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GOLF TWO INC
Form 10QSB
August 16, 2004

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

FORM 10-QSB

(X) QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE QUARTERLY PERIOD ENDED JUNE 30, 2004

() 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: 000-50283

Golf Two, Inc.

(Exact name of small business issuer as specified in its charter)

Delaware

04-3625550

(State or other jurisdiction of incorporation or organization)

(I.R.S. Employer Identification No.)

1521 West Oranewood Avenue, Orange, California 92868

(Address of principal executive offices)

(714) 633-1400

(Issuer's Telephone Number)

APPLICABLE ONLY TO CORPORATE ISSUERS

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practical date. As of August 11, 2004, there were 7,418,336 shares of the issuer's \$.001 par value common stock issued and outstanding.

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ITEM 1. FINANCIAL STATEMENTS

GOLF TWO, INC.
(A DEVELOPMENT STAGE COMPANY)

BALANCE SHEET - JUNE 30, 2004
(UNAUDITED)

ASSETS

| | |
|---------------------------|-----------|
| Current assets - | |
| cash and cash equivalents | \$ 30,962 |
| | ===== |

LIABILITIES AND STOCKHOLDERS' DEFICIT

| | |
|---------------------------------------|----------|
| Current liabilities - | |
| accounts payable and accrued expenses | \$ 4,700 |
| | ----- |

| | |
|-----------------------------|--------|
| Note payable, related party | 50,000 |
| | ----- |

| | |
|---|-----------|
| Stockholders' deficit: | |
| Preferred stock, \$0.001 par value, 5,000,000 shares authorized; no shares issued or outstanding | - |
| Common stock, \$0.001 par value, 50,000,000 shares authorized; 7,418,336 issued and outstanding | 7,418 |
| Additional paid-in capital | 153,707 |
| Deficit accumulated during development stage | (184,863) |
| | ----- |

| | |
|-----------------------------|----------|
| Total stockholders' deficit | (23,738) |
| | ----- |

| | |
|--|-----------|
| | \$ 30,962 |
| | ===== |

GOLF TWO, INC.
(A DEVELOPMENT STAGE COMPANY)

STATEMENTS OF OPERATIONS
(UNAUDITED)

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| | FOR THE THREE MONTHS ENDED JUNE 30, | | FOR THE SIX MONTHS ENDED JUNE 30, | |
|---|--|-------------|--------------------------------------|------|
| | 2004 | 2003 | 2004 | 2003 |
| Net revenue | \$ - | \$ - | \$ - | \$ - |
| General and administrative expenses | 6,806 | 12,364 | 15,918 | |
| Loss from operations | (6,806) | (12,364) | (15,918) | |
| Other income (expense): | | | | |
| Interest income | - | 37 | - | |
| Interest expense | (500) | (200) | (1,000) | |
| Loss before provision for income taxes | (7,306) | (12,527) | (16,918) | |
| Provision for income taxes | - | - | - | |
| Net loss | \$ (7,306) | \$ (12,527) | \$ (16,918) | \$ - |
| Net loss available to common stockholders per common share - basic and dilutive: | | | | |
| Loss per common share | \$ (0.00) | \$ (0.00) | \$ (0.00) | \$ - |
| Weighted average common shares outstanding - basic and dilutive | 7,418,336 | 7,418,336 | 7,418,336 | |

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GOLF TWO, INC.
(A DEVELOPMENT STAGE COMPANY)

STATEMENT OF STOCKHOLDERS' DEFICIT

| | COMMON STOCK SHARES | STOCK AMOUNT | ADDITIONAL PAID-IN CAPITAL | DEVELOPMENT STAGES |
|----------------------------|------------------------|-----------------|----------------------------------|-----------------------|
| Balance at March 15, 2001, | - | \$ - | \$ - | \$ - |

