KORE NUTRITION, INC.
Form 10-K
April 15, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

(Mark One)

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

For the fiscal year ended **December 31, 2010**

or

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

For the transition period from ________________to________________

Commission file number **000-54057**

KORE NUTRITION INCORPORATED

(Exact name of registrant as specified in its charter)

Nevada	**N/A**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
2831 St. Rose Parkway, Suite 330, Henderson, Nevada	**89052**
(Address of principal executive offices)	(Zip Code)

Registrant s telephone number, including area code **702.589.4626**

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

None	**N/A**
Title of each class	Name of each exchange on which registered

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

Common Stock, $0.001 par value
(Title of class)

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

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.
Yes [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 (§229.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files)

Yes [ ] No [ ]

(Not currently applicable to the Registrant)

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

[X]

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	[ ]	Smaller reporting company	[X]

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

Yes [ ] No [X]

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant s most recently completed second fiscal quarter: **$32,418,689 based on a price of $0.51 per share as of June 30, 2010.**

APPLICABLE ONLY TO REGISTRANTS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PAST FIVE YEARS:

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Section 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court.

Yes [ ] No [ ] **N/A**

(APPLICABLE ONLY TO CORPORATE REGISTRANTS)

Indicate the number of shares outstanding of each of the registrant s classes of common stock, as of the latest practicable date.

67,081,392 shares of common stock as of April 8, 2011

DOCUMENTS INCORPORATED BY REFERENCE

List hereunder the following documents if incorporated by reference and the Part of the Form 10-K (e.g., Part I, Part II, etc.) into which the document is incorporated: (1) any annual report to security holders; (2) any proxy or information statement; and (3) any prospectus filed pursuant to Rule 424(b) or (c) of the Securities Act of 1933. The listed documents should be clearly described for identification purposes (e.g., annual report to security holders for fiscal year ended December 24, 1980).

Not Applicable

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PART I

Forward-Looking Statements.

This annual report on Form 10-K contains forward-looking statements. Forward-looking statements are projections of events, revenues, income, future economic performance or management s plans and objectives for future operations. In some cases, you can identify forward-looking statements by the use of terminology such as may , should , expects plans , anticipates , believes , estimates , predicts , potential or continue or the negative of these te comparable terminology. Examples of forward-looking statements made in this annual report on Form 10-K include statements about:

- Our business plans,
- Our ability to raise additional finances,
- Our anticipated future marketplaces,
- Our anticipated sales and marketing strategy,
- Our negotiations with Big Brands Inc. and Fitness Water for the manufacturing of our products,
- Our belief that we are not dependent on a single supplier and will have an adequate source of raw materials,
- Our belief that we will be in compliance with regulations regarding non-alcoholic beverages,
- Our belief that we may become an official sponsor of the world series of poker again, and
- Our future investments and allocation of capital resources.

These statements are only predictions and involve known and unknown risks, uncertainties and other factors, including:

- Our ability to continue as a going concern,
- General economic and business conditions,
- Our lack of operating history,
- Our dependence on manufactures and distributors to produce our products,
- Changes to regulatory requirements relating to non-alcoholic beverages,
- Our ability to comply with existing regulatory requirements relating to non-alcoholic beverages,
- A decline in the popularity of energy drinks, bottle water, or poker, and
- The risks in the section of this annual report entitled Risk Factors ,

any of which may cause our or our industry s actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements.

While these forward-looking statements and any assumptions upon which they are based are made in good faith and reflect our current judgment regarding the direction of our business, actual results will almost always vary, sometimes materially, from any estimates, predictions, projections, assumptions or other future performance suggested herein. Except as required by applicable law, including the securities laws of the United States, we do not intend to update any of the forward-looking statements to conform these statements to actual results

As used in this annual report, the terms we , us our and Kore mean Kore Nutrition Incorporated and our wholly-ow subsidiary, Go All In, LLC. Unless otherwise stated, $ refers to United States dollars.

ITEM 1. BUSINESS

General Development of the Business

We were incorporated under the laws of the State of Nevada on October 13, 2006, and registered as an extra-provincial corporation in the province of British Columbia, Canada on January 3, 2007. Our business model was initially to develop niche snack products to cater to a broad spectrum of health conscious consumers. However, as we were not successful at developing a product line prior to the entry into the share exchange agreement and had no source of revenue from our business plan, we determined to seek out a new business opportunity to increase value for our shareholders.

On February 16, 2010, we filed a Certificate of Amendment with the Secretary of State of the State of Nevada, amending our articles of incorporation by increasing our authorized capital to 200,000,000, of which 150,000,000 shares are common stock with a par value of $0.001 and 50,000,000 shares are preferred stock with a par value of $0.001 per share. The Board of Directors is authorized to prescribe the series and the number of shares of each series of preferred stock and the voting powers, designations, preferences, limitations, restrictions, relative rights or other variations of the shares of each class or series within each class of the preferred stock.

On February 26, 2010, we entered into a share exchange agreement with Go All In, LLC (All In). The closing of the agreement occurred on March 31, 2010. Pursuant to the terms of the agreement, we acquire all of the issued and outstanding common shares of All In from the shareholders of All In in exchange for the issuance by us to the shareholders of All In of an aggregate of 35,425,000 shares of our common stock, on a pro rata basis. As a result of the closing of the share exchange agreement, All In became a wholly-owned subsidiary of our company.

Effective March 4, 2010, we declared a 9.2 for 1 forward split, payable by way of a stock dividend whereby we issued an additional 8.2 shares for each share outstanding to stockholders of record as of February 25, 2010.

On September 7, 2010, we appointed an advisory board to help develop and expand our products. Our advisory board consists of the following members: Phil Atwell, chairman of the advisory board; Wayne Blackburn, Pharm.D., M.B.A., a nutrition and health advisor; Mitch Cohen, a business development advisor; Albert Gaydosh, a product development advisor; Mathew D. Lucas, a investment banking advisor; Mark Myden, a sports marketing advisor; and Samuel J. Rowe, a marketing and event advisor. For a brief biography of the individuals comprising the advisory board, please see our news release dated September 7, 2010. We have not entered into any compensation arrangement with the members of our advisory board; however, our board of directors anticipates that we will award share options annually to the members or on an ad hoc basis based on exception performance.

Description of Business

Overview

As of the closing of the share exchange agreement, we are engaged in the business of developing, producing, and selling non-alcoholic beverages. Specifically, we have developed and are currently selling bottled water and three energy drinks. Production, storage, and shipping of our products have been contracted out to independent beverage production companies, known as co-packers, which produce our products to our specifications. We intend to expand our production, sales and distribution capacity in the next twelve months.

We associate our products with professional poker, and sports endurance events overall, by securing the endorsements of professional poker players, sponsoring poker tournaments, and hosting our own branded poker tournament. We intend to continue this strategy of brand association with professional poker.

Principal Products

Our current products include bottled water and three different flavors of energy drinks: citrus, grape and Acai Berry. Our products are classified as non-alcoholic ready-to-drink beverages and are classified as New Age or Alternative Beverages . New Age beverages are distinguishable from mainstream carbonated soft drinks in that they tend to contain less sugar, less carbonation, and natural ingredients. As a general rule, three criteria have been established for such a classification: (1) relatively new introduction to the marketplace; (2) a perception by consumers that consumption is healthier than mainstream carbonated soft drinks; and (3) the use of natural ingredients and flavors in the products.

Energy Drinks

Our energy drinks are labeled ALL IN ENERGY DRINK . They are specially formulated with adaptogenic herbs, vitamins and amino acids, which we believe collectively provide sustainable energy, a sharpened sense of focus, and support for the immune system. Herbs such as astralagus, schidandra, Panax Ginseng, and Panax Quinquefolium are used in our proprietary blend to support the immune system. A high-content of vitamins and amino acid ingredients, such as Vitamin C, Niacin, Vitamin B6, Folic Acid, Vitamin B12 and Pantothenic Acid, are included. We believe these ingredients assist with sharpening focus and increasing energy. Our energy drinks are specifically formulated as low calorie, low sodium beverages that contain zero carbohydrates and zero sugar to deliver a consistent level of energy. These qualities are intended to attract the attention of both male and female consumers.

We have sought to differentiate our energy drinks by developing flavors that appeal to consumers, as well as developing formulas that we believe are healthier than competing products. We have sought to appeal to the health conscious consumer by including vitamins and adaptogenic herbs and avoiding the high sugar levels and high carbohydrate contents of competing products.

Water

Our purified water is labeled as ALL IN PURIFIED WATER . Our purified water goes through an extensive 12-step purification process. First, high levels of dissolved solids, present in most waters, are filtered out through a multi-step process. The water is then re-mineralized with a specific blend of minerals, which we believe may boost cell regeneration through heightened hydration.

Lollipops

Similar to our energy drinks, we have introduced a line of Lollipops that will have zero sugar, zero caffeine, and zero preservatives. We anticipate that we will initially launch three distinct flavors: Grape, Green Apple and Watermelon. We believe that our lollipops will provide a health-energy alternative to current products on the market.

Manufacturing

The manufacture of energy beverages and fortified water is a science that requires specialized equipment, highly trained personnel and intensive quality control oversight. We have identified qualified co-packers in core markets of current (and future) distribution, who, under the scrutiny of our quality control personnel, manufacture our products to our specifications and high quality standards. These co-packers will be employed until such time as volumes justify self-manufacturing. At that time, we intend to build our own facilities for manufacturing.

We have been working with Beverage Science of Delaware to manufacture our energy drinks at their Southern California production and bottling facility. They have significant experience in successfully developing, manufacturing and bottling energy drinks.

We have similarly been working with Fitness Water, Inc., a specialty water bottler based in Southern California, to provide high-quality bottled water, created to our specifications and branded specifically for us. Both Beverage Science and Fitness Water engage in product runs upon request, which allows us to meet demand and balance our inventory requirements throughout the year.

We are currently negotiating with both Beverage Science and Fitness Water on contract terms that we expect to be completed in the very near future.

Sales and Marketing

Our goal is for our products to become leading beverages in the beverage marketplace, initially in the United States, and later in certain international markets. In order to achieve our goal, we intend to increase awareness of our products with both retailers, as wholesale customers, and beverage drinkers, as end-users. We hope to accomplish this by increasing our sponsorships, capitalizing on our celebrity endorsements, and building our poker tournaments, and sports endurance presence worldwide.

Initially, we have pursued a strategy of associating our products with professional poker. To this end, we have sponsored the World Series of Poker, obtained endorsements from a number of professional poker players, and hosted our own poker tournament. We intend to increase and capitalize on these efforts in the coming year as described below.

We have secured, and will continue to seek, endorsements for our products from celebrities, particularly those in the world of professional poker, thereby taking advantage of public relations opportunities often available to such individuals. By securing, widely publicizing and advertising celebrity endorsements, we hope to create consumer awareness of, and demand for, our products. We hope to avoid high endorsement fees by offering a percentage of sales revenue in return for the celebrity s endorsement. We have taken advantage of the demonstrated ability of celebrities to generate public relations and promotional brand marketing activity at a low cost. We intend to promote our products by using public relations activities across numerous media platforms to generate a high level of brand awareness and consumer interest.

Our marketing and pricing policies have taken into consideration competitors prices and our perception of what a consumer is willing to pay for a particular brand and product in the retail environment. Our goal has been to competitively price our products with the other comparable premium brands and provide a higher quality product at the selected price points. We believe our celebrity endorsement strategy supports premium pricing.

We will build on our identity in the sport of poker, and intend to secure distribution of our products in gambling establishments throughout the United States. Distribution will be achieved through wine and spirit distributors and/or specialty food distributors, or through merchandising at hotels, including in-room in mini bars, at gift shops, at restaurants and bars, at swimming pools and work out rooms, and on the gaming floors.

Utilizing the same distribution system, products will be sold in supermarkets, drug stores, convenience stores and in mass merchandisers. Retail pricing will be maintained at parity pricing with competition, supporting the retailer s demand for a 40% margin off promotion and a 30% margin on promotion. We anticipate that our products will be promoted in store for two one week periods per quarter and we will reduce the cost of goods with a 15% promotional allowance to drive volume and gain trial and visibility. In years one and two, we intend to focus our market penetration strategy on the western United States. For this segment, and then in year three, we anticipate that our market penetration will expand into the southwest markets of Texas and Louisiana where gambling is a pastime.

Through food service distributors, we believe products will be sold into colleges and universities as these consumers have a penchant for energy drinks to sustain their study and social habits.

We intend to expand the Internet sale of products through bulletin board advertising links, and the provision of offers for branded apparel to consumers. We intend to secure advertising space on websites, which will be tagged with our All In brand.

We do not currently employ any direct sales personnel. In the short term, we intend to continue to use the talents and services of our management and contractors to sell our products. Later, we plan to form an independent network of contract sales associates managed by company regional managers, a promotional support team, and several market segment specialists who will be paid on a commission basis. In any event, we currently do not intend to hire sales personnel for at least the next twelve months, unless our revenues are enough to absorb the cost of these personnel.

Brand Tie-In with Poker

The majority of poker players in the United States are males ages 21-35. This overlaps significantly with the demographic profile of energy drink consumers. It is also estimated that there are 10 million serious internet poker players (those playing 5+ hrs per week). With the increased accessibility to poker through websites and increased popularity through media coverage, poker has grown into a multi-billion dollar industry. Poker events, such as the

World Series of Poker (WSOP), have gained recognition and coverage through major television networks including ESPN, NBC, and GSN. As a result, poker has become a form of entertainment as well as a mainstream game for gamblers. We have thus determined to focus our marketing efforts on poker players.

Endorsements

In the past, we have received informal endorsements from popular professional poker players. Currently, ten-time WSOP champion Johnny Chan, a founding partner of our company, is our main ambassador and has committed to drink our products at all tournaments and appearances as well as wear All In Energy logo branded apparel; and make personal appearances for autographs, signatures, and photographs. We also have relationships with other well-known poker professionals. Building these relationships sets our products apart as the drinks of choice for professional poker players. While we do not have existing written agreements for endorsements, we intend to acquire written endorsement agreements in the future**.**

World Series of Poker Sponsorship

The World Series of Poker (WSOP) is the largest set of poker tournaments in the world. It is held annually in Las Vegas and, since 2007, has consisted of 55 events. As an official sponsor of the WSOP, in both 2008 and 2009, we enjoyed the following exposure opportunities for our brand and products:

- All In Energy Drink logo on WSOP table felts;
- All In Energy Drink dealer flags were used during the main event;
- All In Energy Drink products were the only water or energy drinks served on the WSOP playing floor and our water and energy drinks were automatically stocked on drink trays to ensure availability; and
- All In Energy Drinks and All In Purified Water were pre-set on tables at the start of each day s play to reinforce our connection to the WSOP.

In 2010, due to the financial condition of our company, we were not an official sponsor of the WSOP but did provide samples during the tournament. If the financial condition of our company improves, we anticipate that we may become an official sponsor again.

Distribution Methods

We currently have two main avenues for the sale and distribution of our products: our internet website and various retail locations. Retail customers can navigate to our website, www.allinenergy.com, and purchase our products directly from us. We charge the customer s credit card and the products are shipped directly to the customer. Alternatively, retail customers will be able to obtain our products through traditional retail outlets. Our objective is to sell through retailers such as grocery stores and supermarkets; convenience stores and gas stations; food service operations, such as restaurants and night clubs; cruise ship operators; hotels; and other locations.

All of our products are shipped from Beverage Science and Fitness Water to the fulfillment house, United Fulfillment Solutions (UFS), and UFS is responsible for all order fulfillment, distributing our products to retail locations as well as directly to customers. We intend to continually review our shipping and distribution needs in light of regulatory compliance and logistical requirements and may add or change distributors based on those needs. In the event that our relationship with any of our distributors deteriorates, we believe we could replace the distributor with another of comparable quality. However, this would disrupt our business until a replacement distributor is identified and a contract is signed. Thus, maintaining a positive, cooperative relationship with our initial distributor is important to our success.

One of our key objectives during the fourth quarter of 2010 was to establish our brand in Asia. We collaborated with a well recognized business leader in Hong Kong, Mr. Desmond Liew, and we ultimately partnered with Mr. Liew, who formed All In Asia, which is a licensee of All In. We are working with Mr. Liew to introduce our products into Hong Kong, mainland China, and Macau initially, then develop an expansion plan to enter the rest of Asia over the next three year period.

In October, 2010, we entered into a distribution agreement with Stason Texas, who will provide marketing, sales, warehousing and distribution services for Go All In, Inc. in the Southwestern United States, for it s All In Energy drinks and enhanced bottled water products.

In November 2010, we entered into a distribution partnership with HG Products Distribution LLC (HG), a subsidiary of Hensley Group LTD. HG distributes specialty food products and snack foods on and off-premise, throughout the Las Vegas, Nevada marketplace.

We entered into a multi-year distribution agreement with Pacific Asia Profit Inc. (PAPI) in December 2010. PAPI is managed by Mr. Olivay Sourachet, an experienced marketing and distribution expert in Asia. We believe that PAPI will be an integral component of the strategic development of our health energy products.

