ALL AMERICAN SPORTPARK INC
Form 10-Q/A
December 23, 2010

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q/A

(Amendment No. 1)

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

For the quarterly period ended June 30, 2010

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

Commission file number 000-24970

All-American Sportpark, Inc.

(Exact name of registrant as specified in its charter)

Nevada	**88-0203976**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

6730 South Las Vegas Boulevard

Las Vegas, NV 89119

(Address of principal executive offices)

(702) 798-7777

(Registrant s telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes 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 ¨ No ¨

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

Large accelerated filer ¨ Accelerated filer ¨

Non-accelerated filer ¨ (Do not check if a smaller reporting company) Smaller reporting company x

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

The number of shares of Common Stock, $0.001 par value, outstanding on July 27, 2010 was 3,570,000 shares.

EXPLANATORY NOTE

This Amendment to the Form 10-Q for All American SportPark, Inc. (the Company) for the quarter ended June 30, 2010 is being filed to restate the financial statements and related disclosures as a result of a determination by the Company that the amounts received from the Callaway Golf Company (Callaway) under its customer agreement entered into in June 2009 were not accounted for properly. The adjustments are as follows:

- As a result of the elimination of deferred marketing revenue the Company s revenues in the quarter ended June 30, 2010 were decreased by the amount of amortized marketing revenue that was recorded. In addition, depreciation expense related to the property and equipment was reduced.

Generally, no attempt has been made in this Amendment to modify or update other disclosures presented in the original report on Form 10-Q except as required to reflect the effects of the restatement. This amendment does not reflect events occurring after the filing of the original Form 10-Q, or modify or update those disclosures. Information not affected by the restatement is unchanged and reflects the disclosures made at the time of the original filing of the Form 10-Q with the Securities and Exchange Commission.

All-American Sportpark, inc.

Form 10-Q

Index

		Page Number
Part I:	**Financial Information**	
Item 1.	Condensed Consolidated Financial Statements	
	Condensed Consolidated Balance Sheets at June 30, 2010 (Unaudited) (Restated) and December 31, 2009 (Restated)	1
	Condensed Consolidated Statements of Operations for the Three And Six Months Ended June 30, 2010 and 2009 (Unaudited) (Restated)	3
	Condensed Consolidated Statements of Cash Flows For the Six Months Ended June 30, 2010 (Unaudited) (Restated)	4
	Notes to Condensed Consolidated Financial Statements (Unaudited)	5
Item 2.	Management s Discussion and Analysis of Financial Condition And Results of Operations	14
Item 3.	Quantitative and Qualitative Disclosures about Market Risk	24
Item 4.	Controls and Procedures	24
Part II:	**Other Information**	
Item 1.	Legal Proceedings	26
Item 1A.	Risk Factors	26
Item 2.	Changes in Securities	26
Item 3.	Defaults Upon Senior Securities	26
Item 4.	(Removed and Reserved)	26
Item 5.	Other Information	26
Signatures		27

PART 1 FINANCIAL INFORMATION

Item 1 Financial Statements

All-American SportPark, Inc.

Condensed Consolidated Balance Sheets

		June 30, 2010 (Unaudited) (Restated)		December 31, 2009 (Restated)
Assets				
Current assets:				
Cash	$	218,432	$	272,750
Accounts receivable		1,025		1,193
Prepaid expenses and other		9,417		23,792
Total current assets		228,874		297,735
Property and Equipment net of accumulated depreciation of $762,881 and $685,006, respectively		807,320		691,895
Total Assets	$	1,036,194	$	989,630
Liabilities and Stockholders' (Deficit)				
Current liabilities:				
Accounts payable and accrued expenses	$	191,546	$	154,091
Current portion of notes payable related parties		4,022,535		4,025,970
Current portion due to related parties		1,182,265		1,089,040
Current portion of capital lease obligation		21,770		-
Accrued interest payable - related party		4,014,431		3,890,858
Total current liabilities		9,432,547		9,159,959
Long-term liabilities:				
Long-term portion of capital lease obligation		69,561		-
Deferred rent liability		694,859		690,636
Total long-term liabilities		764,420		690,636
Stockholders' (deficit):				
Preferred stock, Series "B", $0.001 par value, 10,000,000 shares authorized, no shares issued and outstanding		-		-

as of June 30, 2009 and December 31, 2008, respectively		
Common stock, $0.001 par value, 50,000,000 shares authorized, 4,522,123, and 3,570,000 shares issued and outstanding as of June 30, 2010 and December 31, 2009, respectively	3,570	3,570
Additional paid-in capital	14,274,669	14,274,669
Accumulated (deficit)	(23,743,157)	(23,398,530)
Total All-American SportPark, Inc. stockholders' (deficit)	(9,464,918)	(9,120,291)

1

Noncontrolling interest in net assets of subsidiary		304,145		259,326
Total stockholders' deficit		(9,160,773)		(8,860,965)
Total Liabilities and Stockholders' (Deficit)	$	1,036,194	$	989,630

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

2

ALL-AMERICAN SPORTPARK, INC.