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| | | | | |
|---|-----------|----------|------------|----|
| date of incorporation | | | | |
| Issuance of Founders Shares for services at \$0.01 per share (March 2001) | 2,325,000 | 2,325 | - | |
| Capital contribution for office space | - | - | 1,500 | |
| Net loss | - | - | - | |
| Balance at December 31, 2001 | 2,325,000 | 2,325 | 1,500 | |
| Issuance of common stock for services at \$0.03 per share (February 2002) | 3,000,000 | 3,000 | 87,000 | |
| Issuance of common stock for cash at \$0.03 per share (April 2002) | 2,093,336 | 2,093 | 60,707 | |
| Capital contribution for office space and interest expense | - | - | 1,400 | |
| Net loss | - | - | - | |
| Balance at December 31, 2002 | 7,418,336 | 7,418 | 150,607 | |
| Capital contribution for office space and interest expense | - | - | 1,500 | |
| Net loss | - | - | - | |
| Balance at December 31, 2003 | 7,418,336 | 7,418 | 152,107 | |
| Capital contribution for office space and interest expense (unaudited) | - | - | 1,600 | |
| Net loss for the six months ended June 30, 2004 (unaudited) | - | - | - | |
| Balance at June 30, 2004 (unaudited) | 7,418,336 | \$ 7,418 | \$ 153,707 | \$ |

GOLF TWO, INC.
(A DEVELOPMENT STAGE COMPANY)

STATEMENTS OF CASH FLOWS
(UNAUDITED)

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| | FOR THE SIX MONTHS ENDED JUNE 30, | | FOR THE FROM MA 2001 (IN TO JUNE |
|---|--------------------------------------|-------------|---|
| | 2004 | 2003 | |
| CASH FLOWS PROVIDED BY (USED FOR) OPERATING ACTIVITIES: | | | |
| Net loss | \$ (16,918) | \$ (14,669) | \$ |
| ADJUSTMENTS TO RECONCILE NET LOSS TO NET CASH PROVIDED BY (USED FOR) OPERATING ACTIVITIES: | | | |
| Non-cash issuance of common stock for services | - | - | |
| Non-cash contribution to capital | 1,600 | 600 | |
| INCREASE (DECREASE) IN LIABILITIES - accounts payable and accrued expenses | | | |
| | (4,450) | (3,000) | |
| Total adjustments | (2,850) | (2,400) | |
| Net cash used for operating activities | (19,768) | (17,069) | |
| CASH FLOWS PROVIDED BY (USED FOR) FINANCING ACTIVITIES: | | | |
| Proceeds from note payable-related party | - | - | |
| Payments on note payable-related party | - | - | |
| Proceeds from issuance of common stock | - | - | |
| Net cash provided by financing activities | - | - | |
| NET INCREASE (DECREASE) IN CASH | (19,768) | (17,069) | |
| Cash, beginning of period | 50,730 | 27,150 | |
| CASH, end of period | \$ 30,962 | \$ 10,081 | \$ |
| SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION: | | | |
| Income taxes paid | \$ - | \$ - | \$ |
| Interest paid | \$ - | \$ - | \$ |

SUPPLEMENTAL DISCLOSURE OF NON-CASH FINANCING ACTIVITIES:

In April 2001, the Company entered into a \$10,000 non-interest bearing note with a stockholder. The note was due upon demand and repaid in April 2002. The Company recorded \$800 of interest expense on this note at 8% per annum as a contribution to capital for the period from March 15, 2001 (inception) to December 31, 2002.

An officer of the Company provides office space to the Company for \$100 per month on a month-to-month basis, which was recorded as a contribution to capital. Total office expense for the three months ended June 30, 2004 and 2003 and for the period from March 15, 2001 (inception) to March 31, 2004 amounted to

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\$300, 300, and \$4,700, respectively.

In March 15, 2001, the Company issued 2,325,000 shares of its common stock in exchange for services to incorporate the Company, totaling \$2,325. The Founder Shares were valued at the par value of the Company's common stock, which represented its fair market value on the date of issuance.

In February 2002, 3,000,000 shares of common stock were issued at \$0.03 per share in exchange for prior services rendered for a total of \$90,000, which represented its fair market value on the date of issuance.