In December 2010, we appointed Sharpworx Ltd. a Bahamas corporation, as the exclusive distributor for our energy drinks and water in the Caribbean Islands, contingent upon sales and distribution objectives being achieved over three years, based on agreed market development plans between the parties.

As is customary in the industry, we will be expected to arrange for our production and shipping needs sufficiently in advance of anticipated requirements. Accordingly, we will work closely with our distributor to anticipate demand for our products. We hope to create a sufficient standing inventory with UFS to eliminate the possibility of unmet demand for our products. Other than minimum case volume requirements per production run, we do not anticipate any minimum production requirements.

Materials

Substantially all of the raw materials used in the production, bottling, and packaging of our products are purchased by Beverage Science and Fitness Water in accordance with our specifications. The raw materials used in the preparation and packaging of our products are purchased from suppliers selected by us or in concert with Beverage Science and Fitness Water. These raw materials are available through a variety of suppliers. Thus, we believe that we are not dependent upon a single supplier, but will have adequate sources of raw materials, which will be available from multiple suppliers.

Competition

The beverage industry is highly competitive. We face significant competition in the business of developing and producing bottled water and energy drinks. We compete with a number of established national and regional beverage producers and private label suppliers. Our non-alcoholic beverage competitors include companies such as Aquafina; Dasani; Arrowhead Water; Red Bull; Rockstar; and Hansen. These companies enjoy brand recognition which exceeds that of our brand name. We compete with several producers who have significantly greater financial, managerial, distribution, advertising, and marketing resources than we do. We compete for product ideas, shelf space, and market share. We believe that our success will depend upon our ability to remain competitive in this field. The failure to compete successfully for market share and for resources could have a material adverse effect on our business.

We believe it is both costly and difficult for large companies to create new brands. As a result, we believe opportunities exist for smaller companies to develop high-quality, high-margin brands, which can grow to be very attractive acquisition candidates for larger companies.

We compete primarily on the basis of quality, brand name recognition, and price. We believe that our success will depend upon our ability to remain competitive in our product areas. Our failure to compete successfully in the future could result in a material deterioration of customer loyalty and our image and could have a material adverse effect on our business.

Intellectual Property

We have filed a trademark application for All In and intend to file for a number of trademarks in the United States, including All In Energy Drink. In addition, we will seek to have trademark protection in the United States for a number of other trademarks for slogans and product designs.

We intend to aggressively assert our rights under trade secret, unfair competition, trademark and copyright laws to protect our intellectual property, including product design, product research and concepts and recognized trademarks.

These rights are protected through the acquisition of patents and trademark registrations, the maintenance of trade secrets, the development of trade dress, and, where appropriate, litigation against those who are, in our opinion, infringing these rights.

While there can be no assurance that registered trademarks will protect our proprietary information, we intend to assert our intellectual property rights against any infringer. Although any assertion of our rights could result in a substantial cost to, and diversion of effort by, our company, management believes that the protection of our intellectual property rights will be a key component of our operating strategy.

Governmental Regulations

The production and marketing of our licensed and proprietary non-alcoholic beverages are subject to the rules and regulations of various federal, provincial, state and local health agencies, including the United States Food and Drug Administration (FDA) and the United States Alcohol and Tobacco Tax and Trade Bureau (TTB). The FDA and TTB also regulate labeling of our products. From time to time, we may receive notification of various technical labeling or ingredient reviews with respect to our products. We believe that we have a compliance program in place to ensure compliance with production, marketing and labeling regulations on a going-forward basis. We are also subject to the laws and regulations applicable to business operations, such as business licensing requirements, income taxes and payroll taxes. There are no regulatory notifications or actions currently outstanding. We intend to ensure regulatory compliance and retain a regulatory law firm to oversee our submissions to various agencies.

<u>Bottled Water</u>

Bottled water is regulated by the FDA, which requires bottled water to comply with bottled water specific standards and regulations relating to food products in general. In addition to bottled water s rigorous FDA regulations, many times, bottled water is subject to further state standards and other requirements set by trade associations such as the American Beverage Association or the International Bottled Water Association. In addition, the FDA s standards apply to both domestic and imported brands, no matter where they are produced and sold.

In the United States, specific definitions and meanings (standards of identity) apply to the most common types of bottled water. Bottled water manufacturers must ensure that their products meet the FDA s established standard of identity for bottled water products.

Nutritional information required on water bottle labels varies from region to region and country to country. In the United States, the only labeling required is the traditional nutrition label, which has almost no relevant information for water. The FDA requires that suppliers use an approved source, which the FDA defines as:

a source of water...that has been inspected and the water sampled, analyzed, and found to be of a safe and sanitary quality according to applicable laws and regulations of state and local government agencies having jurisdiction.

In the United States, tap water is regulated by the stringent United States Environmental Protection Agency, while bottled water is not held to these requirements.

In addition, bottled water must be sealed in safe, sanitary containers, which may be made from plastic or glass. Plastics and all other materials used for contact with foods or beverages must be approved by the FDA to help ensure their safety.

Compliance with Environmental Laws

We have not incurred and do not anticipate incurring any expenses associated with environmental laws. We rely on contractors to comply with applicable environmental laws in the production of our products.

Employees

We have no employees other than our president, chief executive officer and secretary. Our operations are overseen directly by management that engages a number of contract employees to carry on our business. Our management oversees all responsibilities in the areas of corporate administration, business development, and research. We intend to expand our current management to retain skilled directors, officers, and employees with experience relevant to our business focus. Our management s relationships with manufacturers, distillers, development/research companies, bottling concerns, and certain retail customers will provide the foundation through which we expect to grow our business in the future. We believe that the skill-set of our management team will be a primary asset in the development of our brands and trademarks. We also plan to form an independent network of contract sales and regional managers, a promotional support team, and several market segment specialists who will be paid on a variable basis.

ITEM 1A. RISK FACTORS

RISK FACTORS

Risks Related To Our Business

We have been the subject of a going concern opinion by our independent auditors who have expressed substantial doubt as to our ability to continue as a going concern.

Our Independent Registered Public Accounting Firm has added an explanatory paragraph to their audit report issued in connection with our financial statements which states that our recurring losses from operations and the need to raise additional financing in order to execute our business plan raise substantial doubt about our ability to continue as a going concern. Our financial statements do not include any adjustment that might result from the outcome of this uncertainty. Assurances cannot be given that adequate financing can be obtained to meet our capital requirements. If we are unable to generate profits and unable to continue to obtain financing to meet our working capital requirements, we may have to curtail our business sharply or cease operations altogether. Our continuation as a going concern is dependent upon our ability to generate sufficient cash flow to meet our obligations on a timely basis to retain our current financing, to obtain additional financing, and, ultimately, to attain profitability. Should any of these events not occur, we will be adversely affected and we may have to cease operations.

Because we have a limited operating history, our ability to fully and successfully develop our business is unknown.

We have only recently begun producing and distributing energy drinks and bottled water, and do not have a significant operating history with which investors can evaluate our business. Our ability to successfully develop and market our products and organize poker tournaments, and to realize consistent, meaningful revenues and profit has not been established and cannot be assured.

For us to achieve success, our products must receive broad market acceptance by consumers. Without this market acceptance, we will not be able to generate sufficient revenue to continue our business operation. In addition, we believe that the acceptance and success of our product by poker players and at poker tournaments is integral to the success of our products. Poker players and poker tournaments are our primary marketing tool for the sale of our products. If our products are not widely accepted by the market, our business may fail.

Because we rely heavily on our manufacturers and distributors, our ability to successfully conduct business operations is dependent upon their ability to remain operational.

We have arrangements with Beverage Science to develop, produce, and can our energy drinks, and with Fitness Water to produce and bottle our water product. We also have an arrangement with United Fulfillment Solutions whereby it distributes all of our products both nationally and internationally. However, we have not entered into formal agreements with any of these third-party contractors, although we rely heavily on these third-party contractors to supply and distribute our products. Should one or more of them cease operations, dispute our arrangement with them, file for bankruptcy, unilaterally change the terms or pricing of our arrangement, or terminate their relationship with us, we may have significant difficulty replacing them in a timely manner or at all. Our business operations and name brand would likely suffer, and our financial condition could be materially adversely affected.

Changes in the non-alcoholic beverages business environment could impact our financial results.

The non-alcoholic beverages business environment is rapidly evolving as a result of, among other things, changes in consumer preferences, including changes based on health and nutrition considerations and obesity concerns; shifting consumer tastes and needs; changes in consumer lifestyles; and competitive product and pricing pressures. If we are unable to successfully adapt to this rapidly changing environment, our business could be negatively affected.

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If energy drinks, bottled water, or poker experience a decline in popularity, our financial condition may materially suffer.

Currently, both energy drinks and poker are enjoying a great deal of popularity. Our strategy has been to capitalize on the popularity of these markets by utilizing poker as a marketing vehicle to sell our products. The bulk of our marketing efforts have focused and will continue to focus on sponsoring and/or hosting poker tournaments, obtaining poker celebrity endorsements, and branding our products with poker. If poker should suffer a decline in popularity, the return on our marketing efforts will be significantly less than we have anticipated. Similarly, if energy drinks, or bottled water in general, decline in popularity with consumers, particularly with our target market, our sales will likely decline. In either event, our financial condition will be materially adversely affected.

Unfavorable general economic conditions in the United States or in other major markets could negatively impact our financial performance.

Unfavorable general economic conditions, such as a recession or economic slowdown in the United States or in one or more of our other major markets, could negatively affect the affordability of, and consumer demand for, some of our beverages. Under difficult economic conditions, consumers may seek to reduce discretionary spending by forgoing purchases of our products or by shifting away from our beverages to lower-priced products offered by other companies. Softer consumer demand for our beverages in the United States or in other major markets may negatively affect our financial performance.

If we are not able to acquire or develop, and successfully integrate additional products in the future, our growth strategy will be negatively impacted.

We intend to grow our business primarily through the development of our products as well as acquisitions of other brands. If we have the working capital necessary to do so, we expect to acquire additional brands in the future. There can be no assurance that we will be able to develop or acquire additional products or assimilate all of the products we do develop or acquire into our business or product mix. Acquisitions can be accompanied by risks such as potential exposure to unknown liabilities relating to the acquired product or business. We may enter into joint ventures, which may also carry risks of liability to third parties.

Because we compete in an industry characterized by rapid changes in consumer preferences, our ability to continue developing new products to satisfy our consumers changing preferences will determine our long-term success.

Our short-term market distribution and penetration will be limited as compared with the potential market and so our initial views as to customer acceptance of a particular brand can be erroneous, and there can be no assurance that true market acceptance will ultimately be achieved. In addition, customer preferences are also affected by factors other than taste. If we do not adjust to and respond to these and other changes in customer preferences, our sales may be adversely affected.

If our business is unsuccessful, our shareholders may lose their entire investment.

Although shareholders will not be bound by or be personally liable for our expenses, liabilities or obligations beyond their total original capital contributions, should we suffer a deficiency in funds with which to meet our obligations, the shareholders as a whole may lose their entire investment in our company.

Our board of directors may change our operating policies and strategies without prior notice or shareholder approval and such changes could harm our business and results of operations and the value of our stock.

Our board of directors has the authority to modify or waive certain of our current operating policies and strategies without prior notice and without shareholder approval. We cannot predict the effect any changes to our current operating policies and strategies would have on our business, operating results and value of our stock. However, such changes could have a material adverse effect on our financial position or otherwise.

Because executive management is free to devote time to other ventures, shareholders may not agree with their allocation of time.

Our executive officers and directors will devote only that portion of their time, which, in their judgment and experience, is reasonably required for the management and operation of our business. Management may have conflicts of interest in allocating management time, services and functions among us and any present and future ventures which are or may be organized by our officers or directors and/or their affiliates. Management will not be required to direct us as their sole and exclusive function, and they may have other business interests and engage in other activities in addition to those relating to us. This includes rendering advice or services of any kind to other investors and creating or managing other businesses.

Changes in laws and regulations relating to beverage containers and packaging could increase our costs and reduce demand for our products.

We and our bottlers currently offer non-refillable, recyclable containers in the United States. Legal requirements have been enacted in various jurisdictions in the United States and overseas requiring that deposits or certain ecotaxes or fees be charged for the sale, marketing and use of certain non-refillable beverage containers. Other proposals relating to beverage container deposits, recycling, ecotax and/or product stewardship have been introduced in various jurisdictions in the United States and overseas, and we anticipate that similar legislation or regulations may be proposed in the future at local, state and federal levels, both in the United States and elsewhere. Consumers increased concerns and changing attitudes about solid waste streams and environmental responsibility and related publicity could result in the adoption of such legislation or regulations. If these types of requirements are adopted and implemented on a large scale in any of the markets in which we operate, they could affect our costs or require changes in our distribution model, which could negatively impact our financial condition. In addition, container-deposit laws, or regulations that impose additional burdens on retailers, could cause a shift away from our products to retailer-proprietary brands, which could impact the demand for our products in the affected markets.

Significant additional labeling or warning requirements may inhibit sales of affected products.

Various jurisdictions may seek to adopt significant additional product labeling or warning requirements relating to the content or perceived adverse health consequences of certain of our products. If these types of requirements become applicable to one or more of our major products under current or future environmental or health laws or regulations, they may inhibit sales of such products. One such law, which is in effect in California, requires that a specific warning appear on any product that contains a substance listed by the state as having been found to cause cancer or birth defects. This law exposes all food and beverage producers to the possibility of having to provide warnings on their products because it does not recognize any generally applicable quantitative thresholds below which a warning is not required. Consequently, the detection of even a trace amount of a listed substance can subject an affected product to the requirement of a warning label. We are not currently required to display warnings under this law on any of our beverages produced for sale in California. In the future, however, caffeine and other substances detectable in our products may be added to the list pursuant to this law and the related regulations as they currently exist or as they may be amended. If a substance found in one of our products is added to the list, or if the increasing sensitivity of detection methodology results in the detection of an infinitesimal quantity of a listed substance in one of our beverages produced for sale in California, the resulting warning requirements or adverse publicity could negatively affect our sales.

Because our business is subject to many regulations and noncompliance is costly, any failure on our part to comply may negatively impact our business.

The production, marketing and sale of our non-alcoholic beverages, including contents, labels, caps and containers, are subject to the rules and regulations of various federal, state and local health agencies. If a regulatory authority finds that a current or future product or production run is not in compliance with any of these regulations, we may be fined, or production may be stopped, thus adversely affecting our financial conditions and operations. Similarly, any adverse publicity associated with any noncompliance may damage our reputation and our ability to successfully market our products. Furthermore, rules and regulations are subject to change from time to time and while we monitor developments in this area, the fact that we have limited staff makes it difficult for us to keep up to date and we have no way of anticipating whether changes in these rules and regulations will impact our business adversely. Additional or revised regulatory requirements, whether regarding labeling, the environment, taxes or otherwise, could have a material adverse effect on our financial condition and results of operations.

We depend, to a large degree, upon the third parties with whom we have contracted to produce our products to maintain compliance. However, any failure on their part could have a significant impact on our business.

If we are not able to effectively protect our intellectual property, our business may suffer a material negative impact and may fail.

We believe that our brand is important to our success and our competitive position, however we currently have only secured one trademark. If we are unable to secure trademark protection for our intellectual property in the future or that protection is inadequate for future products, our business may be materially adversely affected. Further, we cannot be sure that our activities do not and will not infringe on the intellectual property rights of others. If we are compelled to prosecute infringing parties, defend our intellectual property or defend ourselves from intellectual property claims made by others, we may face significant expenses and liability as well as the diversion of management s attention from our business, any of which could negatively impact our business or financial condition.

Risk Related to our Stock

Because we can issue additional shares of common stock, purchasers of our common stock may incur immediate dilution and may experience further dilution.

We are authorized to issue up to 150,000,000 shares of common stock, of which, as of April 8, 2011, 65,881,393 shares are issued and outstanding and 50,000,000 shares of preferred stock, of which none are issued and outstanding. Our board of directors has the authority to cause us to issue additional shares of common stock, and to determine the rights, preferences and privileges of such shares, without consent of any of our shareholders. Consequently, the shareholders may experience more dilution in their ownership of our stock in the future.

Trading on the OTC Bulletin Board may be volatile and sporadic, which could depress the market price of our common stock and make it difficult for our shareholders to resell their shares.

Our common stock is quoted on the OTC Bulletin Board. Trading in stock quoted on the OTC Bulletin Board is often thin and characterized by wide fluctuations in trading prices, due to many factors that may have little to do with our operations or business prospects. This volatility could depress the market price of our common stock for reasons unrelated to operating performance. Moreover, the OTC Bulletin Board is not a stock exchange, and trading of securities on the OTC Bulletin Board is often more sporadic than the trading of securities listed on a quotation system like NASDAQ a stock exchange like the NYSE AMEX. Accordingly, shareholders may have difficulty reselling any of the shares.

A decline in the price of our common stock could affect our ability to raise further working capital, it may adversely impact our ability to continue operations and we may go out of business.