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(Unaudited)

	For the Three Months Ending June 30, 2010		For the Six Months Ending June 30, 2010	
	2010	**2009**	**2010**	**2009**
	(Restated)		**(Restated)**	
Revenue	$ 523,851	$ 599,102	$ 1,012,875	$ 1,109,809
Revenue - Related Party	39,012	39,012	78,624	78,624
Total Revenue	562,863	638,114	1,091,499	1,188,433
Cost of revenue	194,355	256,871	353,170	460,173
	368,508	381,243	738,329	728,260
Expenses:				
General and administrative expenses	332,652	372,503	755,987	754,880
Depreciation and amortization	31,682	19,844	47125	40,427
Total expenses	364,334	392,347	803,112	795,307
Income (loss) from operations	4,174	(11,104)	(64,784)	(67,047)
Other income (expense):				
Interest expense	(123,724)	(119,174)	(235,044)	(247,691)
Interest income	17	-	17	-
Other income (expense)	-	2,582	-	2,568
Total other income (expense)	(123,707)	(116,592)	(235,027)	(245,123)
Net income (loss)	(119,533)	(127,396)	(299,810)	(312,170)
Net income (loss) attributable to noncontrolling interests	40,160	3,365	44,819	3,365
Net income (loss) attributable to All-American SportPark, Inc.	$ (159,693)	$ (130,761)	$ (344,627)	$ (315,535)
Net income (loss) per share - basic and fully diluted	$ (0.04)	$ (0.04)	$ (0.10)	$ (0.09)

Weighted average number of common shares outstanding - basic and fully diluted	3,570,000	3,570,000	3,570,000	3,570,000

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

ALL-AMERICAN SPORTPARK, INC.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited)

	For the Six Months Ending June 30, 2010	
	2010	**2009**
Cash flows from operating activities	**(Restated)**	
Net (loss)	$ (299,808)	$ (315,535)
Adjustments to reconcile net (loss) to		
net cash (used) in operating activities:		
Depreciation expense	47,125	40,428
Stock issued for services	-	3,365
Changes in operating assets and liabilities:		
Accounts receivable	168	(19,650)
Prepaid expenses and other	14,375	12,949
Accounts payable and accrued expenses	37,455	125,192
Deferred rent liability	4,223	122,610
Accrued interest payable - related party	123,573	228,372
Net cash provided (used) by operating activities	(72,889)	197,731
Cash flows from investing activities		
Purchase of property and equipment	(63,550)	-
Net cash used by operating activities	(63,550)	-
Cash flows from financing activities		
Bank overdrafts		(17,631)
Proceeds (payments) from related parties	93,225	(108,563)
Payments on capital lease obligation	(7,669)	-
Proceeds from notes payable - related parties	-	30,000
Payments on notes payable - related party	(3,435)	(3,201)
Net cash provided (used) by financing activities	82,121	(99,395)
Net increase (decrease) in cash	(5,318)	98,336
Cash - beginning	272,750	-
Cash - ending	$ 218,432	$ 98,336
Supplemental disclosures:		
Interest paid	$ 91,223	$ 813

Income taxes paid	$	-	$	-
Schedule of non-cash investing and financing activities				
Assumption of capital lease obligation	$	-	$	(600,000)
				15,969
Stock issued for Accrued Interest	$	-	$	584,031

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

All-American Sportpark, Inc.

Notes to Condensed Consolidated Financial Statements

(Unaudited)

Note 1 Basis of presentation

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

These statements reflect all adjustments, consisting of normal recurring adjustments, which, in the opinion of management, are necessary for fair presentation of the information contained therein. It is suggested that these consolidated interim financial statements be read in conjunction with the consolidated financial statements of the Company for the year ended December 31, 2009 and notes thereto included in the Company's Amendment No. 1 to the Form 10-K. The Company follows the same accounting policies in the preparation of consolidated interim reports.

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

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

Note 2 Going concern

As of June 30, 2010, we had an accumulated deficit of $23,743,157. In addition, the Company s current liabilities exceed its current assets by $8,396,353 as of June 30, 2010. These conditions have raised substantial doubt about the Company's ability to continue as a going concern. Although our recent growth has greatly improved cash flows, we nonetheless need to obtain additional financing to fund payment of obligations and to provide working capital for operations. Management is seeking additional financing, and is now looking for a merger or acquisition candidate. It

is management s objective to review the acquisition of interests in various business opportunities, which in their opinion will provide a profit to the Company. Management believes these efforts will generate sufficient cash flows from future operations to pay the Company's obligations and working capital needs. There is no assurance any of these transactions will occur. The financial statements do not include any adjustments relating to the recoverability and classification of asset carrying amounts or the amount and classification of liabilities that might result should the Company be unable to continue as a going concern.

Note 3 Recent accounting Policies

The FASB Accounting Standards Codification is the single official source of authoritative, nongovernmental, U.S. GAAP, in addition to guidance issued by the Securities and Exchange Commission. This codification is designed to simplify U.S. GAAP into a single, topically ordered structure.

The Consolidation of Variable Interest Entities addresses the effect of the elimination of the qualifying special-purpose entity concept of Accounting for Transfers of Financial Assets. This also amends the accounting and disclosure requirements of FASB to enhance the timeliness and usefulness of information about a company s involvement in a variable interest entity.

In accordance with accounting standards *Accounting for Transfers of Financial Assets , the objective* eliminates the concept of special-purpose entity, requiring the reporting entity to provide more information about sales of securitized financial assets and similar transactions, particularly if the seller retains some risk to the assets, changes the requirements for the de-recognition of financial assets, and provides for the sellers of the assets to make additional disclosures.