On November 5, 2003, the Company was loaned \$50,000 by a stockholder in exchange for a promissory note. For the three and six months ended June 30, 2004 and for the period from March 15, 2001 (inception) to June 30, 2004, the Company recorded interest expense of \$500, \$1,000, and \$1,300, respectively, related to this note as a contribution to capital.

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GOLF TWO, INC.
(A DEVELOPMENT STAGE COMPANY)

NOTES TO FINANCIAL STATEMENTS (UNAUDITED)

THREE AND SIX MONTHS ENDED JUNE 30, 2004 AND 2003 AND THE
PERIOD FROM MARCH 15, 2001 (INCEPTION) TO JUNE 30, 2004

(1) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

NATURE OF BUSINESS:

Golf Two, Inc. (the "Company") is currently a development stage company under the provisions of Statement of Financial Accounting Standards ("SFAS") No. 7 and was incorporated under the laws of the State of Delaware on March 15, 2001. The Company plans to operate retail golf stores that will feature indoor golf instruction and sell custom golf clubs throughout California. As of June 30, 2004, the Company has not produced revenues since inception (unaudited) and will continue to report as a development stage company until significant revenues are produced.

INTERIM FINANCIAL STATEMENTS:

The accompanying unaudited financial statements for the three and six months ended June 30, 2004 include all adjustments (consisting of only normal recurring accruals), which, in the opinion of management, are necessary for a fair presentation of the results of operations for the periods presented. Interim results are not necessarily indicative of the results to be expected for a full year. The unaudited financial statements should be read in conjunction with the audited financial statements included in the 10-KSB, as filed with the Securities and Exchange Commission on March 19, 2004 for the year ended December 31, 2003.

BASIS OF PRESENTATION:

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The accompanying financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America, which contemplate continuation of the Company as a going concern. However, the Company has no established source of revenue and, without realization of additional capital, it would be unlikely for the Company to continue as a going concern. This matter raises substantial doubt about the Company's ability to continue as a going concern.

Management recognizes that the Company must generate additional resources to enable it to continue operations. Management intends to continue to raise additional financing through debt financing and equity financing or other means and interests that it deems necessary, with a view to moving forward and sustaining a prolonged growth in its strategy phases. However, no assurance can be given that the Company will be successful in raising additional capital. Further, there can be no assurance, assuming the Company successfully raises additional equity, that the Company will achieve profitability or positive cash flow. If management is unable to raise additional capital and expected significant revenues do not result in positive cash flow, the Company will not be able to meet its obligations and may have to cease operations.

The Company's expenses will significantly increase as it begins to implement its business plan and currently has no source of revenue. Management hopes that the Company's initial source of revenue will be sales from its proposed website. On

(1) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, CONTINUED:

November 5, 2003, the Company entered into a promissory note for \$50,000 with one of its shareholders, payable by November 5, 2008, at the rate of 4% per year calculated yearly, in order to engage a web developer. However, management estimates that its proposed website will not be operational until late 2004. Management hopes that, once operational, the website will become a source of revenue to the Company.

Subsequently, the Company plans to locate and begin developing its first brick and mortar retail location, which management anticipates will not occur before 2005. To begin that step, management recognizes that the Company's funding needs will be significantly greater and it will require additional sources of funding since the Company is not yet able to generate revenues from operations. Because the Company does not currently have the funds it believes are needed to open its first retail location, and because revenues that may be generated from operation of the Company's proposed website are likely not to be sufficient, the Company hopes to raise an additional \$475,000, the amount management estimates it needs need to open its first retail location. Management projects that such financing will need to be raised through borrowings and equity financing. Management hopes to begin raising this amount during 2004. If the Company fails to raise this amount by the end of 2004, management will focus the Company's efforts on its proposed internet operations and website.

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 reported periods.