A prolonged decline in the price of our common stock could result in a reduction in the liquidity of our common stock and a reduction in our ability to raise capital. Because we may attempt to acquire a significant portion of the funds we need in order to conduct our planned operations through the sale of equity securities, a decline in the price of our common stock could be detrimental to our liquidity and our operations because the decline may cause investors to not choose to invest in our stock. If we are unable to raise the funds we require for all our planned operations, we may be forced to reallocate funds from other planned uses and may suffer a significant negative effect on our business plan and operations, including our ability to develop new products and continue our current operations. As a result, our business may suffer, and not be successful and we may go out of business. We also might not be able to meet our financial obligations if we cannot raise enough funds through the sale of our common stock and we may be forced to go out of business.

Because we do not intend to pay any cash dividends on our shares of common stock in the near future, our shareholders will not be able to receive a return on their shares unless they sell them.

We intend to retain any future earnings to finance the development and expansion of our business. We do not anticipate paying any cash dividends on our common stock in the near future. The declaration, payment and amount of any future dividends will be made at the discretion of the board of directors, and will depend upon, among other things, the results of operations, cash flows and financial condition, operating and capital requirements, and other factors as the board of directors considers relevant. There is no assurance that future dividends will be paid, and if dividends are paid, there is no assurance with respect to the amount of any such dividend. Unless we pay dividends, our shareholders will not be able to receive a return on their shares unless they sell them.

Our stock is a penny stock. Trading of our stock may be restricted by the SEC s penny stock regulations which may limit a shareholder s ability to buy and sell our stock.

Our stock is a penny stock. The Securities and Exchange Commission has adopted Rule 15g-9 which generally defines penny stock to be any equity security that has a market price (as defined) less than $5.00 per share or an exercise price of less than $5.00 per share, subject to certain exceptions. Our securities are covered by the penny stock rules, which impose additional sales practice requirements on broker-dealers who sell to persons other than established customers and accredited investors . The term accredited investor refers generally to institutions with assets in excess of $5,000,000 or individuals with a net worth in excess of $1,000,000 or annual income exceeding $200,000 or $300,000 jointly with their spouse. The penny stock rules require a broker-dealer, prior to a transaction in a penny stock not otherwise exempt from the rules, to deliver a standardized risk disclosure document in a form prepared by the SEC which provides information about penny stocks and the nature and level of risks in the penny stock market. The broker-dealer also must provide the customer with current bid and offer quotations for the penny stock, the compensation of the broker-dealer and its salesperson in the transaction and monthly account statements showing the market value of each penny stock held in the customer s account. The bid and offer quotations, and the broker-dealer and salesperson compensation information, must be given to the customer orally or in writing prior to effecting the transaction and must be given to the customer in writing before or with the customer s confirmation. In addition, the penny stock rules require that prior to a transaction in a penny stock not otherwise exempt from these rules; the broker-dealer must make a special written determination that the penny stock is a suitable investment for the purchaser and receive the purchaser s written agreement to the transaction. These disclosure requirements may have the effect of reducing the level of trading activity in the secondary market for the stock that is subject to these penny stock rules. Consequently, these penny stock rules may affect the ability of broker-dealers to trade our securities. We believe that the penny stock rules discourage investor interest in and limit the marketability of our common stock.

FINRA sales practice requirements may also limit a shareholder s ability to buy and sell our stock.

In addition to the penny stock rules promulgated by the Securities and Exchange Commission, the Financial Industry Regulatory Authority (FINRA) has adopted rules that require that in recommending an investment to a customer, a broker-dealer must have reasonable grounds for believing that the investment is suitable for that customer. Prior to recommending speculative low priced securities to their non-institutional customers, broker-dealers must make reasonable efforts to obtain information about the customer s financial status, tax status, investment objectives and other information. Under interpretations of these rules, the FINRA believes that there is a high probability that speculative low priced securities will not be suitable for at least some customers. The FINRA requirements make it more difficult for broker-dealers to recommend that their customers buy our common stock, which may limit your ability to buy and sell our stock.

Trends, Risks and Uncertainties

We have sought to identify what we believe to be the most significant risks to our business, but we cannot predict whether, or to what extent, any of such risks may be realized nor can we guarantee that we have identified all possible risks that might arise. Investors should carefully consider all of such risk factors before making an investment decision with respect to our common stock.

ITEM 2. PROPERTIES.

We do not own any real property used in the operation of our current business. We maintain our corporate office at 2831 St. Rose Parkway, Suite 330, Henderson, NV 89052. We believe that the condition of our leased property is satisfactory, suitable and adequate for our current needs.

ITEM 3. LEGAL PROCEEDINGS.

We know of no material pending legal proceedings to which our company or our subsidiary is a party or of which any of our properties, or the properties of our subsidiary, is the subject. In addition, we do not know of any such proceedings contemplated by any governmental authorities.

We know of no material proceedings in which any of our directors, officers or affiliates, or any registered or beneficial stockholder is a party adverse to our company or our subsidiary or has a material interest adverse to our company or our subsidiary.

ITEM 4. (REMOVED AND RESERVED).

PART II

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

Market Information

Our common stock is not traded on any exchange. Our common stock is quoted on the OTC Bulletin Board under the trading symbol KORE . Quotations of our common stock on the OTC Bulletin Board and on the Pink OTC Markets Inc. have been sporadic, and trading volume has been low.

Set forth below are the range of high and low bid quotations for the periods indicated as reported by the OTC Bulletin Board. The market quotations reflect inter-dealer prices, without retail mark-up, mark-down or commissions and may not necessarily represent actual transactions:

Quarter Ended	High Bid	Low Bid
March 31, 2009	$0.00	$0.00
June 30, 2009	$0.00	$0.00
September 30, 2009	$0.00	$0.00
December 31, 2009	$0.00	$0.00
March 31, 2010	$0.20	$0.00
June 30, 2010	$0.70	$0.01
September 30, 2010	$0.94	$0.00
December 31, 2010	$0.50	$0.00

On April 14, 2011, the closing price for our common stock as reported by the OTC Bulletin Board was $0.245.

Holders of our Common Stock

As of April 4, 2011, there were 32 holders of record of our common stock.

Island Stock Transfer is the registrar and transfer agent for our common shares. Their address is 100 2nd Avenue, South, Suite 705 S, St. Petersburg, FL 33701 (telephone number: 727.289.0010) .

Dividends

Effective March 4, 2010, we declared a 9.2 for 1 forward split, payable by way of a stock dividend whereby we issued an additional 8.2 shares for each share outstanding to stockholders of record as of February 25, 2010.

Other than as described above, we have not declared or paid dividends on shares of our common stock and we do not expect to declare or pay dividends on shares of our common stock for the foreseeable future. We intend to retain earnings, if any, to finance the development and expansion of our business. Our future dividend policy will be subject to the discretion of our board of directors and will depend upon our future earnings, if any, our financial condition, and other factors deemed relevant by the board.

Equity Compensation Plans

Effective July 27, 2010, our board of directors approved of our 2010 Stock Option Plan (the Plan).

The Plan provides for the grant of incentive stock options to purchase our common shares to our directors, officers, employees and consultants. The Plan will be administered by our board of directors, except that they may delegate such responsibility to a committee comprising of at least two directors. The maximum number of our common shares which may be reserved and set aside for issuance under the stock option plan is 3,212,000 of the issued and outstanding common shares of our company s stock on the date of issue. Each option, upon its exercise, entitles the grantee to one common share.

The exercise price of common shares subject to an option will be determined by the board of directors at the time of grant. Stock options may be granted under our stock option plan for an exercise period of up to ten years from the date of grant of the option or such lesser periods as may be determined by our board of directors. Incentive stock options granted to shareholders holding greater than 10% of our common shares have an exercise period of a maximum of 5 years.

The following table summarizes certain information regarding our equity compensation plan as at December 31, 2010:

Plan category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans
Equity compensation plans approved by security holders	**2,155,000**	**$0.13**	**1,057,000**
Equity compensation plans not approved by security holders	**0**	**-**	**0**
Total	**2,155,000**	**$0.13**	**1,057,000**

Recent Sales of Unregistered Securities

Other than as disclosed in previous quarterly reports on Form 10-Q or current reports on Form 8-K, we did not issue any equity securities that were not registered under the Securities Act during the fiscal year ended December 31, 2010.

On November 7, 2010, we issued 750,000 shares of common stock, at a conversion price of $0.10 per share, in connection with the settlement of $75,000 in accounts payable. We issued these shares to one non U.S. person (as that term is defined in Regulation S of the Securities Act of 1933, as amended) in an offshore transaction pursuant to Regulation S and/or Section 4(2) of the Securities Act of 1933, as amended.

Purchases of Equity Securities by the Issuer and Affiliated Purchasers

We did not purchase any of our shares of common stock or other securities during our fiscal year ended December 31, 2010.

ITEM 6. SELECTED FINANCIAL DATA.

Not Applicable.

ITEM 7. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION

Overview

We were incorporated under the laws of the State of Nevada on October 13, 2006, and registered as an extra-provincial corporation in the province of British Columbia, Canada on January 3, 2007. Our business model was to develop niche snack products to cater to a broad spectrum of health conscious consumers. However, as we had not successfully developed a product line at the time immediately prior to the entry into the share exchange agreement with All In, and had no source of revenue from our business plan, we determined to seek out a new business opportunity to increase value for our shareholders. As a result, on March 31, 2010, we completed the acquisition of All In pursuant to the terms of the share exchange agreement.

You should read the following discussion of our financial condition and results of operations together with the audited financial statements and the notes to the audited financial statements included in this annual report. The following discussion contains forward-looking statements that reflect our plans, estimates and beliefs. Our actual results could differ materially from those discussed in the forward looking statements. Factors that could cause or contribute to such differences include, but are not limited to, those discussed below and elsewhere in this report, particularly in the section entitled Risk Factors .

Our financial statements are stated in United States Dollars and are prepared in accordance with United States generally accepted accounting principles.

Because we are the successor business to All In, and because the operations and assets of All In represent our entire business and operations as of the closing date of the share exchange agreement, our management s discussion and analysis is based on All In s operations. All In was incorporated on May 24, 2007.

Plan of Operations

Product Development

We intend to continue the development and refinement of new products over the coming twelve months. We intend to work closely with Beverage Science to develop new products in such a way that the final products will compete effectively in the marketplace due to their appealing flavors and branding relative to similar products in the marketplace. Our management will also investigate the possibility of acquiring other companies who have developed a single product. We will also seek out companies who are willing to license complementary products, which we could produce and sell.

We intend to develop our products by mixing our base energy formula with flavor agents procured from a flavor company. Such companies supply flavors to the food and beverage industries in both large and small quantities. We will also seek assistance from Beverage Science in evaluating the product quality of various brands, which we may considered acquiring or licensing.

Growth

We plant to significantly increase the production, sales, and distribution of our products over the next twelve months. We anticipate we will develop or acquire new products, increase production with Beverage Science and Fitness Water, build a standing inventory with UFS, and increase our marketing efforts, including endorsements, sponsorships, tournaments, and website development and promotion. We hope that our marketing efforts will result in an increased demand for our products by consumers. We intend to be able to meet that increased demand immediately by increasing our production rate ahead of our anticipated increase in demand. Beverage Science and Fitness Water have indicated that they have sufficient capacity to increase output of our products according to current and future demand profiles. By increasing production and building a standing inventory with UFS, our fulfillment house, we are attempting to ensure that consumers will not have to wait to obtain our products.

Results of Operations for the Fiscal Years ended December 31, 2010 and December 31, 2009

The following summary should be read in conjunction with our audited financial statements for the years ended December 31, 2010 and 2009 included herein.

	Year Ended December 31, 2010	Year Ended December 31, 2009
Revenue	$ 2,152	$ nil
Cost of goods sold	23,384	11,824
Gross Profit (Loss)	(21,232)	(11,824)
Operating Expenses	1,497,905	7,131,831
Total Other Income (Expense)	(90,473)	(847,841)
Net Loss	$ (1,609,610)	$ (7,991,496)

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Revenue

We generated $2,152 in revenue for the year ended December 31, 2010, compared with no revenue for the year ended December 31, 2009. We have generated minimal revenue to date because we have been focused primarily on the production, marketing and development of our products.

Cost of Good Sold

Cost of goods sold is comprised of product purchases and production costs and shipping and fulfillment costs. Product purchases and production costs were $23,384 for the year ended December 31, 2010, compared to $nil for the year ended December 31, 2009. Operating expense of $1,497,905 included costs of $213,877 related to our product purchase and production costs as a result of product reformulations, thus incurring higher cost of goods, manufacturing costs, storage costs and transportation costs due to the rise in oil prices and other factors. Shipping and fulfillment costs were $nil for the year ended December 31, 2010, compared to $11,824 for the year ended December 31, 2009. This change of $11,824 in our shipping and fulfillment costs was a result an increase in our website sales.

Operating Expenses

Our operating expenses for the year ended December 31, 2010 and December 31, 2009 are summarized as follows:

	Year Ended December 31, 2010	Year Ended December 31, 2009
Business development	$ 637,143	$ 6,640,575
General and administrative expenses	269,404	18,101
Marketing and sales expenses	383,079	52,887
Outsource personnel	-	144,867
Professional fees	208,279	275,401

Our business development expenses consist of travel expenses and consulting fees related to business development. Our business development expenses decreased by $6,003,432 in the year ended December 31, 2010 compared to December 31, 2009. During the year ended December 31, 2009, we issued 17,829,821 shares of common stock for services with a fair value of $6,360,789 which were included in business development expenses. There were no shares issued for services during the year ended December 31, 2010. Our general and administrative expenses consist of rent, utilities, office supplies and expenses, transfer agent and filing fees. Our general and administrative expenses increased by $251,303 in the year ended December 31, 2010 compared to December 31, 2009. This increase resulted substantially as a result of an stock-based compensation of $203,066 from the grant of stock options in the year ended December 31, 2010 versus $nil for the year ended December 31, 2009. Our marketing and sales expenses consist of promotion and advertising costs. Our marketing and sales expenses increased by $330,192 in the year ended December 31, 2010 compared to December 31, 2009 as a result of an increase in website costs from $6,430 during the year ended December 31, 2009 to $37,985 during the year ended December 31, 2010 and an increase in advertising costs from $2,500 during the year ended December 31, 2009 to $122,649 during the year ended December 31, 2010. In addition the marketing costs for 2010 include costs of $213,877 related to our product purchase and production costs as a result of product reformulations Our professional fees consist of legal and accounting fees. Our professional fees decreased by $67,122 in the year ended December 31, 2010 compared to December 31, 2009 as a result of a reduction in legal expenses incurred during the year ended December 31, 2010 versus the year ended December 31, 2009.

Liquidity and Capital Resources

Our financial position as at December 31, 2010 and December 31, 2009 and the changes for the years then ended are as follows:

Working Capital

	As at December 31, 2010	As at December 31, 2009
Current Assets	$ 137,942	$ 1,234
Current Liabilities	720,083	422,997
Working Capital	$ (582,141)	$ (421,763)

Our working capital deficiency increased by $160,378 at December 31, 2010 compared to December 31, 2009 as a result of increases in accounts payable from $153,232 at December 31, 2009 to $395,431 at December 31, 2010 and accounts payable related parties from $nil at December 31, 2009 to $230,658 at December 31, 2010, offset by increases in inventory from $nil at December 31, 2009 to $127,991 at December 31, 2010 and a reduction in the current portion of long-term debt from $112,589 at December 31, 2009 to $7,654 at December 31, 2010.

Cash Flows

		Year Ended December 31, 2010		Year Ended December 31, 2009
Net cash used in Operating Activities	$	(1,127,888)	$	(633,790)
Net cash provided by Investing Activities		511,382		-
Net cash provided in Financing Activities		626,129		617,000
Increase (Decrease) in Cash during the Year	$	9,623	$	(16,790)
Cash, Beginning of Year		328		17,118
Cash, End of Year	$	9,951	$	328

<u>Cash Flow Used in Operating Activities</u>

Our cash used in operating activities increased by $494,098 in the year ended December 31, 2010 compared to December 31, 2009 as a result of increased accounts payable related party expenses in connection with our focus on the development and launch of our products.

<u>Cash Flow Provided by Investing Activities</u>

Our cash provided by investing activities increased by $511,382 in the year ended December 31, 2010 compared to December 31, 2009 as a result of share exchange agreement.

<u>Cash Flow Provided by Financing Activities</u>

Our cash provided by financing activities increased by $9,129 in the year ended December 31, 2010 compared to December 31, 2009 as a result of increased financings during the year ended December 31, 2010. In the year ended December 31, 2010, we completed the following financings:

On March 31, 2010, we completed a non-brokered private placement, pursuant to which we issued 1,280,000 units at a price of $0.50 per unit for gross proceeds of $640,000. Each unit consisted of one share of common stock and one share purchase warrant, with each warrant entitling the holder to acquire one share of common stock at the exercise price of $0.60 per share until March 31, 2012.

On June 7, 2010, we completed a private placement whereby we issued 520,000 units at a price of $0.50 per unit to two subscribers for total proceeds of $260,000. Each unit consists of one common share of common stock and one share purchase warrant, with each warrant entitling the holder to acquire one share of common stock at the exercise price of $0.60 per share until June 7, 2012.