In accordance with accounting standards concerning The Fair Value Option for Financial Assets and Financial Liabilities relates to providing guidance on when the volume and level of activity for the asset or liability have significantly decreased and identifying transaction s that are not orderly. The update clarifies the methodology to be used to determine fair value when there is no active market or where the price inputs being used represent distressed sales. The update also reaffirms the objective of fair value measurement, which is to reflect how much an asset would be sold in and orderly transaction, and the need to use judgment too determine if a formerly active market has become inactive.

Fair Value Measurements and Disclosures clarifies the fair market value measurement of liabilities. In circumstances where a quoted price in an active market for the identical liability is not available, a reporting entity is required to measure fair value using one or more of the following techniques: a technique that uses quoted price of the identical or a similar liability or liabilities when traded as an asset or assets, or another valuation technique that is consistent with the principles such as income or market approach.

Fair value measurements: An update to the accounting standards concerning fair value measurements was made in January of 2010 whereby there now exists significant transfers in and out of Levels 1 and 2 and additional disclosures that must be made for activity in Level 3. We don not anticipate the adoption of this ASU to have a material impact on our consolidated financial statements.

Receivable Loans and Debt Securities Acquired with Deteriorated Credit Quality: An improvement to the comparability by elimination of diversity in practice about treatment of modifications of loans accounted for within pools for Receivable Loans and debt securities acquired with deteriorated credit quality was approved in April 2010. The amendment clarifies guidance about maintaining the integrity of a pool as the unit of accounting for acquired loans with credit deterioration. We are currently evaluating the impact of this ASU; however, we do not expect the adoption of this ASU to have a material impact on our consolidated financial statements.

Note 4 Noncontrolling interest

Non-controlling interest represents the minority stockholders proportionate share of the equity of AAGC. At June 30, 2010, we owned 51% of AAGC s capital stock, representing voting control and a majority interest. Our controlling ownership interest requires that AAGC s operations be included in the Condensed Consolidated Financial Statements contained herein. The 49% equity interest that is not owned by us is shown as Non-controlling interest in consolidated subsidiary in the Condensed Consolidated Statements of Operations and Condensed Consolidated Balance Sheets. As of June 30, 2010, St. Andrews Golf Shop, our minority interest partner and a related party (see Note 6) held a $304,145 interest in the net asset value of our subsidiary AAGC and an $(40,160) interest in the net income from operations of AAGC.

Note 5 Related party transactions

Due to related parties

The Company s employees provide administrative/accounting support for (a) a golf retail stores wholly-owned by the Company's Chairman, named Las Vegas Discount Golf and Tennis (the "Paradise Store), b) three golf retail stores, two of which are named Saint Andrews Golf Shop ("SAGS") and the other is a Las Vegas Golf and Tennis ("District Store"), owned by the Company's President and his brother, and (c) Sports Entertainment Enterprises, Inc. until February 2005. One of the SAGS stores is the retail tenant in the CGC.

Administrative/accounting payroll and employee benefits expenses are allocated based on an annual review of the personnel time expended for each entity. Amounts allocated to these related parties by the Company approximated $54,666 and $62,665 for the years June 30, 2010 and 2009, respectively. The Company records this allocation by reducing the related expenses and allocating them to the related parties.

In addition to the administrative/accounting support provided by the Company to the above stores, the Company received funding for operations from these and various other stores owned by the Company s President, his brother, and Chairman. These funds helped pay for office supplies, phone charges, postages, and salaries. The net amount due to these stores totaled $1,182,265 and $1,089,040 as of June 30, 2010 and December 31, 2009, respectively. The amounts are non-interest bearing and due out of available cash flows of the Company. Additionally, the Company has the right to offset the administrative/accounting support against the funds received from these stores.

Notes and Interest Payable to Related Parties:

The Company has various notes and interest payable to the following entities as of March 31, 2010 and December 31, 2009, respectively:

	2010	2009
Various notes payable to the Paradise Store bearing 10% per annum and due on demand	$ 3,200,149	$ 3,200,149
Note payable to BE Holdings 1, LLC, owned by the chairman of the board, bearing 10% per annum and due on demand	100,000	100,000
Various notes payable to SAGS, bearing 10% per annum and due on demand	630,580	630,580
Various notes payable to the District Store, bearing 10% per annum and due on demand	85,000	85,000
Note payable to SAGS for phone system, payable in monthly payments of $457 through 2011	6,806	10,241
Total	$ 4,022,535	$ 4,025,971

All maturities of related party notes payable and the related accrued interest payable as of June 30, 2010 are due and payable upon demand. At June 30, 2010, the Company has no loans or other obligations with restrictive debt or similar covenants.

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

As of June 30, 2010 and December 31, 2009, accrued interest payable - related parties related to the notes payable related parties totaled $4,014,431 and $3,890,858, respectively.

Lease to SAGS

The Company subleases space in the clubhouse to SAGS. Base rent includes $13,104 per month through July 2012 with a 5% increase for each of two 5-year options to extend in July 2012 and July 2017. For the six month ending June 30, 2010 and 2009, the Company recognized rental income totaling $78,624 and $78,624 respectively.

Note 6 Commitments

Lease agreements

The land underlying the CGC is leased under an operating lease that expires in 2012 and has two five-year renewal options. In March 2006, the Company exercised the first of two options, extending the lease to 2018. Also, the lease has a provision for contingent rent to be paid by AAGC upon reaching certain levels of gross revenues. The Company recognizes the minimum rental expense on a straight-line basis over the term of the lease, which includes the two five year renewal options.

The Company is also obligated under a non-cancelable operating lease for equipment that expire year in 2009.