(2) EQUITY:

PREFERRED STOCK

The Company is authorized to issue 5,000,000 shares of preferred stock, par

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value at \$.001 per share. As of June 30, 2004, none of the shares were issued or outstanding (unaudited).

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(2) EQUITY, CONTINUED:

COMMON STOCK

In March 2001, the Company issued 5,650,000 shares of its common stock in exchange for services to incorporate the Company. In February 2002, the Board of Directors declared that the company had not received consideration for the issuance of 3,325,000 shares of the previously issued shares and canceled those shares leaving 2,325,000 shares totaling \$2,325. The Founder Shares were valued at the par value of the Company's common stock, which represented its fair market value on the date of issuance. The Company has not recognized the issuance of the cancelled shares in the financial statements.

In February 2002, 3,000,000 shares of common stock were issued at \$0.03 per share in exchange for prior services rendered for a total of \$90,000, which represented its fair market value on the date of issuance.

In April 2002, the Company performed a private placement and issued 2,093,366 shares of its common stock at \$0.03 per share for an aggregate total of \$62,000.

(3) RELATED PARTY TRANSACTIONS:

OFFICE SPACE

A stockholder of the Company provided office space to the Company at \$100 per month on a month-to-month basis, which was recorded as a contribution to capital. Total office expense for the three and six months ended June 30, 2004 and 2003 amounted to \$300 and \$600, respectively, and for the period from March 15, 2001 (inception) to June 30, 2004 amounted to \$4,700 (unaudited).

NOTE PAYABLE

On November 5, 2003, the Company was loaned \$50,000 by a stockholder in exchange for a promissory note. The principal is due and payable on November 5, 2008 with interest payable on the unpaid balance at 4% per annum. For the three and six months ended June 30, 2004, the Company recorded interest expense of \$500 and \$1,000, respectively, as a contribution to capital (unaudited).

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ITEM 2. PLAN OF OPERATION

THIS FOLLOWING INFORMATION SPECIFIES CERTAIN FORWARD-LOOKING STATEMENTS OF MANAGEMENT OF THE COMPANY. FORWARD-LOOKING STATEMENTS ARE STATEMENTS THAT ESTIMATE THE HAPPENING OF FUTURE EVENTS AND ARE NOT BASED ON HISTORICAL FACT. FORWARD-LOOKING STATEMENTS MAY BE IDENTIFIED BY THE USE OF FORWARD-LOOKING TERMINOLOGY, SUCH AS "MAY", "SHALL", "WILL", "COULD", "EXPECT", "ESTIMATE", "ANTICIPATE", "PREDICT", "PROBABLE", "POSSIBLE", "SHOULD", "CONTINUE", OR

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SIMILAR TERMS, VARIATIONS OF THOSE TERMS OR THE NEGATIVE OF THOSE TERMS. THE FORWARD-LOOKING STATEMENTS SPECIFIED IN THE FOLLOWING INFORMATION HAVE BEEN COMPILED BY OUR MANAGEMENT ON THE BASIS OF ASSUMPTIONS MADE BY MANAGEMENT AND CONSIDERED BY MANAGEMENT TO BE REASONABLE. OUR FUTURE OPERATING RESULTS, HOWEVER, ARE IMPOSSIBLE TO PREDICT AND NO REPRESENTATION, GUARANTY, OR WARRANTY IS TO BE INFERRED FROM THOSE FORWARD-LOOKING STATEMENTS.