On June 11, 2010, we issued to Asher Enterprises, Inc. (Asher) one 8% convertible promissory note, dated effective June 9, 2010, in the principal amount of $75,000, payable in full on October 11, 2011. The note bears interest at the rate of 8% and a 22% interest rate upon default. Since June 11, 2010, we have entered into two amendments, on July 12, 2010 and October 5, 2010, respectively, to the terms of this note, and the subscription agreement related thereto. These amendments allow our company to pre-pay the principal amount of the note, and accrued interest thereon, prior to Asher being able to convert such amounts into our common shares. Pursuant to the October 5, 2010 amendment, until the date that is 180 days from June 9, 2010, we have the right to prepay the outstanding amount, upon compliance with certain notice procedures, by paying to Asher an amount in cash equal to 175% multiplied by the sum of the outstanding principal amount plus any accrued interest thereon plus any default interest, if any, plus any additional amounts that may be payable to Asher in accordance with the terms of the convertible note, if any. On February 3, 2011 we repaid all amounts outstanding under the convertible promissory note.

On July 26, 2010, we completed a private placement whereby we issued 125,000 shares of common stock at a price of $0.40 per share to three subscribers for total proceeds of $50,000.

Future Financings

As at December 31, 2010, we had a cumulative deficit of $13,170,654. We do not anticipate generating positive internal operating cash flow until we can generate substantial revenues from the commercial sale of our drink products. We intend to raise the majority of our cash requirements for the next 12 months through equity financings.

As noted above, the financial requirements of our company for the next twelve months will depend on our ability to raise the money we require through debt financing and private placements associated with the issuance of additional equity securities of our company to our current shareholders and/or new shareholders. The issuance of additional equity securities by us may result in a significant dilution in the equity interests of our current shareholders. There is no assurance that we will be able to obtain further funds required for our continued operations or that additional financing will be available to us when needed or, if available, that it can be obtained on commercially reasonable terms. If we are not able to obtain the additional financing on a timely basis, we will not be able to meet our other obligations as they become due and we will be forced to scale down or perhaps even cease our operations.

Going Concern

Due to the uncertainty of our ability to meet our current operating and capital expenses, in their report on the annual financial statements for the year ended December 31, 2010, our independent auditors included an explanatory paragraph regarding substantial doubt about our ability to continue as a going concern.

There is substantial doubt about our ability to continue as a going concern as the continuation of our business is dependent upon our company locating and acquiring a business opportunity, and achieving a profitable level of operation. The issuance of additional equity securities by us could result in a significant dilution in the equity interests of our current shareholders. Obtaining commercial loans, assuming those loans would be available, will increase our liabilities and future cash commitments.

Summary of Significant Accounting Policies

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

Allowance for Doubtful Accounts

Trade accounts receivable are recorded at the amount the Company expects to collect on balances outstanding at year-end. The allowances for doubtful accounts at December 31, 2010 and 2009 were $4,907 and $6,701, respectively.

Revenue Recognition

Revenue is recognized when persuasive evidence of an arrangement exists, delivery of products has occurred, the sales price charged is fixed or determinable, and collectability is reasonably assured. This generally means that Company recognizes revenue when title for product is transferred to the purchaser. In particular, title usually transfers upon shipment to or receipt at a customer s location, as determined by the specific sales term of the transaction. The Company s policies do not allow for a right of return except for matters related to any manufacturing defects on the Company s part or when the wrong product is delivered.

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Inventories

Inventories are valued at the lower of cost or market and consist solely of finished goods using the first in, first out (FIFO) method. The requirements for any provisions of estimated losses for obsolete, excess, or slow-moving inventories are reviewed periodically. Management has determined that no allowance for obsolete or excess inventory is necessary at December 31, 2010 and 2009.

Accounting for Derivative Instrument

All derivatives have been recorded on the balance sheet at fair value based on the lattice model calculation. These derivatives, including embedded derivatives in the Company’s convertible promissory note with Asher Enterprises, which has a reset provision to the exercise price and conversion price if the Company issues equity or other derivatives at a price less than the exercise price set forth in promissory note, are separately valued and accounted for on the Company’s balance sheet. Fair values for exchange traded securities and derivatives are based on quoted market prices. Where market prices are not readily available, fair values are determined using market based pricing models incorporating readily observable market data and requiring judgment and estimates. The Company valued the conversion features present in their convertible notes using a binomial lattice valuation model, with the assistance of a valuation consultant.

Fair Value of Financial Instruments

On January 1, 2008, the Company adopted ASC No. 820-10, *Fair Value Measurements*. ASC 820-10 relates to financial assets and financial liabilities.

ASC 820-10 defines fair value, establishes a framework for measuring fair value in accounting principles generally accepted in the United States of America (GAAP), and expands disclosures about fair value measurements. The provisions of this standard apply to other accounting pronouncements that require or permit fair value measurements and are to be applied prospectively with limited exceptions.

ASC 820-10 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. This standard is now the single source in GAAP for the definition of fair value, except for the fair value of leased property as defined in SFAS 13. ASC 820-10 establishes a fair value hierarchy that distinguishes between (1) market participant assumptions developed based on market data obtained from independent sources (observable inputs) and (2) an entity s own assumptions, about market participant assumptions, that are developed based on the best information available in the circumstances (unobservable inputs). The fair value hierarchy consists of three broad levels, which gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy under ASC 820-10 are described below:

- Level 1 Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

- Level 2 Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, including quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; inputs other than quoted prices that are observable for the asset or liability (e.g., interest rates); and inputs that are derived principally from or corroborated by observable market data by correlation or other means.

- Level 3 Inputs that are both significant to the fair value measurement and unobservable. These inputs rely on management s own assumptions about the assumptions that market participants would use in pricing the asset or liability. (The unobservable inputs are developed based on the best information available in the circumstances and may include the Company s own data.)

The following presents the Company s fair value hierarchy for those assets and liabilities measured at fair value on a non-recurring basis as of December 31, 2010 and 2009:

Level 1: None

Level 2: None

Level 3: None

Total Gain (Losses): None

Share-based Compensation

The Company records share based compensation in accordance with ASC 718, *Compensation-Stock Based Compensation*, and ASC 505-50, *Equity-Based Payments to Non-Employees* which requires the measurement and recognition of compensation expense, based on estimated fair values, for all unit-based awards, made to employees and directors, including unit options. ASC 505-50 requires companies to estimate the fair value of unit-based awards on the date of grant using an option-pricing model.

The Company uses the Black-Scholes option-pricing model as its method of determining fair value. This model is affected by the Company s unit price as well as assumptions regarding a number of subjective variables. These subjective variables include, but are not limited to the Company s expected unit price volatility over the term of the awards, and actual and projected employee stock option exercise behaviors. The value of the portion of the award that is ultimately expected to vest is recognized as an expense in the Statement of Operations over the requisite service period. All transactions in which goods or services are the consideration received for the issuance of equity instruments are accounted for based on the fair value of the consideration received or the fair value of the equity instrument issued, whichever is more reliably measurable.

Recent Accounting Pronouncements

The Company has implemented all new accounting pronouncements that are in effect and that may impact its financial statements and does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

Not applicable.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA.

KORE NUTRITION INCORPORATED
(A DEVELOPMENT STAGE COMPANY)

CONTENTS

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and
Stockholders of Kore Nutrition, Inc.

We have audited the accompanying consolidated balance sheets of Kore Nutrition, Inc. (a development stage company) as of December 31, 2010 and 2009, and the related consolidated statements of operations, changes in stockholders' equity (deficit) and cash flows for the years then ended and for the period of May 24, 2007 (inception) through December 31, 2010. These consolidated financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

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

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Kore Nutrition, Inc. as of December 31, 2010 and 2009, and the results of its operations and its cash flows for the years then ended and for the period of May 24, 2007 (inception) through December 31, 2010 in conformity with accounting principles generally accepted in the Unites States of America.

The accompanying consolidated financial statements have been prepared assuming that the company will continue as a going concern. As discussed in Note 6 to the consolidated financial statements, the company has suffered recurring losses from operations and requires additional financing to continue in operation. These conditions raise substantial doubt about its ability to continue as a going concern. Management s plans in regard to these matters are also described in Note 6. The consolidated financial statements do not include any adjustments that might result from the outcome of the uncertainty.

/s/ M&K CPAs,PLLC
Houston, Texas
April 15, 2011

KORE NUTRITION INCORPORATED
(A DEVELOPMENT STAGE COMPANY)
CONSOLIDATED BALANCE SHEETS

	December 31, 2010	December 31, 2009
Current Assets		
Cash	$ 9,951	$ 328
Trade accounts receivables, net	-	906
Inventory	127,991	-
Total Current Assets	137,942	1,234
Total Assets	$ 137,942	$ 1,234
Current Liabilities		
Accounts payable	$ 395,431	$ 153,232
Accounts payable related party	230,658	-
Interest payable	51,319	40,176
Notes payable - related party	35,021	117,000
Notes payable, net of unamortized debt discount	7,654	112,589
Derivative Liabilities	84,911	-
Total Current Liabilities	804,994	422,997
Long-Term Debt		
Note payable, net of current portion - related party	-	387,411
Total Liabilities	804,994	810,408
Stockholders Deficit		
Preferred stock - $.001 par value, 50,000,000 shares authorized, no shares issued and outstanding at December 31, 2010 and 2009, respectively	-	-
Common stock - $.001 par value, 150,000,000 shares authorized, 65,114,432 and 30,687,124 shares issued and outstanding at December 31, 2010 and 2009, respectively	65,115	30,687
Common stock payable	24,521	-
Additional paid-in capital	12,413,966	10,721,183
Deficit accumulated during the development stage	(13,170,654)	(11,561,044)
Total Stockholders Deficit	(667,052)	(809,174)
Total Liabilities and Stockholders Deficit	$ 137,942	$ 1,234

The accompanying notes are an integral part of the financial statements.

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KORE NUTRITION INCORPORATED
(A DEVELOPMENT STAGE COMPANY)
CONSOLIDATED STATEMENTS OF OPERATIONS

	Year Ended December 31, 2010	Year Ended December 31, 2009	May 24, 2007 (inception) through December 31, 2010
Revenues			
Revenues, net	$ 2,152	$ -	$ 365,029
Total Revenues	2,152	-	365,029
Cost of Goods Sold			
Product purchases and production costs	23,384	-	139,093
Shipping and fulfillment costs	-	11,824	186,495
Total Cost of Goods Sold	23,384	11,824	325,588
Gross Profit	(21,232)	(11,824)	39,441
Operating Expenses			
Business development	637,143	6,640,575	7,908,207
General and administrative expenses	269,404	18,101	399,573
Marketing and sales expense	383,079	52,887	2,678,529
Outsource personnel	-	144,867	219,168
Professional fees	208,279	275,401	868,884
Total Operating Expenses	1,497,905	7,131,831	12,074,361
Loss Before Other Income (Expense)	(1,519,137)	(7,143,655)	(12,034,920)
Other Income (Expense)			
Interest income	-	-	4,857
Interest expense	(71,786)	(152,176)	(292,137)
Write off of inventory	-	-	(85,769)
Extinguishments of debt	-	(695,665)	(695,665)
Impairment of trademark	-	-	(48,333)
Loss on fair value of derivative liability	(19,911)	-	(19,911)
Gain on foreign exchange	5,736	-	5,736
Gain on extinguishment of debt	17,988	-	17,988
Loss on settlement of debt	(22,500)	-	(22,500)
Total Other Income (Expense)	(90,473)	(847,841)	(1,135,734)
Net Loss	$ (1,609,610)	$ (7,991,496)	$ (13,170,654)
Basic and Diluted Loss Per Common Share	$ (0.03)	$ (0.21)	
Weighted Average Number Common Shares Outstanding	**55,945,488**	**37,665,000**	

The accompanying notes are an integral part of the financial statements.

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KORE NUTRITION INCORPORATED
(A DEVELOPMENT STAGE COMPANY)
STATEMENT OF STOCKHOLDERS' DEFICIT

	Common Stock		Common Stock Payable	APIC	Deficit Accumulated During the Development Stage	Total Stockholders Equity (Deficit)
	Units	Dollars				
Balance at December 31, 2008	9,712,686	$ 9,712	$ -	$ 3,464,694	$ (3,569,548)	$ (95,142)
Stock issued for debt conversion	3,144,617	3,145	-	801,530	-	804,675
Stock issued for services	17,829,821	17,830	-	6,342,959	-	6,360,789
Discount on note payable	-	-	-	112,000	-	112,000
Net loss	-	-	-	-	(7,991,496)	(7,991,496)
Balance at December 31, 2009	30,687,124	$ 30,687	$ -	$ 10,721,183	$ (11,561,044)	$ (809,174)
Stock issued for cash	645,000	645	-	309,355	-	310,000
Stock issued for services	750,000	750	-	96,750	-	97,500
Stock issued for debt conversion	123,000	123	-	9,877	-	10,000
Effect of reverse merger	32,909,308	32,910	4,738	1,073,735	-	1,111,383
Common stock subscription	-	-	19,783	-	-	19,783
Stock based compensation	-	-	-	203,066	-	203,066
Net loss	-	-	-	-	(1,609,610)	(1,609,610)
Balance at December 31, 2010	65,114,432	$ 65,115	$ 24,521	$ 12,413,966	$ (13,170,654)	$ (667,052)

The accompanying notes are an integral part of the financial statements..

KORE NUTRITION INCORPORATED
(A DEVELOPMENT STAGE COMPANY)
CONSOLIDATED STATEMENTS OF CASH FLOWS

	Year Ended December 31, 2010	Year Ended December 31, 2009	May 24, 2007 (inception) through December 31, 2010
Operating Activities			
Net loss	$ (1,609,610)	$ (7,991,496)	$ (13,170,654)
Adjustments to reconcile net loss to cash flows provided (used) by operating activities:			
Amortization	-	-	50,000
Accretion of debt discount	7,654	-	7,654
Bad debt expense	906	-	906
Forgiveness of Debt	(203,326)		(203,326)
Discount on note payable	-	112,000	112,000
Loss on change in fair value of derivatives	19,911	-	19,911
Gain on extinguishment of debt	(17,988)	-	(17,988)
Write down of inventory	-	-	11,549
Stock issued for services	-	7,131,203	6,949,779
Stock based compensation	203,066	-	203,066
Loss on conversion of payables	97,500	-	793,165
Imputed interest on notes payable	-	-	68,175
Change in assets and liabilities:			
Accounts receivable	-	43	(907)
Inventory	(127,991)	14,951	(139,540)
Accounts payable	241,539	59,333	1,040,008
Accounts payable related parties	230,658	-	230,658
Interest payable	29,793	40,176	445,517
Cash Flows Used in Operating Activities	(1,127,888)	(633,790)	(3,600,027)
Investing Activities			
Cash received from reverse merger	511,382	-	511,382
Cash paid for purchase of trademark	-	-	(50,000)
Cash Flows Provided by Investing Activities	511,382	-	(461,382)
Financing Activities			
Proceeds from sale of common stock	329,783	-	1,379,783
Proceeds from debt issuances	473,346	-	2,139,517
Principal payments on debt	(177,000)	617,000	(370,704)
Cash Flows Provided by Financing Activities	626,129	617,000	3,148,596
Net Increase in Cash and Cash Equivalents	9,623	(16,790)	9,951
Cash at Beginning of Period	328	17,118	-
Cash at End of Period	$ 9,951	$ 328	$ 9,951
Cash Paid for Interest	$ 35,000	$ -	$ 35,000

Cash Paid for Income Taxes	$	-	$	-	$	-
Non Cash Transactions						
Notes Converted	$	610,000	$	-	$	1,690,487
Debt Discount on conversion of NP	$	10,000	$	-	$	10,000
Accounts Payable Converted	$	75,000	$	34,260	$	7,118,275
Accrued Liabilities Converted	$	-	$	-	$	375,548

The accompanying notes are an integral part of the financial statements.

KORE NUTRITION INCORPORATED
(A DEVELOPMENT STAGE COMPANY)
NOTES TO FINANCIAL STATEMENTS

1. Summary of Significant Accounting Policies

Nature of Operations

Kore Nutrition Incorporated (Kore) was incorporated under the laws of the State of Nevada on October 13, 2006, and registered as an extra-provincial corporation in the province of British Columbia, Canada on January 3, 2007. The business model was initially to develop niche snack products to cater to a broad spectrum of health conscious consumers.

On February 16, 2010, Kore filed a Certificate of Amendment with the Secretary of State of the State of Nevada, amending the articles of incorporation by increasing its authorized capital to 200,000,000, of which 150,000,000 shares are common stock with a par value of $0.001 and 50,000,000 shares are preferred stock with a par value of $0.001 per share. The Board of Directors is authorized to prescribe the series and the number of shares of each series of preferred stock and the voting powers, designations, preferences, limitations, restrictions, relative rights or other variations of the shares of each class or series within each class of the preferred stock.

Effective March 4, 2010, Kore declared a 9.2 for 1 forward split, payable by way of a stock dividend whereby Kore issued an additional 8.2 shares for each share outstanding to stockholders of record as of February 25, 2010.