At June 30, 2010, minimum future lease payments under non-cancelable operating leases are as follows:

2010	$ 240,836
2011	481,673
2012	493,715
2013	529,840
2014	529,840
Thereafter	4,371,184
	$ 6,647,088

Total rent expense for all operating leases was $245,060 and $283,530 for June 30, 2010 and 2009.

Capital Lease

The company entered into a capital lease for new Club Car gas powered golf carts. The lease is 47 months in length and started on March 1, 2010. The company realizes $10,480 a month in interest expense related to the lease.

The following is a schedule by year of future principal payments required under this lease agreement.

2010	$ 10,566
2011	23,080
2012	25,941
2013	29,157
2014	2,587
	$ 91,331

Accumulated depreciation for the Capital Lease as of June 30, 2010 and December 31, 2014 is $7,860 and $0 respectively

Customer Agreement

On June 19, 2009, the Company entered into a Customer Agreement with Callaway Golf Company (Callaway) and St. Andrews Golf Shop, Ltd. (SAGS) through our majority owned subsidiary AAGC. Pursuant to this agreement, AAGC shall expend an amount equal to or exceeding $250,000 for marketing and promotion of Callaway for a period of approximately three and one half years with an automatic extension to December 31, 2018 unless written notice of termination is received by November 2013. Additionally, AAGC will expend amounts to improve both their range facility as well as the golfing center. These improvements are to include Callaway Golf® branding elements. Callaway has agreed to provide funding and resources in the minimum amount of $2,750,000 to be allocated as follows: 1) $750,000 towards operating expenses of AAGC; 2) $750,000 towards facility improvements for both AAGC and St. Andrews Golf Shop; 3) $500,000 in range landing area improvements of AAGC and 4) three payments each of $250,000 for annual advertising expenses paid by AAGC, which will be repaid in golf related products to SAGS. AAGC will then be reimbursed by SAGS for AAGC s expenditures in advertising as incurred. In substance, due to the related party nature of SAGS, the Company is also considered a customer of Callaway as it relates to this agreement. As a result, we recognized the contributions from Callaway as follows:

- Contribution of operating expenses totaling $750,000 (received July 2009) was treated as a reduction of operating expenses and therefore reduced our General and administrative expense by that amount.

- Contribution of range and other facility improvements totaling $554,552 were recorded as a reduction of the costs for those improvements. The contributions were exactly equal to the costs and therefore, no value as been recorded for these improvements.

The annual payments for advertising began in 2010 and will continue as long as Callaway, AAGC and SAGS agree to maintain the agreement through the term of the Customer Agreement in December 2018. Such contributions from Callaway of up to $250,000 annually will be recorded as a reduction of the Company s costs for the related advertising. Additionally, the contributions are to be paid to SAGS in the form of golf related products. SAGS will then reimburse AAGC in the form of monies as the as the related golf products are received. During the three and three months ending June 30, 2010, SAGS reimbursed AAGC $0 and $31,642 respectively.

Note 8 Restatement

Amounts received from the Callaway Golf Company (Callaway) under its customer agreement entered into in June 2009 were not accounted for properly. The original accounting and effects of the resulting adjustments are as follows:

The $750,000 received from Callaway for operating expenses of the Company in connection with the Customer Agreement referred to in Note 7 of the financial statements, which were originally recorded as deferred marketing revenue was restated to immediately recognize such amount as revenue and net with the related operating expenses of the Company during 2010.

The $554,552 received from Callaway for range and other leasehold improvements, which were originally recorded as deferred marketing revenue and property and equipment was reversed for 2009. This contribution from Callaway equaled the expenditures for the property and equipment. Accordingly, the reversal will result in a value of $0.00 for such leasehold and range improvements as of December 31, 2009.

As a result of the deferred marketing revenue reversal, $30,163 and $60,398 amortized as marketing revenue included in the Revenue line item has been reversed for the three and six months ended June 30, 2010, respectively.

As a result of the forgoing changes, the loss attributable to noncontrolling interest for the three and six months ended June 30, 2010, totaling $51,442 and $69,921 has been changed to reflect a loss attributable to noncontrolling interest totaling 40,160 and $44,819, respectively.

The following table provides additional details regarding the changes to the statement of operations for the three months ended June 30, 2010:

	As restated	As previously reported	Change
Revenue	$ 523,851	$ 554,014	$ (30,163)

Revenue Related Parties	39,012	39,012	
Total Revenue	562,863	593,026	(30,163)
Cost of Revenue	194,355	194,355	
Gross Profit	368,508	398,671	(30,163)
Expenses:			
General & administrative	332,652	330,038	(2,614)
Depreciation and amortization	31,682	60,745	(29,063)
Total expenses	364,334	390,783	(31,677)

Income (loss) from operations	4,174	7,888	(3,714)
Other income (expense)	(123,707)	(123,707)	-
Net income (loss)	(119,533)	(115,819)	(3,714)
Net income (loss) attributable to noncontrolling Interest	40,160	51,882	(11,722)
Net income (loss) attributable to All-American SportPark, Inc.	$ (159,693)	$ (167,701)	$ (8,008)
Net income (loss) per share basic and fully diluted	$ (0.04)	$ (0.05)	$ 0.01

The following table provides additional details regarding the changes to the statement of operations for the six months ended June 30, 2010:

	As restated	As previously reported	Change
Revenue	$ 1,012,875	$ 1,073,273	$ (60,398)
Revenue Related Parties	78,624	78,624	-

