with its products. Cost of goods sold were 69% of total net sales in 2013.

G & A Expenses

G&A expense decreased to $113,762 for the nine months ended September 30, 2013 from $140,770 for the nine months ended September 30, 2012, a decrease of $27,008. The majority of the decreased G&A expenses was the result of the company incurring professional fees from due diligence cost associated with reviewing potential investments during the first quarter of 2012. The remainder of the expenses was all considered normal small business operating expenses associated with operations.

Other income and expenses

Other items decreased to a net loss of $182 for the nine months ended September 30, 2013 from a net income of $1,057,153 for the nine months ended September 30, 2012, resulting in a total net other item decrease of $1,057,335. The largest items of these differences was the gain on the sale of the Canyon Shadows investment was $927,318 and the settlement of liabilities creating additional debt forgiveness income of $138,304 in the nine months ended September 30, 2012. Interest expense also decreased slightly during the period. This was due to pay down of debt with the proceeds from the sale of the Canyon Shadows investment.

Net income (loss)

Net Income(loss) increased to a loss of $99,969 for the nine months ended September 30, 2013 from a net income of $920,666 for the nine months ended September 30, a decrease of $1,020,635. The decrease was mostly related to a realized gain on investment and debt forgiveness reported as income noted above. The start up of the Pipeline Nutrition subsidiary in 2013 and with very limited operations in the 2012 period was the only significant change as reported above in net income(loss) for this period.

Analysis of the three months ended September 30, 2013 and 2012.

Revenues

For the three months ended September 30, 2013, revenues were approximately $22,836 compared to $13,146 for the three months ended September 30, 2012, increasing by $9,690. During this time investment income stopped as a result of the sale of the Canyon Shadows investment with only a January 2012 residual payment of $633 and the balance of all our sales from our subsidiary Pipeline Nutrition, Inc.

Cost of Goods Sold

Cost of goods sold increased to $18,231for the three months ended September 30, 2013 from $12,712 for the three months ended September 30, 2012, an increase of $5,519. This is solely the result of the start up subsidiary Pipeline Nutrition, Inc. and the cost associated with its products. Cost of goods sold were 79% of total net sales for the quarter ending in 2013 and 96% in 2012 which the company feels is non representative of normal operations as we were in our start up phase for Pipeline Nutrition USA.

G & A Expenses

G&A expense increased to $67,901 for the three months ended September 30, 2013 from $35,353 for the three months ended September 30, 2012, an increase of $32,548. The majority of the decreased G&A expenses was the result of the company incurring professional fees from due diligence cost associated with reviewing potential investments during the first quarter of 2012. The Company also wrote off some of Pipeline Nutrition's initial inventory due to formula irregularities which was corrected in subsequent deliveries. 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 expense of $6,809 for the three months ended September 30, 2013 from net expenses of $1, 301 for the three months ended September 30, 2012, resulting in a total net other item increase of $5,508. Interest expense decreased during the three months ended September 30, 2012. This was due to pay down of debt with the proceeds from the sale of the Canyon Shadows investment, previously.

Net income (loss)

Net Income(loss) increased to a loss of $70,105 for the three months ended September 30, 2013 from a net loss of $36,220 for the three months ended September 30, 2012, an increase of $33,885. The three month change decrease was mostly related to G & A expenses noted above.

Liquidity and Capital Resources

On September 30, 2013 we had cash and cash equivalents totaling $22,946. At this time, those balances were not sufficient to fund our operations for extended periods into the future.

The Company was continually restructured during the 2004 through 2011 time period. We anticipate seeking additional opportunities through potential acquisitions or investments. One such investment is our new start up subsidiary Pipeline Nutrition, Inc. started May 12, 2012 which has not yet generated a positive cash flow, but has already generated sales. This and other such acquisitions or investments may consume cash reserves or require additional cash or equity. Our working capital and additional funding requirements will depend upon numerous factors to be determined on a case by case basis as these opportunities arise.

Critical Accounting Policies and Estimates

Our significant accounting policies are more fully described in Note 2 to our consolidated financial statements. In preparing our financial statements in accordance with accounting principles generally accepted in the United States of America, management is required to make estimates and assumptions that, among other things, affect the reported amounts of assets and liabilities and reported amounts of revenues and expenses. These estimates are most significant in connection with our critical accounting policies, namely those of our accounting policies that are most important to the portrayal of our financial condition and results and require management's most difficult, subjective or complex judgments. These judgments often result from the need to make estimates about the effects of matters that are inherently uncertain. Actual results may differ from those estimates under different assumptions or conditions. We believe that the following represents our critical accounting policies:

- *Going concern.* Our recurring losses from operations and negative cash flows from operations raise substantial doubt about our ability to continue as a going concern and as a result, our independent registered public accounting firm included an explanatory paragraph in their report on our consolidated financial statements for the year ended December 31, 2012 with respect to this uncertainty. We have prepared our financial statements on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities and commitments in the normal course of business. The financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or amounts of liabilities that might be necessary should we be unable to continue in existence.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

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

Our primary market risk exposure with regard to financial instruments is to changes in interest rates, which would impact interest income earned on such instruments. We have no material currency exchange or interest rate risk exposure as of September 30, 2012. Therefore, there will be no ongoing exposure to a potential material adverse effect on our business, financial condition or results of operation for sensitivity to changes in interest rates or to changes in currency exchange rates.