Go All In, LLC was organized under the laws of the state of Delaware on May 24, 2007 as a Limited Liability Company. As such, the members were personally responsible for liabilities arising in the normal course of business only to the extent that they had investments in Go All In, LLC. That is, to the extent that Go All In, LLC had liabilities arising in the ordinary course of business that exceeded Go All In, LLC s assets, the members were not personally liable.

On December 18, 2008, Go All In, LLC converted to a C corporation and registered with the Secretary of State in Nevada as Go All In, Inc (Go All In). At the time of conversion, there were 63,888 Class A Common units issued and all Class A common units were converted, in their respective ownership percentages, to 24,750,001 shares of common stock in Go All In.

Effective March 31, 2010, Kore closed a share exchange agreement with Go All In and the shareholders of Go All In whereby Kore acquired all of the issued and outstanding shares of Go All In. For financial statement reporting purposes, the share exchange was treated as a reverse acquisition, with Go All In deemed the accounting acquirer and Kore deemed the accounting acquiree under the purchase method of accounting in accordance with Accounting Standards Codification (ASC) 805-10-40, Business Combinations Reverse Acquisitions. The reverse merger is deemed a recapitalization and the consolidated financial statements represent the continuation of the financial statements of Go All In (the accounting acquirer/legal subsidiary) except for its capital structure, and the consolidated financial statements reflect the assets and liabilities of Go All In recognized and measured at their carrying value before the combination and the assets and liabilities of Kore (the legal acquiree/legal parent). The equity structure reflects the equity structure of Kore, the legal parent, and the equity structure of Go All In, the accounting acquirer, as restated using the exchange ratios established in the share exchange agreement to reflect the number of shares of the legal parent. References to the Company in these notes refer to Kore and its wholly-owned subsidiary, Go All In. See Note 7 Bridge Loan and Share Exchange Agreement.

KORE NUTRITION INCORPORATED
(A DEVELOPMENT STAGE COMPANY)
NOTES TO FINANCIAL STATEMENTS

The Company was organized to distribute and market an energy drink and bottled water via the Internet and other retail channels. The Company is a development stage company, as defined by Financial Accounting Standards Board (FASB) guidelines, in the business of developing and providing energy drinks and bottled water.

Accounting Method

The Company maintains its financial statements on the accrual basis of accounting and conforms to generally accepted accounting principles in the United States.

Cash and Cash Equivalents

Cash includes currency on hand and demand deposits with banks and other financial institutions. Cash equivalents are comprised of certain highly liquid investments with original maturities of less than three months. No such cash equivalents existed at December 31, 2010 and 2009.

Allowance for Doubtful Accounts

Trade accounts receivable are recorded at the amount the Company expects to collect on balances outstanding at year-end. The allowances for doubtful accounts at December 31, 2010 and 2009 were $4,907 and $6,701, respectively.

Development Stage

The Company complies with ASC 915-10 for its characterization of the Company as development stage.

Income Taxes

The Company accounts for income taxes using the asset and liability method in accordance with ASC 740, Income Taxes. The asset and liability method provides that deferred tax assets and liabilities are recognized for the expected future tax consequences of temporary differences between the financial reporting and tax bases of assets and liabilities, and for operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using the currently enacted tax rates and laws that will be in effect when the differences are expected to reverse. The Company records a valuation allowance to reduce deferred tax assets to the amount that is believed more likely than not to be realized.

Use of Estimates

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

Revenue Recognition

Revenue is recognized when persuasive evidence of an arrangement exists, delivery of products has occurred, the sales price charged is fixed or determinable, and collectability is reasonably assured. This generally means that Company recognizes revenue when title for product is transferred to the purchaser. In particular, title usually transfers upon shipment to or receipt at a customer s location, as determined by the specific sales term of the transaction. The

Company s policies do not allow for a right of return except for matters related to any manufacturing defects on the Company s part or when the wrong product is delivered.

Inventories

Inventories are valued at the lower of cost or market and consist solely of finished goods using the first in, first out (FIFO) method. The requirements for any provisions of estimated losses for obsolete, excess, or slow-moving inventories are reviewed periodically. Management has determined that no allowance for obsolete or excess inventory is necessary at December 31, 2010 and 2009.

Accounting for Derivative Instrument

All derivatives have been recorded on the balance sheet at fair value based on the lattice model calculation. These derivatives, including embedded derivatives in the Company s convertible promissory note with Asher Enterprises, which has a reset provision to the exercise price and conversion price if the Company issues equity or other derivatives at a price less than the exercise price set forth in promissory note, are separately valued and accounted for on the Company s balance sheet. Fair values for exchange traded securities and derivatives are based on quoted market prices. Where market prices are not readily available, fair values are determined using market based pricing models incorporating readily observable market data and requiring judgment and estimates. The Company valued the conversion features present in their convertible notes using a binomial lattice valuation model, with the assistance of a valuation consultant.

Fair Value of Financial Instruments

On January 1, 2008, the Company adopted ASC No. 820-10, *Fair Value Measurements*. ASC 820-10 relates to financial assets and financial liabilities.

ASC 820-10 defines fair value, establishes a framework for measuring fair value in accounting principles generally accepted in the United States of America (GAAP), and expands disclosures about fair value measurements. The provisions of this standard apply to other accounting pronouncements that require or permit fair value measurements and are to be applied prospectively with limited exceptions.

ASC 820-10 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. This standard is now the single source in GAAP for the definition of fair value, except for the fair value of leased property as defined in SFAS 13. ASC 820-10 establishes a fair value hierarchy that distinguishes between (1) market participant assumptions developed based on market data obtained from independent sources (observable inputs) and (2) an entity s own assumptions, about market participant assumptions, that are developed based on the best information available in the circumstances (unobservable inputs). The fair value hierarchy consists of three broad levels, which gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy under ASC 820-10 are described below:

- Level 1 Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.
- Level 2 Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, including quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; inputs other than quoted prices that are observable for the asset or liability (e.g., interest rates); and inputs that are derived principally from or corroborated by observable market data by correlation or other means.
- Level 3 Inputs that are both significant to the fair value measurement and unobservable. These inputs rely on management s own assumptions about the assumptions that market participants would use in pricing the asset or liability. (The unobservable inputs are developed based on the best information available in the circumstances and may include the Company s own data.)

The following presents the Company s fair value hierarchy for those assets and liabilities measured at fair value on a non-recurring basis as of December 31, 2010 and 2009:

KORE NUTRITION INCORPORATED
(A DEVELOPMENT STAGE COMPANY)
NOTES TO FINANCIAL STATEMENTS

Level 1: None
Level 2: None
Level 3: None
Total Gain (Losses): None

Share-based Compensation

The Company records share based compensation in accordance with ASC 718, *Compensation-Stock Based Compensation,* and ASC 505-50, *Equity-Based Payments to Non-Employees* which requires the measurement and recognition of compensation expense, based on estimated fair values, for all unit-based awards, made to employees and directors, including unit options. ASC 505-50 requires companies to estimate the fair value of unit-based awards on the date of grant using an option-pricing model.

The Company uses the Black-Scholes option-pricing model as its method of determining fair value. This model is affected by the Company s unit price as well as assumptions regarding a number of subjective variables. These subjective variables include, but are not limited to the Company s expected unit price volatility over the term of the awards, and actual and projected employee stock option exercise behaviors. The value of the portion of the award that is ultimately expected to vest is recognized as an expense in the Statement of Operations over the requisite service period. All transactions in which goods or services are the consideration received for the issuance of equity instruments are accounted for based on the fair value of the consideration received or the fair value of the equity instrument issued, whichever is more reliably measurable.

Reclassifications

Certain accounts in the prior-year (audited) financial statements have been reclassified for comparative purposes to conform with the presentation in the current-year (audited) financial statements.

Recently Adopted Accounting Pronouncements

In October 2009, the Financial Accounting Standards Board (FASB) issued new revenue recognition standards for arrangements with multiple deliverables, where certain of those deliverables are non-software related. The new standards permit entities to initially use management s best estimate of selling price to value individual deliverables when those deliverables do not have Vendor Specific Objective Evidence (VSOE) of fair value or when third-party evidence is not available. Additionally, these new standards modify the manner in which the transaction consideration is allocated across the separately identified deliverables by no longer permitting the residual method of allocating arrangement consideration. These new standards are effective for annual periods ending after June 15, 2010 and early adoption is permitted. The Company is currently evaluating the impact of adopting this standard on the Company s consolidated financial position, results of operations and cash flows.

In June 2009, the FASB issued guidance establishing the Codification as the source of authoritative U.S. Generally Accepted Accounting Principles (U. S. GAAP) recognized by the FASB to be applied by nongovernmental entities. Rules and interpretive releases of the Securities and Exchange Commission (SEC) under authority of federal securities laws are also sources of authoritative U.S. GAAP for SEC registrants. The Codification supersedes all existing non-SEC accounting and reporting standards. All other non-grandfathered non-SEC accounting literature not included in the Codification will become non-authoritative. The FASB will no longer issue new standards in the form of Statements, FASB Staff Positions, or Emerging Issues Task Force Abstracts. Instead, the FASB will issue Accounting Standards Updates, which will serve only to update the Codification, provide background information about the guidance and provide the bases for conclusions on changes in the Codification. All content in the Codification carries the same level of authority, and the U.S. GAAP hierarchy was modified to include only two levels of U.S. GAAP: authoritative and non-authoritative.

KORE NUTRITION INCORPORATED
(A DEVELOPMENT STAGE COMPANY)
NOTES TO FINANCIAL STATEMENTS

The Codification is effective for the Company s interim and annual periods beginning with the Company s year ending December 31, 2009. Adoption of the Codification affected disclosures in theConsolidated Financial Statements by eliminating references to previously issued accounting literature, such as SFASs, EITFs and FSPs.

In June 2009, the FASB issued amended standards for determining whether to consolidate a variable interest entity.

These new standards amend the evaluation criteria to identify the primary beneficiary of a variable interest entity and require ongoing reassessment of whether an enterprise is the primary beneficiary of the variable interest entity. The provisions of the new standards are effective for annual reporting periods beginning after November 15, 2009 and interim periods within those fiscal years. The adoption of the new standards will not have an impact on the Company s consolidated financial position, results of operations and cash flows.

In May 2009, the FASB issued guidance establishing general standards for accounting for and disclosure of events that occur after the balance sheet date but before financial statements are issued or are available to be issued and shall be applied to subsequent events not addressed in other applicable generally accepted accounting principles. This guidance, among other things, sets forth the period after the balance sheet date during which management should evaluate events or transactions that may occur for potential recognition or disclosure in the financial statements, the circumstances under which an entity should recognize events or transactions occurring after the balance sheet date in its financial statements and the disclosures an entity should make about events or transactions that occurred after the balance sheet date. The adoption of this guidance had no impact on the Company s consolidated financial position, results of operations and cash flows.

The Emerging Issue Task Force released a pronouncement related to determining whether an instrument (or imbedded Feature) is indexed to an entity s own stock. This became effective for the Company on March 31, 2009. The Company s warrants and its Convertible 8% Senior Secured Notes issued in 2008 have reset provisions to the exercise price and conversion price if the Company issues equity or other derivatives at a price less than the exercise price set forth in such warrants and notes. The adoption of the pronouncement on January 1, 2009, the company recorded a cumulative effect of a change in accounting principle resulting in a reclassification of the Company s outstanding warrants from stockholders equity to liabilities, which required the warrants to be fair valued at each reporting period, with the changes in fair value recognized in the Company s consolidated statement of operations. At December 31, 2010, the Company recorded a derivative liability of $84,911 and a change in the fair value derivative liability for the year ended December 31, 2010 of $19,911. No derivative liability existed as of December 31, 2009.

The Company has implemented all new accounting pronouncements that are in effect and that may impact its financial statements and does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

2. Stockholders Equity

Effective February 16, 2010, the Company amended its articles of incorporation by increasing the authorized capital to 200,000,000 of which 150,000,000 shares are common stock with a par value of $0.001 and 50,000,000 shares are preferred stock with a par value of $0.001 per share.

Effective March 4, 2010, the Company declared a 9.2 for 1 forward split, payable by way of a stock dividend whereby the Company issued an additional 8.2 shares for each share outstanding to stockholders of record as of February 25, 2010. This stock split is presented retroactively in the accompanying financial statements.

In connection with the closing of the share exchange agreement, on March 31, 2010, the Company completed a non-brokered private placement, pursuant to which the Company issued 1,280,000 units at a price of $0.50 per unit for gross proceeds of $640,000.

KORE NUTRITION INCORPORATED
(A DEVELOPMENT STAGE COMPANY)
NOTES TO FINANCIAL STATEMENTS

Each unit consisted of one share of the Company s common stock and one share purchase warrant, with each warrant entitling the holder thereof to purchase one share of theCompany s common stock at the exercise price of $0.60 per share until March 31, 2012. The relative fair market value of the warrants is $278,978.

On March 31, 2010, the Company issued 1,000,000 shares of common stock, at the conversion price of $0.50 per share, in connection with the settlement of $500,000 in debt owing to Venturex Global Investment Corp (Note 3).

On March 31, 2010, the Company paid $40,000 to two former directors and officers of the Company in connection with the cancellation of 101,080,000 restricted shares of the Company s common stock (Note 3 and Note 7).

On March 31, 2010, the Company issued 200,000 shares of common stock, at the conversion price of $0.50 per share, in connection with the settlement of a $100,000 convertible promissory note (Note 7).

On June 7, 2010, the Company issued 520,000 units at a price of $0.50 per unit for gross proceeds of $260,000. Each unit consisted of one share of the Company s common stock and one share purchase warrant, with each warrant entitling the holder thereof to purchase one share of the Company s common stock at the exercise price of $0.60 per share until June 7, 2012. The relative fair market value of the warrants is $116,016. On July 26, 2010, the Company issued 125,000 shares of common stock at a price of $0.40 per share for gross proceeds of $50,000.

On November 7, 2010, the Company issued 750,000 shares of common stock, at the conversion price of $0.10 per share, in connection with the settlement of $75,000 in accounts payable. The fair value of the Company s common stock on the conversion date was $97,500, resulting in a loss on settlement of debt of $22,500.

On November 12, 2010, the Company received funds of $19,783 as part of a subscription agreement to purchase 1,350,000 units at $0.10 per unit. As of December 31, 2010, the Company recorded the funds in common stock payable. Subsequent to the year ended December 31, 2010, the Company issued 1,350,000 units at $0.10 per unit. Each unit consists of one share and one warrant, exercisable at $0.15 per share for a period of 2 years.

On December 20, 2010, the Company issued 123,001 shares of common stock, at the conversion price of $0.08 per share, in connection with the conversion of $10,000 in convertible promissory notes (Note 4).

3. Related Party Transactions

During 2009, Jon Chan advanced $102,000 to the Company and a former director of Go All In advanced $10,000 to the Company. These two notes are interest bearing at 20% per 90 days and are payable on demand. During the year ended December 31, 2010, the Company repaid Jon Chan $102,000 in principal repayments and $35,000 in accrued interest. During the year ended December 31, 2010, the Company recognized a gain on extinguishment of debt of $17,988.

During 2009, a former director of Go All In advanced the Company $5,000 and there is no stated interest rate on the note and is payable on demand. The imputed interest amount is immaterial.

During 2009, Venturex Global Investment Corp. advanced $500,000 to the Company. The Venturex Global Investment Corp. note had a stated interest rate of 12% and was to start to accrue on June 30, 2010 with payments on the note to commence with the quarter ended September 30, 2010 and to continue every quarter thereafter with payments for accrued interest at the note rate paid on the last day of each quarter. The maturity date of the note was June 21, 2014. Effective March 31, 2010, the entire principal amount of the note was converted into 1,000,000 shares of common stock of the Company, at a conversion rate of $0.50 per share, in connection with the closing of the share exchange agreement with Go All In. Accrued interest totalled $40,272 as of December 31, 2010 and is included in interest payable.

In connection with the closing of the share exchange agreement, on March 31, 2010, the Company paid a former director and officer of the Company $22,500 in complete satisfaction of all debt owed by the Company to that former director and officer, including shareholder loans and accrued salaries.

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Further, in connection with the closing of the share exchange agreement, effective March 31, 2010, two former directors and officers of the Company agreed to return an aggregate of 101,080,000 restricted shares of the Company s common stock to treasury for cancellation in exchange for the aggregate payment by the Company to the former directors and officers of $40,000.

During 2010, Complete Advantage, a private company owned by the Chief Executive Officer and an employee of the Company, paid business expenses on behalf of Company in the amount of $230,658. No interest is imputed as this amount relates to operating activity. As of December 31, 2010, this amount is recorded in Accounts Payable- Related Party.

4. Debt

In 2010, the Chief Executive Officer of the Company advanced the Company $20,020 and there is no stated interest rate, which is payable on demand. Imputed interest is immaterial.

In 2010, the shareholders of the Company advanced the Company $51,805 and there is no stated interest rate, which is payable on demand. The full amount was repaid during the year ended December 31, 2010. Imputed interest is immaterial.