Total Revenue	1,091,499	1,151,897	(60,398)
Cost of Revenue	353,171	353,171	-
Gross Profit	738,328	798,726	(60,398)
Expenses:			
General & administrative	755,987	755,987	-
Depreciation and amortization	47,125	74,082	(26,957)
Total expenses	803,112	830,069	(26,957)
Income (loss) from operations	(64,784)	(31,343)	(33,441)
Other income (expense)	(235,027)	(235,027)	-
Net income (loss)	(299,810)	(266,369)	(33,441)
Net income (loss) attributable to noncontrolling Interest	44,819	69,921	(25,102)
Net income (loss) attributable to All-American SportPark, Inc.	$ (344,627)	$ (336,288)	$ (8,339)
Net income (loss) per share basic			

and fully diluted	$ (0.10)	$ (0.09)	$ (0.01)

The following table provides additional details regarding the changes to the balance sheet as of December 31, 2009:

	As restated	As previously reported	Change
Current assets	$ 228,874	$ 228,874	$ -
Leasehold improvements and equipment	807,320	1,334,915	(527,595)
Total Assets	$ 1,036,194	$ 1,563,789	$ (527,595)
Current liabilities	$ 4,014,431	$ 4,014,431	$ -
Long-term liabilities	764,420	1,914,952	(1,150,532)
Total All-American SportPark, Inc. stockholders (deficit)	(9,464,918)	(9,729,829)	(264,911)
Noncontrolling interest in subsidiary	304,145	(114,288)	418,433
Total stockholders (deficit)	(23,743,157)	(24,008,068)	264,911

Total liabilities and stockholders (deficit)	$ 1,036,194	$ 1,563,790	$ (527,596)

Note 10 Stockholders' deficit

We are authorized to issue 5,000,000 shares of $0.001 par value preferred stock and 10,000,000 shares of $0.001 par value common stock.

Preferred stock

As of June 30, 2010, we had no preferred shares issued and outstanding.

Common stock

As of June 30, 2010, we had 3,750,000 shares of our $0.001 par value common stock issued and outstanding. We had no new issuances during the period ended June 30, 2010.

Note 11 Subsequent events

Upon our evaluation of events and transactions that have occurred subsequent to the balance sheet date, we have determined that there are no additional material events which have occurred after the balance sheet date that would be deemed significant or require recognition or additional disclosure.

Item 2. Management s Discussion and Analysis of Financial Condition and Results of Operations.

Forward-Looking Statements

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

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

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

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

- the other risks and uncertainties detailed in this report.

Overview of Current Operations

On June 19, 2009, the Company entered into a Customer Agreement with Callaway Golf Company (Callaway) and St. Andrews Golf Shop, Ltd. (SAGS) through our majority owned subsidiary AAGC. Pursuant to this agreement, AAGC shall expend an amount equal to or exceeding $250,000 for marketing and promotion of Callaway for a period of approximately three and one half years with an automatic extension to December 31, 2018 unless written notice of termination is received by November 2013. Additionally, AAGC will expend amounts to improve both their range facility as well as the golfing center. These improvements are to include Callaway Golf® branding elements. Callaway has agreed to provide funding and resources in the minimum amount of $2,750,000 to be allocated as follows: 1) $750,000 towards operating expenses of AAGC; 2) $750,000 towards facility improvements for both AAGC and St. Andrews Golf Shop; 3) $500,000 in range landing area improvements of AAGC and 4) three payments each of $250,000 for annual advertising expenses paid by AAGC, which will be repaid in golf related products to SAGS. AAGC will then be reimbursed by SAGS for AAGC s expenditures in advertising as incurred. In substance, due to the related party nature of SAGS, the Company is also considered a customer of Callaway as it relates to this agreement. As a result, we recognized the contributions from Callaway as follows:

- Contribution of operating expenses totaling $750,000 (received July 2009) was treated as a reduction of operating expenses and therefore reduced our General and administrative expense by that amount during 2009.

- Contribution of range and other facility improvements totaling $554,552 were recorded as a reduction of the costs for those improvements. The contributions, which were made directly by Callaway Golf Company to the applicable contractors and vendors completing the work, were exactly equal to the costs and therefore, no value as been recorded for these improvements.

The annual payments for advertising began in 2010 and will continue as long as Callaway, AAGC and SAGS agree to maintain the agreement through the term of the Customer Agreement in December 2018. Such contributions from Callaway of up to $250,000 annually will be recorded as a reduction of the Company s costs for the related advertising. Additionally, the contributions are to be paid to SAGS in the form of golf related products. SAGS will then reimburse AAGC in the form of monies as the as the related golf products are received. During the three months ending June 30, 2010, SAGS reimbursed AAGC $39,012.

Our agreement with Geneva Landscape Management ended January 31, 2010 after 5 years. Geneva provided all of our landscape needs at approximately $32,000 a month. We have taken the grounds keeping for the facility in-house starting February 1, 2010 and feel this will provide an overall savings to the company as well as allow us to have more of a personal say in the landscape needs of the facility

Results of Operations for the three months ended June 30, 2010 and 2009 compared.

The following tables summarize selected items from the statement of operations for the three months ended June 30, 2010 compared to the three months ended June 30, 2009.