THE ASSUMPTIONS USED FOR PURPOSES OF THE FORWARD-LOOKING STATEMENTS SPECIFIED IN THE FOLLOWING INFORMATION REPRESENT ESTIMATES OF FUTURE EVENTS AND ARE SUBJECT TO UNCERTAINTY AS TO POSSIBLE CHANGES IN ECONOMIC, LEGISLATIVE, INDUSTRY, AND OTHER CIRCUMSTANCES. AS A RESULT, THE IDENTIFICATION AND INTERPRETATION OF DATA AND OTHER INFORMATION AND THEIR USE IN DEVELOPING AND SELECTING ASSUMPTIONS FROM AND AMONG REASONABLE ALTERNATIVES REQUIRE THE EXERCISE OF JUDGMENT. TO THE EXTENT THAT THE ASSUMED EVENTS DO NOT OCCUR, THE OUTCOME MAY VARY SUBSTANTIALLY FROM ANTICIPATED OR PROJECTED RESULTS, AND, ACCORDINGLY, NO OPINION IS EXPRESSED ON THE ACHIEVABILITY OF THOSE FORWARD-LOOKING STATEMENTS. WE CANNOT GUARANTY THAT ANY OF THE ASSUMPTIONS RELATING TO THE FORWARD-LOOKING STATEMENTS SPECIFIED IN THE FOLLOWING INFORMATION ARE ACCURATE, AND WE ASSUME NO OBLIGATION TO UPDATE ANY SUCH FORWARD-LOOKING STATEMENTS.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES. Our Management's Discussion and Analysis of Financial Condition and Results of Operations section discusses our financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. On an on-going basis, management evaluates its estimates and judgments, including those related to revenue recognition, accrued expenses, financing operations, and contingencies and litigation. Management bases its estimates and judgments on historical experience and on various other factors that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. The most significant accounting estimates inherent in the preparation of our financial statements include estimates as to the appropriate carrying value of certain assets and liabilities which are not readily apparent from other sources. These accounting policies are described at relevant sections in this discussion and analysis and in the notes to the consolidated financial statements included in our Quarterly Report on Form 10-QSB for the three months ended June 30, 2004.

We incorporated in Delaware on March 15, 2001. We are a development stage company and we plan to market and sell our goods and services by means of our proposed website, www.golftwo.com. As of November 2003 we have engaged Pacific Coast Consulting to develop our website. We anticipate that the cost for developing our website will be approximately \$17,500, and that our website will be completed by the third quarter of 2004. We have not taken any other steps to implement our business plan except for engaging this website consultant and obtaining \$50,000 in funding as described herein.

Once we have sufficient funds, as discussed below, we hope to initiate, establish and operate retail golf stores which will feature indoor golf instruction and custom golf clubs. Each retail location will offer custom-fitted golf clubs, individualized to our customers' needs and marketed under the Golf Two brand name. Golf instruction and training will be conducted on-site by in-store staff under the direction of a professional at each store.

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We anticipate that our retail stores will be approximately 5,000 square feet and will include two virtual reality golf simulators, two computer swing analysis systems and a club fitting analysis system. Private label and brand name golf merchandise and related products will also be available for sale at each retail store. We seek to promote the enjoyment of the game of golf by helping golfing enthusiasts of all levels play better. Accordingly, we intend to offer indoor golf training available and individualized, quality golf clubs and related products to our clientele.

LIQUIDITY AND CAPITAL RESOURCES. We have cash of \$30,962 as of June 30, 2004. Our total assets were also \$30,962 as of June 30, 2004. Our current liabilities were \$4,700 as of June 30, 2004, consisting only of accounts payable. We also had \$50,000 in a note payable to a related party. We believe our cash is sufficient to pay our day to day expenses for the next twelve months.

FOR THE THREE MONTHS ENDED JUNE 30, 2004 AND 2003.

RESULTS OF OPERATIONS.

REVENUES. We have realized no revenues from our inception on March 15, 2001 to June 30, 2004.

OPERATING EXPENSES. For the three months ended June 30, 2004, our operating expenses were \$6,806, which was represented by solely by general and administrative expenses. We also had \$500 in interest expense. Therefore, for the three months ended June 30, 2004, we experienced a net loss of \$7,306. This is in comparison to the three months ended June 30, 2003, where we had operating expenses of \$12,364, also represented solely by general and administrative expenses. Our operating expenses were lower for the period ending in 2004 because during the same period ending in 2003 we were preparing our registration statement. For the three months ended June 30, 2003, we also had \$37 in interest income and \$200 in interest expense, making our net loss \$12,527. Our interest expenses are due to the note payable we entered into during the fourth quarter of 2003, so we had no comparable expense during this period in 2003.

