

Edgar Filing: American Petroleum Group Inc - Form 10QSB/A

American Petroleum Group Inc  
Form 10QSB/A  
November 17, 2005

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

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FORM 10Q-SB/A  
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Quarterly Report Pursuant to Section 13 or 15 (D)  
of the Securities Act of 1934 for the  
quarterly period ended: June 30, 2005

Commission File number: 000-49950  
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American Petroleum Group, Inc.  
(Exact name of small business issuer as specified in its charter)

Nevada  
(State or other jurisdiction of Incorporation or organization)

98-0232018  
(IRS Employee Identification No.)

1400 N. Gannon Drive  
2nd Floor  
Hoffman Estates, IL 60194  
(847) 805-0125  
(Address of principal executive offices)

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 and Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date:

Common Stock, \$0.001 par value	17,145,500
(Class)	(Outstanding as of November 14, 2005)

American Capital Alliance, Inc.  
Form 10Q-SB/A

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### Part I: Financial Information

#### Item 1. Financial Statements

##### AN PETROLEUM GROUP, INC. AND SUBSIDIARY

Interim Balance Sheets  
June 30, 2005 and December 31, 2004

	(Unaudited) June 30, 2005	(Audited) December 31, 2004
<hr style="border-top: 1px dashed black;"/>		
ASSETS		
Current Assets		
Cash and cash equivalents	-	\$ 801
Trade accounts receivable, net of allowance of \$22,700 for doubtful accounts	275,783	291,846
Prepaid assets	15,750	-
Advances to others	366,042	100,000
Inventory	259,020	254,944
	<hr style="border-top: 1px dashed black;"/>	
Total Current Assets	916,595	647,591
Equipment		
Equipment	6,068	6,068
Less accumulated depreciation	3,023	2,023

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	-----	-----
	3,045	4,045
	-----	-----
TOTAL ASSETS	\$ 919,640	\$ 651,636
	=====	=====
LIABILITIES AND STOCKHOLDERS'		
EQUITY (DEFICIT)		
Current Liabilities		
Book overdraft	\$ 47,502	\$ 5,523
Trade accounts payable	605,914	629,825
Accrued interest	36,804	32,000
Accrued professional fees	-	45,000
Accrued expenses	36,814	11,187
Loans payable to officers/stockholders	1,320,750	713,269
	-----	-----
Total Current Liabilities	2,047,784	1,436,804
Notes Payable to Stockholders	927,500	500,000
Commitments and Contingences (Notes B, F, G, I, K and L)		
Stockholders' Equity (Deficit)		
Preferred stock; 5,000,000 shares; 0 shares and 2,527,500 issued and outstanding in 2005 and 2004, respectively	-	25,275
Common stock, \$0.001 par value; 100,000,000 shares authorized; 12,162,000 and 3,635,000 shares issued and outstanding in 2005 and 2004, respectively	12,162	3,635
Additional paid-in capital	15,755,869	11,523,540
Retained deficit	(17,823,675)	(12,837,618)
	-----	-----
	(2,055,644)	(1,285,168)
	-----	-----
TOTAL LIABILITIES AND STOCKHOLDERS'		
EQUITY (DEFICIT)	\$ 919,640	\$ 651,636
	=====	=====

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

AMERICAN PETROLEUM GROUP, INC. AND SUBSIDIARY

Interim Statements of Operations  
Three and Six Month Periods Ended June 30, 2005 and 2004

-----	-----	-----
Three months ended (Unaudited)	(Unaudited)	Six months ended (Unaudited)
June 30, 2005	June 30, 2004	June 30, 2005
-----	-----	-----