INCOME:

	For the three months ended June 30,		**Increase (Decrease)**	
	2010	**2009**	**$**	**%**
Revenue	$ 523,851	$$599,102	$ (75,251)	(12.5)%
Revenue Related Party	39,012	39,012	-	-
Cost of Sales	194,355	256,871	(62,516)	24%
Gross Profit	$ 368,508	$ 381,243	$ (12,735)	(3)%
Gross Profit Percentage of Sales	65%	60%		

Revenue

Our revenue for the three months ended June 30, 2010 was $523,851 compared to revenue of $599,102 in the three months ended June 30, 2009, a decrease of $75,251, or (12.5)% from the same three-month period in the previous year. Revenues were down during the second quarter due to unseasonably cold weather for the Las Vegas area.

Revenue Related Party for the three months ended June, 2010 was $39,012 and $39,012 for the same period through June 30, 2009.

Cost of sales/Gross profit percentage of sales

Cost of sales currently consists mainly of payroll and benefits expenses of AAGC staff, and operating supplies. Our cost of sales for the three months ended June 30, 2010 was $194,355, a decrease of $62,516, or 24%

from $256,871 for the same three month period ending June 30, 2009. Our costs of sales decreased due to the conscious effort of our management to control payroll and other costs where applicable. Because we now receive range balls and employee uniforms through Callaway Golf Company as part of the Callaway Agreement which helps lower our cost of sales associated with the operation of the golf center.

Gross profit as a percentage of sales increased from 60% for the three months ended June 30, 2009 to 65% for the three months ended June 30, 2010 due to the conscious effort of management to control payroll and other costs where applicable. These controlled costs increased our overall gross profit for the three months.

EXPENSES:

	For the Three Months Ending June 30, 2010		Increase/Decrease	
	2010 Amount	2009 Amount	$	%
Expenses:				
General and administrative expenses	$ 332,652	$ 372,503	(39,951)	(11)%
Depreciation and amortization	31,682	19,844	11,838	59.66%
Total expenses	364,334	392,347	(28,013)	(7)%
Income (loss) from operations	4,174	(11,104)	15,278	137.59%
Other income (expense):				
Interest expense	(123,724)	(119,174)	(4,550)	(3.82)%
Other income (expense)	17	2,582	(2,565)	(99)%
Total other income (expense)	(123,707)	(116,592)	(7,115)	(6.10)%
Net (loss)	(119,533)	(127,396)	7,863	6.17%
Net income (loss) attributable to All-American				
SportPark, Inc.	40,160	3,365	36,795	1093.46%
Total net (loss)	$ (159,393)	$ (130,761)	(28,632)	(21.90)%

General and Administrative Expenses

General and administrative expenses for the three months ended June 30, 2010 were $332,652, an decrease of $39,851 or 11%, from $372,503 for the three months ended June 30, 2009. The cost of maintaining a public company remains steady, with public company expenses being approximately $50,000 a year. AAGC s expenses have slightly decreased due to bringing the Grounds keeping staff in house and through management s conscious effort to curb spending where possible.

Depreciation expense

Depreciation and amortization expenses for the three months ended June 30, 2010 were $31,682, an increase of $11,838, or 59.66%, from $19,844 for the three months ended June 30, 2009. This increase has to do with the increase to fixed assets due to purchase of landscape equipment for our grounds keeping staff during the quarter ended June 30, 2010.

Total expenses

Our overall operating expenses decreased with expenses totaling $364,334 for the three months ended June 30, 2010 compared to $392,347 for the three months ended June 30, 2009. The decrease in total expenses was $28,013 or 7% is attributable to the cost savings realized from the Callaway Agreement which provides range balls and employee uniforms.

Income (loss) from operations

Our income from operations for the three months ended June 30, 2010 was $4,174 versus a loss from operations of $11,104 for the three months ended June 30, 2009 an increase of $15,278 or 141.41%. Both the decrease in Cost of Sales and in G & A expenses have lead to a net income in operations for the three months ended June 30, 2010.

Interest Expense

Our interest expense increased 3.82% from $119,174 for the three months ended June 30, 2009 to $123,724 for the three months ended June 30, 2010. This increase is consistent with the quarterly increase historically scene through the interest accrued on our notes payable related parties.

Net Income (Loss)

Our net loss for the three months ended June 30, 2010 was $119,233 (before non-controlling interest) as compared with net (loss) of $127,396 for the same period in 2009. This is a decrease in loss of 6.17% over the end of the first quarter in 2009.

Results of Operations for the six months ended June 30, 2010 and 2009 compared.

The following tables summarize selected items from the statement of operations for the six months ended June 30, 2010 compared to the six months ended June 30, 2009.

INCOME:

	For the six months ended			
	June 30,		Increase (Decrease)	
	2010	2009	$	%

Revenue	$ 1,012,875	$1,109,809	(96,934)	(8.73)%
Revenue Related Party	78,624	78,624	-	0%
Cost of Sales	353,170	460,173	(107,003)	(23.25)%
Gross Profit	$ 738,329	$ 728,260	(10,069)	(1.38)%
Gross Profit Percentage of Sales	68%	61%		

Revenue

Our revenue for the six months ended June 30, 2010 was $1,012,875 compared to revenue of $1,109,809 in the six months ended June 30, 2009, a decrease of $96,934, or (8.73)% from the same six-month period in the previous year. Our overall revenue is down through the six-months ending June 30, 2010 by approximately 9%. We believe that our revenue has declined less than the national average for the golf industry. Our revenues are down the first six months of the year in rounds of golf played and the golf carts used for playing the course. This is due to the unseasonably windy and cold weather experienced in Las Vegas during the first four and a half months of 2010.

Revenue Related Party for the three months ended June 30, 2010 was $78,624 and $78,624 for the same period in 2009.