During 2009, Jon Chan advanced $102,000 to the Company and a former director of Go All In advanced $10,000 to the Company. These two notes are interest bearing at 20% per 90 days and are payable on demand. During the year ended December 31, 2010, the Company repaid Jon Chan $102,000 in principal repayments and $35,000 in accrued interest. During the year ended December 31, 2010, the Company recognized a gain on extinguishment of debt of $17,988.

The Company evaluated the terms of the notes in accordance with the new standard issued by the FASB related to the disclosure of derivative instruments and hedging activities. The Company determined that the conversion feature did not meet the definition of a liability and therefore did not bifurcate the conversion feature and account for it as a separate derivative liability. The Company evaluated the conversion feature for a beneficial conversion feature. The effective conversion price was compared to the market price on the date of the notes and was deemed to be less than the market value of the common stock at the inception of the note. A beneficial conversion feature was recognized and gave rise to a debt discount of $112,000, which is amortized immediately due to the note being due on demand.

During 2009, a former director of Go All In advanced the Company $5,000 and there is no stated interest rate on the note and it is payable on demand. The imputed interest amount is immaterial.

During 2009, Venturex Global Investment Corp. advanced $500,000 to the Company. The Venturex Global Investment Corp. note had a stated interest rate of 12% and was to start to accrue on June 30, 2010 with payments on the note to commence with the quarter ended September 30, 2010 and to continue every quarter thereafter with payments for accrued interest at the note rate paid on the last day of each quarter. The maturity date of the note was June 21, 2014. During the year ended December 31, 2010, the note was converted into 1,000,000 common shares of the Company.

On February 22, 2010, the Company issued a demand promissory note in the principal amount of $50,000, which is unsecured, bears interest at the rate of 5% per annum, and is repayable in full on demand. During the year ended December 31, 2010, the Company repaid $50,000 in principal repayments.

The Company evaluated the terms of the note in accordance with the new standard issued by the FASB related to the disclosure of derivative instruments and hedging activities. The Company determined that the conversion feature did not meet the definition of a liability and therefore did not bifurcate the conversion feature and account for it as a separate derivative liability. The Company evaluated the conversion feature for a beneficial conversion feature. The effective conversion price was compared to the market price on the date of the notes and was deemed to be more than the market value of our common stock at the inception of the note and therefore no beneficial conversion feature exists.

Effective March 31, 2010, the entire principal amount of the note was converted into 1,000,000 shares of common stock of the Company, at a conversion rate of $0.50 per share, in connection with the closing of the share exchange agreement with Go All In. No interest had accrued on the note as of that date and, as such, there was no interest payable.

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On June 11, 2010, the Company issued a callable secured convertible promissory note of $75,000 (the Note). The Note is due on October 11, 2011, bears interest at 8% per annum and is convertible into shares of common stock at 61% of the average of the lowest three market prices of the Company s shares of common stock for the ten trading days ending one trading day prior to the date of the notice of conversion. In addition, the Note contains a reset provision to the conversion price if the Company issues equity or other derivatives at a price less than the exercise price set forth in promissory note. The Company is also required at all times to have authorized and reserved five times the number of shares that is actually issuable upon full conversion of the Note. The conversion right originally began 120 days following the issue date of the Note.

The Company entered into two amendments to the terms of the note, on July 12, 2010 and October 5, 2010. These amendments allow the Company to pre-pay the principal amount of the note, and accrued interest thereon, prior to the note-holder converting such amounts into shares of the Company s common stock. Pursuant to the October 5, 2010 amendment, until 180 days from June 9, 2010, the Company has the right to prepay the outstanding amount, upon compliance with certain notice procedures, by paying an amount in cash equal to 175% multiplied by the sum of the outstanding principal amount plus any accrued interest thereon plus any default interest, if any, plus any additional amounts that may be payable to accordance with the terms of the convertible note. In addition, the conversion right was amended to begin 180 days following the issue date of the note. As a result, the Note holder had the option to convert the note into shares commencing December 6, 2010.

Pursuant to ASC 815-15*, Embedded Derivatives*, the Company determined that the conversion option should be separated from the host contract and accounted for as derivatives under ASC 815. The conversion feature was classified as liability and measured at their fair value with changes in fair value recorded in the statement of operations.

On December 6, 2010 (conversion period commencement date), the Company recorded a derivative liability of $108,200, and a discount on the note which was capped at the proceeds received of $75,000 on the date of issuance. During the year ended December 31, 2010, the lender elected to convert $10,000 of the note into 123,000 common shares of the Company, at which time the fair value of the derivative liability on the amount was $13,060. During the year ended December 31, 2010, the Company recorded accretion of the discount of $7,654. The Company also recorded a loss on change in fair value of the derivative of $19,911.

As at December 31, 2010, the carrying values of the convertible note and accrued interest payable thereon were $7,654 and $4,660, respectively.

Debt consists of the following:		December 31, 2010		December 31, 2009
Callable secured convertible note in the principal amount of $65,000 with 8% interest rate, 22% interest rate upon default and a maturity date of October 11, 2011.	$	65,000	$	-
Related party demand notes, various terms		35,021		117,000
Related party note payable, bearing interest at 12% payable in quarterly installments including interest beginning September 30, 2010. Interest on the note begins accruing on June 30, 2010. The note matures June 21, 2014.		-		500,000
Total		100,020		617,000
Less amount due within one year		(100,020)		(229,589)

Long-term debt	$ -	$ 387,411
Maturities of long-term debt for the twelve months ending December 31,		
2010	-	229,589
2011	100,020	78,966
2012	-	88,877
2013	-	100,031
2014	-	119,537
Total	$ 100,020	$ 617,000

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5. Derivatives

The Company evaluated the application of ASC 815 for the $65,000 convertible note issued as outlined in Note 4. Based on the guidance in ASC 815, the Company concluded the instrument was required to be accounted for as a derivative. ASC 815 requires the Company to bifurcate and separately account for the conversion feature of the note as an embedded derivative.

In addition, the number of shares issuable pursuant to the conversion feature was variable and the Company determined that the conversion feature met the attributes of a liability and therefore recorded the fair value of the conversion feature as a current liability. The Company is required to record the derivatives on its balance sheet at fair value with changes in the values of these derivatives reflected in the statement of operations. The impact of the application of ASC 815 on the balance sheet is as follows:

	December 31, 2010	December 31, 2009
Beginning Balance	$ -	$ -
Bifurcated Amount	75,000	-
Change in Derivative Liability	19,911	-
Total	**$ 84,911**	**$ -**

Because the Note contains an EITF 00-19 derivative due to the indeterminate number of shares as well as a EITF 07-5 derivative due to the reset of the conversion price, the calculation of the value of the derivative is calculated using the Binomial Lattice Model. The Company uses volatility rates based upon the closing stock price of its common stock. The Company uses a risk free interest rate which is the U.S. Treasury bill rate for securities with a maturity that approximates the estimated expected life of the derivative. The Company uses the closing market price of the common stock on the date of issuance of a derivative or at the end the year when a derivative is valued at fair value.

During the year ended December 31, 2010, the Company recorded a loss on derivatives of $19,911.

6. Going Concern

For the year ended December 31, 2010, the Company incurred net losses of $1,609,610 and has incurred cumulative losses of $13,170,654 since inception. This raises substantial doubt about its ability to continue as a going concern. The ability of the Company to continue as a going concern is dependent on the Company s ability to raise additional capital and implement its business plan. The financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern. Management believes that actions presently being taken to obtain additional funding and implement its strategic plans provide the opportunity for the Company to continue as a going concern.

7. Bridge Loan and Share Exchange Agreement

On February 26, 2010, the Company entered into a share exchange agreement with Go All In. The closing of the agreement occurred on March 31, 2010. Pursuant to the terms of the agreement, the Company agreed to acquire all of the issued and outstanding common shares of Go All In from the shareholders of Go All In, Inc. in exchange for the issuance by the Company to the shareholders of Go All In of an aggregate of 35,425,000 shares of the common stock, on a pro rata basis, of which 30,687,124 shares of common stock were issued effective March 31, 2010.

After the issuance of 35,425,000 shares to the shareholders of Go All In and 1,000,000 shares to Venturex Global Investment Corp, the former shareholders of Go All In own approximately 53.0% of the Company s issued and outstanding common shares. As a result of the closing of the share exchange agreement, Go All In became a wholly-owned subsidiary of the Company.

On February 22, 2010, the Company borrowed (i) $50,000 by way of the issuance of a demand promissory note, and (ii) $100,000 by way of the issuance of a convertible promissory note, which note was convertible into shares of the Company s common stock at the conversion price of $0.50 per share. The convertible promissory note was converted into 200,000 shares of the Company s common stock at the conversion price of $0.50 per share effective March 31, 2010.

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In connection with the entry into the share exchange agreement with Go All In, on February 26, 2010, the Company loaned to Go All In $150,000 by way of a bridge loan pursuant to the terms of a promissory note which bore interest at the rate of 7.5% per month and was to be repayable on September 1, 2010. The Company derived the funds to provide this loan from the issuance of the promissory note and convertible promissory note described in the preceding paragraph. The Company determined that Go All In s obligation to repay the bridge loan was satisfied by the settlement of the promissory note and the convertible promissory note in connection with the closing of the share exchange agreement.

As stated above, the share exchange agreement closed on March 31, 2010 whereby Go All In became a wholly-owned subsidiary of the Company.

Upon the closing of the share exchange agreement, the Company s board of directors appointed Messrs. Jason Chan, Jeffrey Todd, Larry Lucas, and Paul Taylor as directors of the Company. Effective as of the closing of the share exchange agreement, Katherine Rodgers resigned as an officer and director of the Company and the Company s board of directors appointed Jason Chan as the secretary of the Company.

Further, in connection with the closing of the share exchange agreement, Deanna Embury and Katherine Rodgers agreed to return an aggregate of 101,080,000 restricted shares of the Company s common stock to treasury for cancellation in exchange for the aggregate payment by the Company to Deanna Embury and Katherine Rodgers of $40,000.

Further, in connection with the closing of the share exchange agreement, on March 31, 2010, the Company completed a non-brokered private placement, pursuant to which the Company issued 1,280,000 units at a price of $0.50 per unit for gross proceeds of $640,000. Each unit consisted of one share of the Company s common stock and one share purchase warrant, with each warrant entitling the holder thereof to purchase one share of the Company s common stock at the exercise price of $0.60 per share until March 31, 2012.

Pursuant to the terms of the share exchange agreement, on March 31, 2010, the Company issued 1,000,000 shares of the Company s common stock to Venturex Global Investment Corp., at a deemed price of $0.50 per share, in full and final settlement of a promissory note in the principal amount of $500,000 issued by Go All In to Venturex, which was assigned to the Company in connection with the closing of the share exchange agreement.

In connection with the closing of the share exchange agreement, on March 31, 2010, the Company paid Deanna Embury $22,500 in complete satisfaction of all debt owed by the Company to Deanna Embury, including shareholder loans and accrued salaries.

8. Inventory

On April 15, 2010, the Company entered into a consulting agreement with a vendor to create and package drinks in several flavours in consideration for a fixed fee of $5,000 for the first three formulas and a negotiated price for each additional formulation. During the year ended December 31, 2010, the Company purchased additional product and packaging from the vendor in consideration for $127,991.

9. Stock Options

On June 29, 2010, the Company adopted the 2010 Stock Option Plan. The purpose of the plan is to retain the services of valued directors, officers, key employees and consultants of the Company, subsidiaries of the

Company, and such other persons and to encourage such persons to acquire a greater proprietary interest in the Company, thereby strengthening their incentive to achieve the objectives of the shareholders of the Company.

On November 9, 2010, the Company issued 2,155,000 options to directors, officers, consultants and employees to acquire 2,155,000 common shares at $0.13 per share exercisable until November 9, 2015. The options vested immediately upon the grant date. During the year ended December 31, 2010, the Company recorded stock-based compensation of $203,066 as general and administrative expenses.

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The fair value for stock options during the year ended December 31, 2010 was estimated at the grant date using the Black-Scholes option-pricing model and the weighted average fair value of stock options vested was $0.09 per share.

The weighted average assumptions used are as follows:

	Year Ended December 31, 2010
Expected dividend yield	0%
Risk-free interest rate	1.10%
Expected volatility	112%
Expected option life (in years)	4.39

The following table summarizes the continuity of the Company s stock options:

	Number of Options	Weighted Average Exercise Price	Weighted-Average Remaining Contractual Term (years)	Intrinsic Value
Outstanding: December 31, 2009				
Granted	2,155,000	$ 0.13		
Expired				
Outstanding: December 31, 2010	2,155,000	$ 0.13	4.86	
Exercisable: December 31, 2010	2,155,000	$ 0.13	4.86	

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10. Share Purchase Warrants

In connection with the closing of the share exchange agreement, on March 31, 2010, the Company completed a non-brokered private placement, pursuant to which the Company issued 1,280,000 units at a price of $0.50 per unit for gross proceeds of $640,000. Each unit consisted of one share of the Company s common stock and one share purchase warrant, with each warrant entitling the holder thereof to purchase one share of the Company s common stock at the exercise price of $0.60 per share until March 31, 2012. The relative fair market value of the warrants is $278,987.

On June 7, 2010, the Company issued 520,000 units at a price of $0.50 per unit for gross proceeds of $260,000. Each unit consisted of one share of the Company s common stock and one share purchase warrant, with each warrant entitling the holder thereof to purchase one share of the Company s common stock at the exercise price of $0.60 per share until June 7, 2012. The relative fair market value of the warrants is $116,016.

A summary of the changes in the Company s common share purchase warrants is presented below:

	Number	Weighted Average Exercise Price
Balance December 31, 2009	-	-
Issued	1,800,000	$ 0.60
Expired	-	-
Balance December 31, 2010	1,800,000	$ 0.60

Additional information regarding warrants as at December 31, 2010, is as follows:

Number of Warrants	Exercise Price	Expiry Date
1,280,000	$ 0.60	March 12, 2012
520,000	$ 0.60	June 7, 2012
1,800,000		

11. Commitments

On June 1, 2007, the Company entered into an agreement to acquire the All N Trademark, as registered for use in conjunction with clothing and energy drinks, in consideration for $50,000 upon execution of the agreement. The Company also agreed to pay a royalty of 1% on all gross sales of the trademarked energy drinks, clothing and related products sold by the Company until a total amount of $175,000 has been reached. During the period from June 1, 2007 to December 31, 2010, the Company has paid royalties of $3,372. As at December 31, 2010, the Company owes $676 which is included in accounts payable.

12. Income Taxes

The Company accounts for income taxes under ASC 740, Income Taxes. Deferred income tax assets and liabilities are determined based upon differences between financial reporting and tax bases of assets and liabilities and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse. Income tax expense differs from the amount that would result from applying the U.S federal and state income tax rates to earnings before income taxes. The Company has a net operating loss carryforward of approximately $9,366,000 available to offset taxable income in future years which expire through fiscal 2029.

Pursuant to ASC 740, the potential benefit of the net operating loss carryforward has not been recognized in the financial statements since the Company cannot be assured that it is more likely than not that such benefit will be utilized in future years.

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12. Income Taxes (continued)

The Company is subject to United States federal and state income taxes at an approximate rate of 35%. The reconciliation of the provision for income taxes at the United States federal statutory rate compared to the Company s income tax expense as reported is as follows:

		December 31, 2010 $		December 31, 2009 $
Income tax recovery at statutory rate	$	563,400	$	2,797,000
Permanent differences		(82,400)		
Valuation allowance change		(481,000)		(2,797,000)
Provision for income taxes	$		$	

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Deferred income taxes arise from temporary differences in the recognition of income and expenses for financial reporting and tax purposes. The significant components of deferred income tax assets and liabilities at December 31, 2010 and 2009 are as follows:

		December 31, 2010 $		December 31, 2009 $
Net operating loss carryforward	$	3,278,100	$	2,797,000
Valuation allowance		(3,278,100)		(2,797,000)
Net deferred income tax asset	$		$	

The Company has recognized a valuation allowance for the deferred income tax asset since the Company cannot be assured that it is more likely than not that such benefit will be utilized in future years. The valuation allowance is reviewed annually. When circumstances change and which cause a change in management's judgment about the realizability of deferred income tax assets, the impact of the change on the valuation allowance is generally reflected in current income.

13. Subsequent Event

Subsequent to the year ended December 31, 2010, the Company issued 1,350,000 units at $0.10 per unit. Each unit consists of one share and one warrant, exercisable at $0.15 per share for a period of 2 years.

On January 3, 2011, the lender of the $65,000 convertible note elected to convert $20,000 of the note into 371,058 common shares of the Company. On January 24, 2011, the lender of the $65,000 convertible note elected to convert $15,000 of the note into 245,902 common shares of the Company. On February 3, 2011, the Company repaid the remaining balance of the note of $30,000 plus an early repayment penalty of $22,500.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE.

On May 3, 2010, our board of directors approved the dismissal, to be effective as of April 30, 2010, of LBB & Associates Ltd., LLP (LBB) as our independent principal accountant and we engaged the accounting firm of M&K CPAS PLLC (M&K), as our new independent principal accountant. The decision to dismiss LBB and to appoint M&K was approved by our board of directors on May 3, 2010.