FOR THE SIX MONTHS ENDED JUNE 30, 2004 AND 2003.

RESULTS OF OPERATIONS.

OPERATING EXPENSES. For the six months ended June 30, 2004, our total expenses were \$15,918, which was represented solely by general and administrative expenses. We also had \$1,000 in interest expense. Therefore, for the six months ended June 30, 2004, we experienced a net loss of \$16,918. This is in comparison to the six months ended June 30, 2003, where we had expenses of \$14,724 from operations, which was represented solely by general and administrative expenses. We also had \$55 of interest income, making our net loss \$14,669. Operating expenses for the six months ended June 30, 2004 were significantly lower than for the same period ended June 30, 2003, because during that earlier period we were incurring expenses for legal and accounting costs to prepare and file our registration statement, and other initial expenses associated with the inception of our business. For the period from inception on March 15, 2001 through June 30, 2004, we experienced a net loss from operations of \$183,363, and we also had \$300 in interest income and \$1,800 in interest expense, so that our net loss since inception totaled \$184,863. Of that amount, \$90,000 was represented by stock issued in exchange for services.

OUR PLAN OF OPERATION FOR THE NEXT TWELVE MONTHS. To effectuate our business plan during the next twelve months, we plan to begin marketing our products and services by means of our website and develop our brand image. We have been

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focused on developing our brand name and have reserved the domain name www.golftwo.com, though our website is not yet operational. Our operations to date have been focused on engaging a website contractor, which we were able to

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do by borrowing funds from one of our shareholders, and locating sources of additional funding needed to further implement our business plan. We have not taken any other steps to implement our business plan to date. Our next step will be to attempt to establish strategic relationships with providers of golf products. In the next twelve months, we hope to accomplish the steps listed below to implement our business plan:

- o Complete development of our website to promote our brand name and services and take product orders;
- o Begin advertising by means of direct mail, flyers and magazine inserts to develop brand name recognition;
- o Engage golf pro / instructor staff;
- o Explore possible suitable retail locations for our initial store ; and
- o Explore debt financing options

As of November 2003 we have engaged Pacific Coast Consulting to develop our proposed website, located at www.golftwo.com. We have already reserved the domain name. We anticipate that the cost for developing our website will be approximately \$17,500, and that our website will be completed by the third quarter of 2004. We hope to use our website to market our proposed selection of customized golf clubs which we hope to obtain from local independent golf retailers, such as golf pro shops located at golf courses.

During the time our web site is being developed, we plan to review the website templates for each page of our website as they become available from our website contractor. We also plan to begin marketing space on our website to potential suppliers of golf equipment, which we hope to engage as "Community Members" on our site. We propose to use mailers, telemarketing, search engines and other media to promote our brand name among potential suppliers. Before our website goes "live", we will allow potential suppliers or "Community Members" to view these templates after they are uploaded to the privately viewable version of our website as it is being constructed. During this phase, we hope to conclude agreements with these potential suppliers for us to sell their products on our website.

Also during the time our site is under construction, we also plan to locate the specific golf shops, course pro shops and other potential suppliers whom we hope to engage as part of our supplier base. Each potential supplier will be notified of the terms and conditions of being one of our "Community Members" and how and when they will be able to begin uploading their inventory to our site. We will not go live with our site until we have engaged a minimum number of Community Members. We believe that some of the marketing tools that we will be using to attract "Community Members" are available at a nominal cost.

In addition to our proposed online "Community" we hope to utilize two fulfillment companies to help us fulfill our internet orders. One of our officers and directors personally knows the owners of two independent fulfillment companies, and they have verbally agreed to provide us with a net discount once a volume of orders is established. We envision that these companies will purchase, stock and finance all orders and a complete inventory product line that will be available to customers online. We believe that this will give us a very large product line with minimal capital outlay. We plan to

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generate revenues from the commissions of everything sold from our site.