Cost of sales/Gross profit percentage of sales

Cost of sales currently consists mainly of payroll and benefits expenses of AAGC staff, and operating supplies. Our cost of sales for the six months ended June 30, 2010 was $353,170, a decrease of $107,003, or 23.25% from $460,173 for the same six month period ending June 30, 2009. Our costs of goods improved for the six month period ending June 30, 2010 due to a conscience effort by our staff to curb operational expenses during the economic downturn.

Gross profit as a percentage of sales increased from 61% for the six months ended June 30, 2009 to 68% for the six months ended June 30, 2010 due a conscious effort of our staff to curb spending during these tough economic times in Las Vegas and around the country.

EXPENSES:

	For the Six Months Ending June 30, 2010			
	2010	**2009**	**Increase**	**Decrease**
	Amount	**Amount**	**$**	**%**
Expenses:				
General and administrative expenses	$ 755,987	$ 754,880	1,107	1%
Depreciation and amortization	47,125	40,427	6,698	16.57%
Total expenses	803,112	795,307	7,805	1%
Loss from operations	(64,781)	(67,047)	(2,266)	(3)%
Other income (expense):				
Interest expense	(235,044)	(247,691)	12,647	5%
Interest income	17	-	17	100%

Other income (expense)	-	2,538	(2,538)	(100)%
Total other income (expense)	(235,027)	(245,153)	(10,126)	(4.13)%
Net income (loss)	(299,810)	(312,170)	12,360	1.04%
Net income (loss) attributable to non-controlling interest	44,819	3,365	41,454	13.31%
Net income (loss) attributable to All-American SportPark)	(344,627)	(315,535)	29,092	1.09%

19

General and Administrative Expenses

General and administrative expenses for the six months ended June 30, 2010 were $755,987, an increase of $1,107 or 1%, from $754,880 for the six months ended June 30, 2009. The General and administrative expenses held steady with 2009 due to the managements conscious effort to keep costs down when possible.

Depreciation expense

Depreciation and amortization expenses for the six months ended June 30, 2010 were $47,125, an increase of $6,698, from $40,427 for the six months ended June 30, 2009. The slight increase in depreciation is attributed to some fixed assets purchased during 2010 to help the grounds keeping staff perform their duties.

Total expenses

Our overall operating expenses increased with expenses totaling $803,110 for the six months ended June 30, 2010 compared to $795,307 for the six months ended June 30, 2009, which was an increase of $7,803. The slight increase in expenses is a tribute to management s conscious effort to keep costs down when possible.

Income (loss) from Operations

We had a loss from operations in the amount of $64,781, for the six months ended June 30, 2010 versus a net loss of $67,047 for the six months ended June 30, 2009. This is a difference of $2,266. The decrease in loss from operations is consistent with the trend for the six months ending June 30, 2010 of a slight increase in our general and administrative expenses and total expenses.

Interest Expense

Our interest expense increased $12,647 or 5% from $247,651 for the six months ended June 30, 2009 to $235,044 for the six months ended June 30, 2010. This decrease was due to a review of prior interest calculations associated with

note payable related parties and the corrected adjustment where needed.

Net Income (Loss)

Our net loss for the six months ended June 30, 2010 was $299,810 (before non-controlling interest) as compared with net income of $312,170 for the same period in 2009. Our net loss decreased by $12,362 during the six months ended June 30, 2010 do to a conscious effort by management to cut costs and more effectively manage their expenses.

Liquidity and Capital Resources

A critical component of our operating plan impacting our continued existence is the ability to obtain additional capital through additional equity and/or debt financing. We do not anticipate generating sufficient positive internal operating cash flow until such time as we can deliver our product to market, complete additional financial service company acquisitions, and generate substantial revenues, which may take the next few years to fully realize. In the event we cannot obtain the necessary financing, we may have to cease or significantly curtail our operations. This would materially impact our ability to continue operations.

The following table summarizes our current assets, liabilities, and working capital at June 30, 2010 compared to December 31, 2009.

	June 30, 2010	December 31, 2009	Increase / (Decrease) $	%
Current Assets	$228,874	$297,735	(68,861)	(23.31)%
Current Liabilities	9,432,547	9,159,959	(272,588)	(2.98)%
Working Capital Deficit	$ (9,203,673)	$ (8,862,224)	(341,449)	(3.85)%

Internal and External Sources of Liquidity

Cash Flow. Since inception, we have primarily financed our cash flow requirements through related party debt transactions. If that source of funding is eliminated it may have a material, adverse affect on our operations. We are currently operating at a loss but with positive cash flow because of deferring related party payables and interest payments. Though this has allowed us to currently minimize the deferral of our payables, we continue to depend on this source of financing. Should we lose our ability to defer those payables, without a return to profitability, our cash resources will be limited. On July 1, 2009, we received an initial payment of $750,000 from Callaway Golf Company as part of a $2,750,000 deal to keep Callaway Golf Company involved in our facility through 2018. This agreement called for remodeling of the present facilities and range landing area, as well as marketing dollars, driving range golf balls and employee uniforms.

Satisfaction of our cash obligations for the next 12 months.

As of June 30, 2010, our cash balance was $218,482. Our plan for satisfying our cash requirements for the next twelve months is by relying less on-related party financing and using the funds available through our Callaway Golf agreement to help with any cash flow deficiencies. Because we have not anticipated generating sufficient amounts of positive cash flow to meet our working capital requirements, we have secured a customer agreement with Callaway Golf that will add additional capital to help fund our operations.