LBB s report on our financial statements for the period from incorporation on October 13, 2006 to December 31, 2009 did not contain an adverse opinion or disclaimer of opinion, or qualification or modification as to uncertainty, audit scope or accounting principles, except that our audited financial statements contained in our annual report on Form 10-K for year ended December 31, 2009 contained an explanatory paragraph expressing substantial doubt as to our ability to continue as a going concern.

During the two most recent fiscal years and the subsequent interim periods thereto, there were no disagreements with LBB, whether or not resolved, on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which, if not resolved to LBB s satisfaction, would have caused it to make reference to the subject matter of the disagreement in connection with its report on our financial statements. During the two most recent fiscal years, and in the subsequent interim periods through the date of dismissal of LBB, there were no reportable events (as described in Item 304(a)(1)(v) of Regulation S-K) with LBB.

We provided LBB with a copy of this disclosure prior to its filing with the Securities and Exchange Commission, and requested that they furnish us with a letter addressed to the Securities and Exchange Commission stating whether they agree with the statements made in this report, and if not, stating the aspects with which they do not agree. The letter from LLB dated May 7, 2010 is filed as an exhibit to this Annual Report on Form 10-K.

Effective April 30, 2010, we engaged M&K as our independent accountant. During the two most recent fiscal years and the subsequent interim periods through the date of appointment, we have not consulted with M&K regarding either the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on our financial statements, nor has M&K provided to us a written report or oral advice that M&K concluded was an important factor considered by us in reaching a decision as to the accounting, auditing or financial reporting issue. In addition, during such periods, we have not consulted with M&K regarding any matter that was either the subject of a disagreement (as defined in Item 304(a)(1)(iv) and the related instructions) or a reportable event (as described in Item 304(a)(1)(v) of Regulation S-K).

We have provided a copy of the disclosures in this report to M&K and offered them the opportunity to furnish a letter to the Commission contemplated by Item 304(a)(2)(ii)(D) of Regulation S-K. M&K has advised that it does not intend to furnish such a letter to the Commission.

ITEM 9A CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

As required by paragraph (b) of Rules 13a-15 or 15d-15 under the Exchange Act, our principal executive officer and principal financial officer evaluated our company s disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act) as of the end of the period covered by this annual report on Form 10-K. Based on this evaluation, these officers concluded that as of the end of the period covered by this annual report on Form 10-K, these disclosure controls and procedures were not effective to ensure that the information required to be disclosed by our company in reports it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission and include controls and procedures designed to ensure that such information is accumulated and communicated to our company s management, including our company s principal executive officer and principal financial officer, to allow timely decisions regarding required disclosure.

The conclusion that our disclosure controls and procedures were not effective was due to the presence of material weaknesses in internal control over financial reporting as identified below under the heading Management s Report on Internal Control Over Financial Reporting. Management anticipates that such disclosure controls and procedures will not be effective until the material weaknesses are remediated. Our company intends to remediate the material weaknesses as set out below.

Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues, if any, within our company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty and that breakdowns can occur because of simple error or mistake.

Management s Report on Internal Control Over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over our financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) of the Exchange Act). Our company s internal control over financial reporting is designed to provide reasonable assurance, not absolute assurance, regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles in the United States of America. Internal control over financial reporting includes those policies and procedures that: (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our company s assets; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles in the United States of America, and that our company s receipts and expenditures are being made only in accordance with authorizations of our management and directors; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. In addition, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions and that the degree of compliance with the policies or procedures may deteriorate.

Our Management, including our principal executive officer and principal financial officer, conducted an evaluation of the design and operation of our internal control over financial reporting as of December 31, 2010 based on the criteria set forth in the SEC s Release No. 33-8810: Commission Guidance Regarding Management s Report on Internal Control Over Financial Reporting Under Section 13(a) or 15(d) of the Securities Exchange Act of 1934. This evaluation included review of the documentation of controls, evaluation of the design effectiveness of controls, testing of the operating effectiveness of controls and a conclusion on this evaluation. Based on this evaluation, our management concluded our internal control over financial reporting was not effective as at December 31, 2010 due to the following material weaknesses which are indicative of many small companies with small staff: (i) inadequate segregation of duties and effective risk assessment; (ii) insufficient written policies and procedures for accounting and financial reporting with respect to the requirements and application of both US GAAP and SEC guidelines; (iii) inadequate security and restricted access to computer systems including insufficient disaster recovery plans; and (iv) no written whistle-blower policy.

Our company plans to take steps to enhance and improve the design of our internal controls over financial reporting. Our management is currently evaluating remediation plans for the above deficiencies. During the period covered by this annual report on Form 10-K, we have not been able to remediate the weaknesses described above. However, we plan to take steps to enhance and improve the design of our internal control over financial reporting.

Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues, if any, within our company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty and that breakdowns can occur because of simple error or mistake.

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Changes in Internal Control Over Financial Reporting.

There were no changes in our company s internal control over financial reporting during the quarter ended December 31, 2010 that have materially affected, or are reasonably likely to materially affect, our company s internal control over financial reporting.

ITEM 9B. OTHER INFORMATION.

None.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Directors and Executive Officers

As of April 8, 2011, the following individuals serve as the directors and executive officers of our company. All directors of our company hold office until the next annual meeting of our shareholders or until their successors have been elected and qualified. The executive officers of our company are appointed by our board of directors and hold office until their death, resignation or removal from office.

Name	Position	Age	Date First Elected or Appointed
Jeffrey Todd	President and Director	45	March 31, 2010
Jason Chan	Secretary and Director	29	March 31, 2010
Larry Lucas	Director	59	March 31, 2010
Paul Taylor	Director	56	March 31, 2010

Significant Employees

We have no significant employees aside from our officers and directors.

Family Relationships

There are no family relationships between or among our directors, executive officers or persons nominated or chosen by our company to become directors or executive officers.

Business Experience

Jeffrey Todd, President and Director

Jeff Todd has been the managing partner and president of SourcePro Corporation, a company that specializes in executive search and placement of professionals in the manufacturing world, since January, 2000. SourcePro s clients include companies involved in the food and beverage, technology, and entertainment industries. Mr. Todd obtained a bachelors degree from the University of Redlands in June, 1988.

We believe Mr. Todd is qualified to serve on our board of directors because of his knowledge of our company s history and current operations, which he gained from working for our company as described above, in addition to his education and business experiences as described above.

Jason Chan, Secretary and Director

Jason Chan has been a realtor and consultant for Jason Chi Chan, LLC since May, 2006. From May, 2005 to May, 2006, he was the manager of Chan Poker, LLC. Mr. Chan obtained a Bachelor of Arts degree from the University of Nevada, Las Vegas, in May, 2005.

We believe Mr. Chan is qualified to serve on our board of directors because of his knowledge of our company s history and current operations, which he gained from working for our company as described above, in addition to his education and business experiences as described above.

Larry Lucas, Director

Mr. Lucas has over 35 years of executive sales/marketing experience in the United States and internationally. Since April, 2005, he has been a senior vice-president of SSC Marketing Inc. From May, 1994 until April, 2005, Mr. Lucas was the national sales manager of California Scents, a leading air freshener company. Mr. Lucas serves on the board of several consumer products companies, and is a member of several national management and business associations. He has also held senior executive positions with companies such as Bausch & Lomb, Vivitar Corporation and Pentel of America. Mr. Lucas received a Bachelor of Science in Business Administration from the Kansas State Teachers College in May, 1974.

We believe Mr. Lucas is qualified to serve on our board of directors because of his knowledge of our company s history and current operations, which he gained from working for our company as described above, in addition to his education and business experiences as described above.

Paul Taylor, Director

Mr. Taylor has been the president of Taylor Consulting since 2008. From 2004 until 2008, he was the east coast manager for Tasker Products Corp., a company engaged in the manufacture, distribution and marketing of products that use a process that enables copper sulfate, a compound with bacteriostatic properties, to remain active throughout certain interactions with hydrogen. From 2000 to 2004, Mr. Taylor was the northeast sales manager for Vasomedical Inc., a company that develops and markets non-invasive counterpulsation devices for the treatment of cardiac patients. Mr. Taylor obtained a Bachelor of Science in Business Administration from the University of Delaware in June, 1978.

We believe Mr. Taylor is qualified to serve on our board of directors because of his knowledge of our company s history and current operations, which he gained from working for our company as described above, in addition to his education and business experiences as described above.

Involvement in Certain Legal Proceedings

Our directors and executive officers have not been involved in any of the following events during the past ten years:

1. any bankruptcy petition filed by or against any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within two years prior to that time;

2. any conviction in a criminal proceeding or being subject to a pending criminal proceeding (excluding traffic violations and other minor offenses);

3. being subject to any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities or banking activities;

4. being found by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission or the Commodity Futures Trading Commission to have violated a federal or state securities or commodities law, and the judgment has not been reversed, suspended, or vacated;

5. being the subject of, or a party to, any federal or state judicial or administrative order, judgment, decree, or finding, not subsequently reversed, suspended or vacated, relating to an alleged violation of: (i) any

federal or state securities or commodities law or regulation; or (ii) any law or regulation respecting financial institutions or insurance companies including, but not limited to, a temporary or permanent injunction, order of disgorgement or restitution, civil money penalty or temporary or permanent cease-and-desist order, or removal or prohibition order; or (iii) any law or regulation prohibiting mail or wire fraud or fraud in connection with any business entity; or

6. being the subject of, or a party to, any sanction or order, not subsequently reversed, suspended or vacated, of any self-regulatory organization (as defined in Section 3(a)(26) of the Securities Exchange Act of 1934), any registered entity (as defined in Section 1(a)(29) of the Commodity Exchange Act), or any equivalent exchange, association, entity or organization that has disciplinary authority over its members or persons associated with a member.

Director Independence

We are not subject to listing requirements of any national securities exchange or national securities association and, as a result, we are not at this time required to have our board comprised of a majority of independent directors. Our determination of independence of directors is made using the definition of independent director contained in Rule 4200(a)(15) of the Marketplace Rules of the NASDAQ Stock Market (NASDAQ), even though such definitions do not currently apply to us because we are not listed on NASDAQ. We have determined that Jeffrey Todd and Jason Chan do not meet the definition of independent as a result of their position as executive officers. We have determined that Paul Taylor and Larry Lucas meet the definition of independent and have no material relationship with our company that would reasonably be expected to affect their independent judgment.

Audit Committee

Our company s audit committee is composed of Jeffrey Todd and Jason Chan, who we have determined are not independent. The audit committee is directed to: review the scope, cost and results of the independent audit of our books and records; review the results of the annual audit with management; review the adequacy of our accounting, financial and operating controls; recommend annually to the board of directors the selection of the independent registered accountants; consider proposals made by the independent accountants for consulting work; and report to the board of directors, when so requested, on any accounting or financial matters. The board of directors adopted its charter for the audit committee on March 29, 2010.

Audit Committee Financial Expert

Our board of directors has determined that it does not have an audit committee member that qualifies as an audit committee financial expert as defined in Item 407(d)(5)(ii) of Regulation S-K. We believe that the audit committee members are collectively capable of analyzing and evaluating our financial statements and understanding internal controls and procedures for financial reporting. In addition, we believe that retaining an independent director who would qualify as an audit committee financial expert would be overly costly and burdensome and is not warranted in our circumstances given the early stages of our development and the fact that we have generated nominal revenues to date.

Nomination Procedures For Appointment of Directors

As of April 8, 2011, we had not effected any material changes to the procedures by which our shareholders may recommend nominees to our board of directors. Our board of directors does not have a policy with regards to the consideration of any director candidates recommended by our shareholders. Our board of directors has determined that it is in the best position to evaluate our company s requirements as well as the qualifications of each candidate when the board considers a nominee for a position on our board of directors. If shareholders wish to recommend candidates directly to our board, they may do so by sending communications to the president of our company at the address on the cover of this annual report.

Code of Ethics

As of April 8, 2011, we have not yet adopted a code of ethics that applies to our company s president (being our principal executive officer) and our company s secretary and treasurer (being our principal financial officer and principal accounting officer), as well as persons performing similar functions. We believe that due to the size of our company and limited financial resources, we do not require a code of ethics.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act requires our executive officers and directors, and persons who own more than 10% of our common stock, to file reports regarding ownership of, and transactions in, our securities with the Securities and Exchange Commission and to provide us with copies of those filings. Based solely on our review of the copies of such forms received by us, or written representations from certain reporting persons, we believe that during the fiscal year ended December 31, 2010, all filing requirements applicable to our officers, directors and greater than 10% percent beneficial owners were complied with.

ITEM 11. EXECUTIVE COMPENSATION.

The following table sets forth all compensation received during the two years ended December 31, 2010 and December 31, 2009 by our principal executive officer and principal financial officer and each of the other most highly compensated executive officers whose total compensation exceeded $100,000 in such fiscal year. These officers are referred to as the Named Executive Officers in this report.

Summary Compensation

The following table provides a summary of the compensation received by the persons set out therein for each of our last two fiscal years:

SUMMARY COMPENSATION TABLE									
Name and Principal Position	Year	Salary ($)	Bonus ($)	Stock Awards ($)	Awards ($)	Non-Equity Incentive Plan Option tion ($)	Nonqualified Deferred Compensa-Earnings ($)	All Other Compensation -tion ($)	Compensa Total ($)
Jeffrey Todd President and Director[1]	2010 2009	Nil N/A	Nil N/A	Nil N/A	19,092 [4] N/A	Nil N/A	Nil N/A	Nil N/A	19,092 N/A
Jason Chan Secretary and Director[2]	2010 2009	Nil N/A	Nil N/A	Nil N/A	10,910 [5] N/A	Nil N/A	Nil N/A	Nil N/A	10,910 N/A
David Powley President and Chief Executive Officer of Go All In, Inc.[3]	2010 2009	Nil N/A	Nil N/A	Nil N/A	19,092 [6] N/A	Nil N/A	Nil N/A	Nil N/A	19,092 N/A

(1) Jeffrey Todd was appointed as our president and director on March 31, 2010

(2) Jason Chan was appointed as our secretary and director on March 31, 2010.

(3) David Powley was appointed President and Chief Executive Officer of Go All In, Inc. on August 24, 2010.

(4) On November 9, 2010, we granted Jeffrey Todd 175,000 stock options at an exercise price of $0.13 per share. These options are exercisable until November 9, 2015.

(5) On November 9, 2010, we granted Jason Chan 100,000 stock options at an exercise price of $0.13 per share. These options are exercisable until November 9, 2015.

(6) On November 9, 2010, we granted David Powley 175,000 stock options at an exercise price of $0.13 per share. These options are exercisable until November 9, 2015.

Compensation Discussion and Analysis

There are no arrangements or plans in which we provide pension, retirement or similar benefits for directors or executive officers. Our directors and executive officers may receive stock options at the discretion of our board of directors in the future. We do not have any material bonus or profit sharing plans pursuant to which cash or non-cash compensation is or may be paid to our directors or executive officers, except that stock options may be granted at the discretion of our board of directors from time to time. We have no plans or arrangements in respect of remuneration received or that may be received by our executive officers to compensate such officers in the event of termination of employment (as a result of resignation, retirement, change of control) or a change of responsibilities following a change of control.

Employment Agreements

As of April 8, 2011, we do not have any employment agreements with our executive officers.

Outstanding Equity Awards at Fiscal Year-End

On July 24, 2010, our board of directors approved of our 2010 Stock Option Plan (the Plan). The Plan is described in summarized under the heading Item 5 Equity Compensation Plans .

The following table sets forth for each named executive officer certain information concerning the outstanding equity awards as of December 31, 2010.

	Option awards				**Stock awards**			
Name	**Number of Securities Underlying Unexercised Options**	**Number of Securities Underlying Unexercised Options**	**Option Exercise**	**Option Expiration**	**Number of Shares or Units of Stock that Have Not**	**Market Value of Shares or Units of Stock that**	**Equity Incentive Plan Awards : Number of Unearned Shares, Units or Other Rights that Have Not**	**Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights that Have Not**

and Principal Position	**Exercisable**	**Unexercisable**	**Price**	**Date**	**Vested**	**Have Not Vested**	**Vested**	**Vested**
Jeffrey Todd President and Director	175,000	0	$0.13	November 9, 2015	0	0	0	0
Jason Chan Secretary and Director	100,000	0	$0.13	November 9, 2015	0	0	0	0
David Powley President and Chief Executive Officer of Go All In, Inc.	175,000	0	$0.13	November 9, 2015	0	0	0	0

Aggregated Option Exercises

There were no exercised by any officer or director of our company during the twelve month period ended December 31, 2010.

Long-Term Incentive Plan

Our company does not have a long-term incentive plan in favor of any director, officer, consultant or employee of our company.

Directors Compensation

The following table sets forth for each director certain information concerning his compensation for the year ended December 31, 2010.