As our website is being launched, we intend to take steps to acquire and operate from our first retail location, which we believe will require approximately \$475,000 in funding to lease a site and prepare it for retail operations. We are continuing to locate additional funds sufficient to finance this proposed retail location, though we have not yet been able to do so to date. Once we have secured financing, we plan to enter into a lease for the premises we will use for our retail location. Once the lease has been secured, we will arrange to begin tenant improvements, begin vendor procurement for inventory, install fixtures and equipment, hire and train employees, and undertake other necessary efforts to begin operations. As of November 2003, we have identified two potential locations and have begun discussions with the owners of these properties, though we have not yet begun discussions regarding possible lease terms. As of November 2003, we have also begun discussions with one of our officers and directors, who is an architect, who we believe will assist us with quantifying the costs of the tenant improvements that we would require, depending on which of the two proposed premises are leased. In addition, we have spoken with a tenant improvement specialist at Bickel Underwood Architect located in Newport Beach, California as to the scope of this type of project.

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We have cash of \$30,962 as of June 30, 2004. In the opinion of management, available funds will not satisfy our working capital requirements through the next twelve months if we are to take additional steps to implement our business plan. We believe that our expenses will significantly increase as we begin to implement our business plan. Therefore, as of November 5, 2003, we have entered into a promissory note for \$50,000 with one of our shareholders, payable by November 5, 2008, at the rate of 4% per year calculated yearly. These funds have allowed us to engage a web developer, as we have no other source of revenues. We estimate that our proposed website, our only potential source of revenue, will not be operational until late 2004. Once we locate and begin developing our first brick and mortar retail location, which we anticipate will not occur before 2005, our funding needs will be significantly greater and we will require additional sources of funding since we are not yet able to generate revenues from operations. We do not currently have the funds we believe we need to open our first retail location, but hope to raise an additional \$475,000, the amount we estimate we need to open our first retail location, within the next 12 to 18 months. We will need to raise this amount through borrowings and equity financing since we have no other source of revenue. If we fail to raise this amount by the end of 2004, we will focus our efforts on our internet operations and website. Our forecast for the period for which our financial resources will be adequate to support our operations involves risks and uncertainties and actual results could fail as a result of a number of factors.

We are not currently conducting any research and development activities other than the development of our website and do not anticipate conducting such activities in the near future. Unless we raise funds to accommodate additional expenditures, we do not anticipate that we will purchase any significant equipment. In the event that we generate significant revenues and expand our operations, then we may need to hire additional employees or independent contractors as well as purchase or lease additional equipment. We do not anticipate incurring expenses to hire a golf pro or instructor staff, at least initially, in that we hope to engage such individuals on a fee-splitting or commission basis.

ITEM 3. CONTROLS AND PROCEDURES

(a) Evaluation of disclosure controls and procedures. We maintain controls and

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procedures designed to ensure that information required to be disclosed in the reports that we file or submit under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission. Based upon their evaluation of those controls and procedures performed within 90 days of the filing date of this report, our chief executive officer and the principal financial officer concluded that our disclosure controls and procedures were adequate.

(b) Changes in internal controls. There were no significant changes in our internal controls or in other factors that could significantly affect these controls subsequent to the date of the evaluation of those controls by the chief executive officer and principal financial officer.

PART II -- OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS.

None.

ITEM 2. CHANGES IN SECURITIES.

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

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ITEM 4. SUBMISSION OF MATTERS TO VOTE OF SECURITY HOLDERS

None.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) Exhibits.

10. Promissory note dated November 5, 2003

31. Rule 13a-14(a)/15d-14(a) Certifications.

32. Section 1350 Certifications.

(b) Reports on Form 8-K

None.

SIGNATURES

In accordance with the requirements of the Securities Exchange Act of 1934, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Golf Two, Inc.,
a Delaware corporation

August 11, 2004

By: /s/ David Bennett

David Bennett
principal executive, accounting and
financial officer, president, treasurer,
and a director