ITEM 4 CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) that are designed to be effective in providing reasonable assurance that information required to be disclosed in our reports under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission (the “ SEC”), and that such information is accumulated and communicated to our management to allow timely decisions regarding required disclosure.

In designing and evaluating disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable, not absolute assurance of achieving the desired objectives. Also, the design of a control system must reflect the fact that there are resource constraints and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty and that breakdowns can occur because of simple error or mistake. The design of any system of controls is based, in part, upon certain assumptions about the likelihood of future events and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions.

As of the end of the period covered by this report, we carried out an evaluation, under the supervision and with the participation of management, including our chief executive officer and principal financial officer, of the effectiveness of the design and operation of our disclosure controls and procedures. Based upon that evaluation, management concluded that our disclosure controls and procedures are effective as of September 30, 2012 to cause the information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods prescribed by SEC, and that such information is accumulated and communicated to management, including our chief executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure.

Evaluation of and Report on Internal Control over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting of the Company. Management, with the participation of our principal executive officer and principal financial officer, has evaluated the effectiveness of our internal control over financial reporting as of September 30, 2013 based on the criteria established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this evaluation, management concluded that, as of September 30, 2013, our internal control over financial reporting were effective in providing reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. generally accepted accounting principles.

This quarterly report does not include an attestation report of the company's 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 SEC that permit the company to provide only management's report in this quarterly report.

Limitations

Our management, including our Principal Executive Officer and Principal Financial Officer, does not expect that our disclosure controls or internal controls over financial reporting will prevent all errors or all instances of fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control system's objectives will be met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within our company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Controls can also be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the controls. The design of any system of controls is based in part upon certain assumptions about the likelihood of future events, and any design may not succeed in achieving its stated goals under all potential future conditions. Over time, controls may become inadequate because of changes in conditions or deterioration in the degree of compliance with policies or procedures. Because of the inherent limitation of a cost-effective control system, misstatements due to error or fraud may occur and not be detected. Specific significant deficiencies observed are noted below.

● The Company has in insufficient quantity of dedicated resources and experienced personnel involved in reviewing and designing internal controls. As a result, a material misstatement of the interim and annual financial statements could occur and not be prevented or detected on a timely basis.

● The Company has not achieved the optimal level of segregation of duties relative to key financial reporting functions.

● The Company does not have an audit committee or an independent audit committee financial expert. While not being legally obligated to have an audit committee or independent audit committee financial expert, it is the management’s view that to have an audit committee, comprised of independent board members, and an independent audit committee financial expert is an important entity-level control over the Company’s financial statements.

A significant deficiency, is 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 a registrant’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 significant weakness exists due to the items stated above, resulting from the Company’s limited resources and personnel. The Company has moved Tia Owen into the CFO role to help mitigate these weaknesses during the prior period.

Changes in Internal Control over Financial Reporting

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

Auditor’s Report on Internal Control over Financial Reporting

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

PART II

ITEM 1. LEGAL PROCEEDINGS

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

ITEM 1A. RISK FACTORS

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

RISKS RELATED TO OUR BUSINESS DURING SLOW ECONOMIC ACTIVITY.

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

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

Since inception, we have generated an accumulated deficit of $14,360,205 as of September 30, 2013. 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 September 30, 2013, we had cash and cash equivalents of $22,964.

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. RECENT SALES OF UNREGISTERED SECURITIES

There were no sales of unregistered securities sold by the Company from January 1, 2013 through September 30, 2013.

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

(a) Exhibits

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

(b) Reports on Form 8-K.

- Form 8K filed on August 22, 2013 item 5.02 Departure of principal officers appointment of principal officers.

EXHIBIT NO.		DESCRIPTION
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 caused this report to be signed on its behalf by the undersigned, hereunto duly authorized, this 6 day of November 2013.

Broadleaf Capital Partners, Inc.

/s/ J. Michael King

President

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

Signature	Title	Date
/s/ J. Michael King --------------------- J. Michael King	President	November 6, 2013
/s/ T. T. Owen ----------------- T. T. Owen	Interim CFO	November 6, 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 of particular subsidiaries because the unnamed subsidiaries, considered in the aggregate as a single subsidiary , would not have constituted a significant subsidiary as of September 30, 2013.

EXHIBIT 31.1

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

I, J. Michael King, certify that:

1. I have reviewed this quarterly report ending September 30, 2013 on Form 10-Q of Broadleaf Capital Partners, Inc. (the “registrant”);

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material 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 whichare 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: November 6, 2013

EXHIBIT 31.2

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

I, T. T. Owen, certify that:

1. I have reviewed this quarterly report ending September 30, 2013 on Form 10-Q of Broadleaf Capital Partners, Inc. (the "registrant");

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material 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's internal control over financial reporting.

By: /s/ T. T. Owen
T. T. Owen, Interim CFO
Date: November 6, 2013

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 Quarterly Report on Form 10-Q of Broadleaf Capital Partners, Inc. (the Company) fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company for the quarter ending September 30, 2013.

Dated: November 6, 2013

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

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

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

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 Quarterly Report on Form 10-Q of Broadleaf Capital Partners, Inc. (the Company) fully complies with the requirements of Section 13(a) or Section 15(d), as applicable, of the Securities Exchange Act of 1934, as amended; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company for the quarter ending September 30, 2013.

Dated: November 6, 2013

/s/ T. T. Owen
T. T. Owen,
Interim CFO

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

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