Name and Principal Position	Fees Earned or Paid in Cash ($)	Stock Awards ($)	Option Awards ($)	Non-Equity Incentive Plan Compensation ($)	Change in Pension Value and Nonqualified Deferred Compensation Earnings ($)	All Other Compensation ($)	Total ($)
Paul Taylor	Nil	Nil	3,273 (1)	Nil	Nil	Nil	3,273
Larry Lucas	Nil	Nil	5,455 (2)	Nil	Nil	Nil	5,455

(1) On November 9, 2010, we granted Paul Taylor 30,000 stock options at an exercise price of $0.13 per share. These options are exercisable until November 9, 2015.

(2) On November 9, 2010, we granted Larry Lucas 50,000 stock options at an exercise price of $0.13 per share. These options are exercisable until November 9, 2015.

Pension and Retirement Plans

Currently, we do not offer any annuity, pension or retirement benefits to be paid to any of our officers, directors or employees in the event of retirement.

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

Principal Stockholders

The following table sets forth, as of April 8, 2011, certain information with respect to the beneficial ownership of our common stock by of our current directors and executive officers as a group. Each person has sole voting and investment power with respect to the shares of common stock they hold, except as otherwise indicated. Beneficial ownership consists of a direct interest in the shares of common stock, except as otherwise indicated. As of April 8, 2011, there was one shareholder known by us to be the beneficial owner of more than 5% of our common stock.

Name and Address of Beneficial Owner	**Title of Class**	**Amount and Nature of Beneficial Ownership[1]**	**Percentage of Class[2]**
Jeffrey Todd Director c/o 2505 Anthem Village, Suite E-460, Henderson, NV 89052	Options	175,000	0.3%
Jason Chan Secretary and Director c/o 2505 Anthem Village, Suite E-460, Henderson, NV 89052	Common Options	450,374 100,000	0.7% 0.2%
Larry Lucas Director c/o 2505 Anthem Village, Suite E-460, Henderson, NV 89052	Options	50,000	0.1%
Paul Taylor Director c/o 2505 Anthem Village, Suite E-460, Henderson, NV 89052	Common	30,000	0.0%
David Powley c/o 2505 Anthem Village, Suite E-460, Henderson, NV 89052	Common	175,000	0.3%
All officers and directors as a group (5 persons)	**Common**	**655,374**	**1.0%**

Maxcorp Company Asia Ltd Temple Financial Centre, PO Box 228 Leeward Highway Prvidenciales	Common	3,351,863	5.1 %

(1) Except as otherwise indicated, we believe that the beneficial owners of the common stock listed above, based on information furnished by such owners, have sole investment and voting power with respect to such shares, subject to community property laws where applicable. Beneficial ownership is determined in accordance with the rules of the Securities and Exchange Commission and generally includes voting or investment power with respect to securities. Shares of common stock subject to options or warrants currently exercisable, or exercisable within 60 days, are deemed outstanding for purposes of computing the percentage ownership of the person holding such option or warrants, but are not deemed outstanding for purposes of computing the percentage ownership of any other person.

(2) Based on 65,881,393 shares of common stock as of April 8, 2011.

Changes in Control

We are unaware of any contract or other arrangement the operation of which may at a subsequent date result in a change in control of our company.

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

Other than as listed below, no director, officer, principal shareholder holding at least 5% of our common shares, or any family member thereof, had any material interest, direct or indirect, in any transaction, or proposed transaction, since the beginning of our last fiscal year ended December 31, 2010, in which the amount involved in the transaction exceeded or exceeds the lesser of $120,000 or one percent of the average of our total assets at year-end for the last three completed fiscal years.

During 2009, Jon Chan advanced $102,000 to All In and Mr. Martinez advanced $10,000 to our company. These two notes are interest bearing at 20% and are payable on demand. During the year ended December 31, 2010, we repaid Jon Chan $102,000 in principal repayments and $35,000 in accrued interest. As of April 8, 2011, we do not owe Jon Chan any funds and owe Mr. Martinez $10,000.

During 2009, Mr. Duncan advanced us $5,000. There is no stated interest rate on the note and it is payable on demand. As of April 8, 2011, we owe Mr. Duncan $5,000.

During 2009, Venturex Global Investment Corp. advanced $500,000 to All In. The Venturex Global Investment Corp. note had a stated interest rate of 12% and was to start to accrue on June 30, 2010 with payments on the note to commence with the quarter ended September 30, 2010 and to continue every quarter thereafter with payments for accrued interest at the note rate paid on the last day of each quarter. The maturity date of the note was June 21, 2014. Effective March 31, 2010, the entire principal amount of the note was converted into 1,000,000 of our common shares at a conversion rate of $0.50 per share in connection with the closing of the share exchange agreement with All In. No interest had accrued on the note as of that date and, as such, there was no interest payable.

In connection with the closing of the share exchange agreement, on March 31, 2010, we paid Deanna Embury $22,500 in complete satisfaction of all debt owed by us to Ms. Embury, including shareholder loans and accrued salaries.

Further, in connection with the closing of the share exchange agreement, effective March 31, 2010, Deanna Embury and Katie agreed to return an aggregate of 101,080,000 restricted shares of our common stock to treasury for cancellation in exchange for the aggregate payment by us to the them of $40,000.

During 2010, Complete Advantage, a private company owned by the Jeffrey Todd advanced the Company $5,455. There is no stated interest rate and the loan is payable on demand.

In 2010, Jeffrey Todd advanced us $53,993. There is no stated interest rate and the loan is payable on demand.

In 2010, Mr. Jao advanced us $41,039 and another shareholder advanced us $766. There is no stated interest rate and the loans are payable on demand.

Corporate Governance

Director Independence

Paul Taylor and Larry Lucas are independent directors, as that term is used in Rule 4200(a)(15) of the Nasdaq Marketplace Rules and National Instrument 52-110. Jeffrey Todd and Jason Chan are not independent directors due to the position as our executive officers.

Audit Committee

The Company s audit committee is composed of Jeffrey Todd and Jason Chan, who are not independent as defined by Nasdaq Marketplace Rule 4200(a)(15) or National Instrument 52-110 as adopted by the British Columbia Securities Commission. The audit committee is directed to: review the scope, cost and results of the independent audit of our books and records; review the results of the annual audit with management; review the adequacy of our accounting, financial and operating controls; recommend annually to the board of directors the selection of the independent registered accountants; consider proposals made by the independent accountants for consulting work; and report to the board of directors, when so requested, on any accounting or financial matters. The board of directors adopted its charter for the audit committee on March 29, 2010.

Audit Committee Financial Expert

Our board of directors has determined that it does not have an audit committee member that qualifies as an audit committee financial expert as defined in Item 407(d)(5)(ii) of Regulation S-K. We believe that the audit committee members are collectively capable of analyzing and evaluating our financial statements and understanding internal controls and procedures for financial reporting. In addition, we believe that retaining an independent director who would qualify as an audit committee financial expert would be overly costly and burdensome and is not warranted in our circumstances given the early stages of our development and the fact that we have not generated revenues to date.

Compensation Committee Compensation Committee Interlocks and Insider Participation

Our board of directors acts as our compensation committee. We believe that striking a compensation committee and appointing additional independent directors to such committee would be overly costly and burdensome and is not warranted in our circumstances given the early stages of our development and the fact that we have not generated revenues to date. Our board of directors responsibilities in acting as our compensation committee is to oversee our company s compensation and benefit plans, including our compensation plan. Our board of directors also monitors and evaluates matters relating to the compensation and benefits structure of our company. Our company has not adopted a Compensation Committee Charter.

Transactions with Independent Directors

None of our independent directors entered into any transaction, relationship or arrangement during the year ended December 31, 2010 that was considered by our board of directors in determining whether the director maintained his or her independence in accordance with Nasdaq Marketplace Rule 4200(a)(15).

National Instrument 52-110

We are a reporting issuer in the Province of British Columbia. National Instrument 52-110 of the Canadian Securities Administrators requires our company, as a venture issuer, to disclose annually in our annual report certain information concerning the constitution of our audit committee and our relationship with our independent auditor. As defined in National Instrument 52-110, we have two independent directors. For a description of the education and experience of our audit committee members that is relevant to the performance of their respective responsibilities as audit committee members, please see the disclosure under the heading Item 10. Directors, Executive Officers and Corporate Governance Business Experience .

Our board of directors has determined that it does not have an audit committee member that qualifies as an audit committee financial expert as defined in Item 407(d)(5)(ii) of Regulation S-K. Our audit committee is composed of our directors and officers. We believe that the audit committee members are capable of analyzing and evaluating our financial statements and understanding internal controls and procedures for financial reporting. In addition, we believe that retaining an independent director who would qualify as an audit committee financial expert would be overly costly and burdensome and is not warranted in our circumstances given the early stages of our development and the fact that we have not generated revenues to date.

The audit committee is responsible for review of both interim and annual financial statements for our company. For the purposes of performing their duties, the members of the audit committee have the right at all times, to inspect all the books and financial records of our company and any subsidiaries and to discuss with management and the external auditors of our company any accounts, records and matters relating to the financial statements of our company. The audit committee meets periodically with management and annually with the external auditors.

Since the commencement of our company s most recently completed financial year, our company s board of directors has not failed to adopt a recommendation of the audit committee to nominate or compensate an external auditor.

Since the commencement of our company s most recently completed financial year, our company has not relied on the exemptions contained in sections 2.4 or 8 of National Instrument 52-110. Section 2.4 (De Minimis Non-audit Services) provides an exemption from the requirement that the audit committee must pre-approve all non-audit services to be provided by the auditor, where the total amount of fees related to the non-audit services are not expected to exceed 5% of the total fees payable to the auditor in the fiscal year in which the non-audit services were provided. Section 8 (Exemptions) permits a company to apply to a securities regulatory authority for an exemption from the requirements of National Instrument 52-110 in whole or in part.

The audit committee has adopted specific policies and procedures for the engagement of non-audit services as set out in the Audit Committee Charter of our company. A copy of our company s Audit Committee Charter is filed as an exhibit to this annual report.

National Instrument 58-110

We are a reporting issuer in the Province of British Columbia. National Instrument 58-110 of the Canadian Securities Administrators requires our company, as a venture issuer, to disclose annually in our annual report certain information concerning corporate governance disclosure.

Board of Directors

Our board of directors currently acts with four members consisting of Jeffrey Todd, Jason Chan, Larry Lucas, and Paul Taylor. We have determined that Jason Chan and Jeffrey Todd, are not independent as that term is defined in National Instrument 52-110 due to the fact that they are officers of our company. Hence, the majority of our board of directors is not independent.

Our board of directors facilitates its exercise of independent supervision over management by endorsing the guidelines for responsibilities of the board as set out by regulatory authorities on corporate governance in Canada and the United States. Our board s primary responsibilities are to supervise the management of our company, to establish an appropriate corporate governance system, and to set a tone of high professional and ethical standards.

The board is also responsible for:

- selecting and assessing members of the board;

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- choosing, assessing and compensating the president, secretary and treasurer of our company, approving the compensation of all executive officers and ensuring that an orderly management succession plan exists;
- reviewing and approving our company s strategic plan, operating plan, capital budget and financial goals, and reviewing its performance against those plans;
- adopting a code of conduct and a disclosure policy for our company, and monitoring performance against those policies;
- ensuring the integrity of our company s internal control and management information systems;
- approving any major changes to our company s capital structure, including significant investments or financing arrangements; and
- reviewing and approving any other issues which, in the view of the board or management, may require board scrutiny.

Directorships

Our directors are not currently directors of any other reporting issuers or the equivalent in a foreign jurisdiction.

Ethical Business Conduct

We do not currently have a written Code of Ethical Business Conduct for our directors, officers and employees, but we view good corporate governance as an integral component to our success. Our Board of Directors has found that the fiduciary duties placed on individual directors by our governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director s participation in decisions of the Board of Directors in which the director has an interest have been sufficient to ensure that the Board of Directors operates independently of management and in the best interests of our company.

Orientation and Continuing Education

We have an informal process to orient and educate new recruits to the board regarding their role on the board, our committees and our directors, as well as the nature and operations of our business. This process provides for an orientation with key members of the management staff, and further provides access to materials necessary to inform them of the information required to carry out their responsibilities as a board member. This information includes the most recent board approved budget, the most recent annual report, the audited financial statements and copies of the interim quarterly financial statements.

The board does not provide continuing education for its directors. Each director is responsible to maintain the skills and knowledge necessary to meet his obligations as director.

Nomination of Directors

The board is responsible for identifying new director nominees. In identifying candidates for membership on the board, the board takes into account all factors it considers appropriate, which may include strength of character, mature judgment, career specialization, relevant technical skills, diversity and the extent to which the candidate would fill a present need on the board. As part of the process, the board, together with management, is responsible for conducting background searches, and is empowered to retain search firms to assist in the nominations process. Once candidates have gone through a screening process and met with a number of the existing directors, they are formally put forward as nominees for approval by the board.

Assessments

The board intends that individual director assessments be conducted by other directors, taking into account each director s contributions at board meetings, service on committees, experience base, and their general ability to contribute to one or more of our company s major needs. However, due to our stage of development and our need to deal with other urgent priorities, the board has not yet implemented such a process of assessment.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

Audit fees

The aggregate fees billed by M&K CPAS PLLC and LBB & Associates Ltd., LLP for the completed fiscal periods ended December 31, 2010 and December 31, 2009 for professional services rendered for the audit of our annual financial statements, quarterly reviews of our interim financial statements and services normally provided by the independent accountant in connection with statutory and regulatory filings or engagements for these fiscal periods were as follows:

	Year Ended December 31, 2010	**Year Ended December 31, 2009**
Audit Fees	$18,000	$18,420
Audit Related Fees	-	-
Tax Fees	-	-
All Other Fees	-	-
Total	$18,000	$18,420

In the above tables, audit fees are fees billed by our company s external auditor for services provided in auditing our company s annual financial statements for the subject year. Audit-related fees are fees not included in audit fees that are billed by the auditor for assurance and related services that are reasonably related to the performance of the audit review of our company s financial statements. Tax fees are fees billed by the auditor for professional services rendered for tax compliance, tax advice and tax planning. All other fees are fees billed by the auditor for products and services not included in the foregoing categories.

Policy on Pre-Approval by Audit Committee of Services Performed by Independent Auditors

The board of directors pre-approves all services provided by our independent auditors. All of the above services and fees were reviewed and approved by the board of directors either before or after the respective services were rendered.

The board of directors has considered the nature and amount of fees billed by M&K CPAS PLLC and believes that the provision of services for activities unrelated to the audit is compatible with M&K CPAS PLLC.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES.

Exhibit Number	**Description of Exhibit**
3.1	Articles of Incorporation (incorporated by reference from our Form S-1 Registration Statement, filed on August 29, 2008)

3.2	Bylaws (incorporated by reference from our Form S-1 Registration Statement, filed on August 29, 2008)
3.3	Certificate of Amendment to Articles of Incorporation filed with the Secretary of State of the State of Nevada on February 16, 2010 (incorporated by reference from our Current Report on Form 8-K, filed on February 23, 2010)

3.4	Amended Bylaws (incorporated by reference from our Quarterly Report on Form 10-Q, filed on August 16, 2010)
10.1	Convertible Promissory Note with Asher Enterprises Inc. dated June 9, 2010 (incorporated by reference from our Quarterly Report on Form 10-Q, filed on August 16, 2010)
10.2	Amendment No. 1 to Convertible Promissory Note with Asher Enterprises Inc. dated July 12, 2010 (incorporated by reference from our Quarterly Report on Form 10-Q, filed on August 16, 2010)
10.3	Amendment No. 2 to Convertible Promissory Note with Asher Enterprises Inc. dated October 5, 2010 (incorporated by reference from our Quarterly Report on Form 10-Q, filed on November 15, 2010)
10.4	Subscription Agreement with Asher Enterprises Inc. dated July 12, 2010 (incorporated by reference from our Quarterly Report on Form 10-Q, filed on August 16, 2010)
10.5	Amendment No. 1 to Subscription Agreement with Asher Enterprises Inc. dated July 12, 2010 (incorporated by reference from our Quarterly Report on Form 10-Q, filed on August 16, 2010)
10.6	2010 Stock Option Plan (incorporated by reference from our Quarterly Report on Form 10-Q, filed on November 15, 2010)
10.7	Form of U.S. Stock Option Agreement (incorporated by reference from our Quarterly Report on Form 10-Q, filed on November 15, 2010)
10.8	Form of Non-U.S. Stock Option Agreement (incorporated by reference from our Quarterly Report on Form 10-Q, filed on November 15, 2010)
31.1*	Certification of Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer filed pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1*	Certification of Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
99.1	Audit Committee Charter (incorporated by reference from our Annual Report on Form 10-K, filed on April 15, 2010)

* Filed herewith.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

/s/Jeffrey Todd
By: Jeffrey Todd, President and Director
(Principal Executive Officer, Principal Financial Officer,
and Principal Accounting Officer)
Dated: April 15, 2011

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

/s/Jason Chan
By: Jason Chan, Secretary and Director
Dated: April 15, 2011

/s/ Paul Taylor
By: Paul Taylor, Director
Dated: April 15, 2011

/s/ Larry Lucas
By: Larry Lucas, Director
Dated: April 15, 2011

/s/ Jeffrey Todd
By: Jeffrey Todd, Director
Dated: April 15, 2011