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

Expected purchase or sale of plant and significant equipment.

Pursuant to the agreement entered into on June 19, 2009 with Callaway Golf Company and St. Andrews Golf Shop, we spent approximately $1,200,000 towards the improvements to our existing facility. The total amount spent on these capital improvements were directly provided by Callaway Golf Company pursuant to our Customer Agreement with them. These improvements were finished on November 25, 2009.

Going Concern

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

Off-Balance Sheet Arrangements

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

Critical Accounting Policies and Estimates

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

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

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

Recent Accounting Developments

The FASB Accounting Standards Codification is the single official source of authoritative, nongovernmental, U.S. GAAP, in addition to guidance issued by the Securities and

Exchange Commission. This codification is designed to simplify U.S. GAAP into a single, topically ordered structure. 22

The Consolidation of Variable Interest Entities addresses the effect of the elimination of the qualifying special-purpose entity concept of Accounting for Transfers of Financial Assets. This also amends the accounting and disclosure requirements of FASB to enhance the timeliness and usefulness of information about a company s involvement in a variable interest entity.

In accordance with accounting standards *Accounting for Transfers of Financial Assets , the objective* eliminates the concept of special-purpose entity, requiring the reporting entity to provide more information about sales of securitized financial assets and similar transactions, particularly if the seller retains some risk to the assets, changes the requirements for the de-recognition of financial assets, and provides for the sellers of the assets to make additional disclosures.

In accordance with accounting standards concerning The Fair Value Option for Financial Assets and Financial Liabilities relates to providing guidance on when the volume and level of activity for the asset or liability have significantly decreased and identifying transaction s that are not orderly. The update clarifies the methodology to be used to determine fair value when there is no active market or where the price inputs being used represent distressed sales. The update also reaffirms the objective of fair value measurement, which is to reflect how much an asset would be sold in and orderly transaction, and the need to use judgment too determine if a formerly active market has become inactive.

Fair Value Measurements and Disclosures clarifies the fair market value measurement of liabilities. In circumstances where a quoted price in an active market for the identical liability is not available, a reporting entity is required to measure fair value using one or more of the following techniques: a technique that uses quoted price of the identical or a similar liability or liabilities when traded as an asset or assets, or another valuation technique that is consistent with the principles such as income or market approach.

Fair value measurements: An update to the accounting standards concerning fair value measurements was made in January of 2010 whereby there now exists significant transfers in and out of Levels 1 and 2 and additional disclosures that must be made for activity in Level 3. We don not anticipate the adoption of this ASU to have a material impact on our consolidated financial statements.

Receivable Loans and Debt Securities Acquired with Deteriorated Credit Quality: An improvement to the comparability by elimination of diversity in practice about treatment of modifications of loans accounted for within pools for Receivable Loans and debt securities acquired with deteriorated credit quality was approved in April 2010. The amendment clarifies guidance about maintaining the integrity of a pool as the unit of accounting for acquired loans with credit deterioration. We are currently evaluating the impact of this ASU; however, we do not expect the

adoption of this ASU to have a material impact on our consolidated financial statements.

Item 3. Quantitative and Qualitative Disclosures about Market Risk.

Not applicable.

Item 4. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

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

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

Changes in Internal Control over Financial Reporting

There were no changes in internal control over financial reporting that occurred during the first quarter of the fiscal year covered by this report that have materially affected, or are reasonably likely to affect, the Company s internal control over financial reporting.

The Company s management is responsible for establishing and maintaining adequate internal control over financial reporting to provide reasonable assurance regarding the reliability of our financial reporting and the preparation of our consolidated financial statements for external purposes in accordance with generally accepted accounting principles. Management assessed the Company s internal control over financial reporting as of December 31, 2009. Management based their assessment on criteria established in Internal Control Integrated Framework issued

by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

Subsequent to the Company receiving comment letters from the Securities and Exchange Commission (SEC) requesting further clarification of an agreement with and amounts received from the Callaway Golf Company ("Callaway") under the customer agreement entered into in June 2009, management has concluded that its internal control over financial reporting was not

effective as of the end of the period covered by this report due to management s initial interpretation of generally accepted accounting principles related to this transaction. In October 2010, management concluded the need to restate the financial statements contained in the Company s annual report on Form 10-K for the year ended December 31, 2009 and in the Company s quarterly reports on Form 10-Q for the quarters ended March 31, 2010 and June 30, 2010 related The Company determined that amounts received were not properly accounted for.24

Management believes the financial statements included in this Amended Report on Form 10-Q/A fairly present in all material respects our financial condition, results of operations and cash flows for the periods presented. In addition, management is working to identify and implement corrective actions, where required, to improve internal controls, including specific review of non-recurring transactions as was this case.

PART II--OTHER INFORMATION

Item 1. Legal Proceedings.

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

Item 1A. Risk Factors.

Not required.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

We did not have any unregistered sales of equity securities during the quarter ended June 30, 2010.

Issuer Purchases of Equity Securities

We did not repurchase any of our equity securities during the quarter ended June 30, 2010.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. (Removed and Reserved)

Item 5. Other Information.

None.

Item 6. Exhibits.

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

SIGNATURES

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

ALL-AMERICAN SPORTPARK, INC.

(Registrant)

Date: December 22, 2010

By: /s/Ronald Boreta

Ronald Boreta, President, Chief Executive Officer,

and Treasurer (On behalf of the Registrant and as Principal Financial Officer)

27