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Net sales	\$ 380,147	\$ --	\$ 765,048	\$
Cost of goods sold	264,518	--	545,113	
	-----		-----	
Gross Profit	115,629	--	219,935	
Expenses				
Acquisition expense	--	--	--	
Professional fees	20,600	31,000	93,247	
Management fees	--	--	--	
Office expenses	11,239	5,233	48,579	
Compensation expenses	735,000	6,700	1,425,000	
Payroll and payroll taxes	324,177	--	590,610	
Licenses and insurance	16,444	--	29,398	
Bad debts	--	--	--	
Outside sales	40,039	--	76,339	
Rent and taxes	3,000	--	7,000	
Repairs and maintenance	23,808	--	24,403	
Utilities	10,152	--	19,887	
Vehicles	693	--	1,386	
Telephone	7,694	--	14,945	
Plant equipment	3,227	--	5,970	
Depreciation	500	--	1,000	
Advertising and promotion	8,495	50,250	8,890	
Travel and entertainment	19,258	2,329	35,404	
Financing Expense	--	--	2,782,500	
Other	6,655	5,860	11,761	
	-----		-----	
Total Expenses	1,230,981	101,372	5,176,319	
	-----		-----	
Loss Before Other Items	(1,115,352)	(101,372)	(4,956,384)	
Other Income (Expense)				
Interest expense	(25,412)	(975)	(35,829)	
Other income	750	--	6,156	
	-----		-----	
Total Other Income ( Expense)	(24,662)	(975)	(29,673)	
	-----		-----	
NET LOSS	\$ (1,140,014)	\$ (102,347)	\$ (4,986,057)	\$
	-----		-----	
Loss per share	0.109	0.004	0.477	
	=====		=====	
Weighted average number of shares outstanding	10,442,500	1,221,028	10,442,500	
	=====		=====	

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

AMERICAN PETROLEUM GROUP, INC. AND SUBSIDIARY

Interim Statements of Cash Flows  
Six Month Periods Ended June 30, 2005 and 2004

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	(Unaudited) (Unaudited) June 30, 2005      June 30, 2005
<hr/>	
Cash flows from operating activities:	
Net loss	\$ (4,986,057)
Compensation, consulting, financing and termination expenses in exchange for shares	1,425,000
Adjustments to reconcile net loss to net cash used in operating activities:	
Bad debts	-
Depreciation	500
(Increase) decrease in operating assets:	
Trade accounts receivable	16,063
Advances to others	(266,042)
Inventory	(4,076)
Acquisition deposits	-
Prepaid assets	(15,750)
Increase (decrease) in operating liabilities:	
Book overdraft	41,979
Trade accounts payable	(23,799)
Proceeds for additional paid-in-capital and stock shares issued	-
Accrued expenses	30,431
	<hr/>
Net cash used in operating activities	(3,781,751)
	<hr/>
Cash flows from investing activities:	
Acquisition of new subsidiary	-
Purchases of equipment	-
	<hr/>
Net cash provided by (used in) investing activities	-
	<hr/>
Cash flows from financing activities:	
Issuance of common stock	8,527
Increase in additional paid-in capital	2,762,717
Retirement of preferred stock	(25,275)
Proceeds from loans payable	1,034,981
	<hr/>
Net cash provided by financing activities	3,780,950
	<hr/>
INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(801)
Cash and cash equivalents, beginning of year	801
	<hr/>
Cash and cash equivalents, end of year	\$ -
	<hr/> <hr/>

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

### AMERICAN PETROLEUM GROUP, INC. AND SUBSIDIARY

Interim Statements of Stockholders' Equity (Deficit) Three Month and Six Month Periods Ended June 30, 2005 and Year Ended December 31, 2004

(Audited)	Preferred Stock		Common Stock		Addit Paid-In Capital
	Number	Par Value	Number	Par Value	
Balance at December 31, 2003	-	\$ -	1,415,000	\$ 1,415	\$ 9,328,58
Net loss	-	-	-	-	
Stock shares issued	2,527,500	25,275	2,598,700	2,599	2,194,57
Retired common shares	-	-	(273,700)	(274)	27
(Audited)					
Balance at December 31, 2004	2,527,500	25,275	3,740,000	3,740	11,523,43
Net loss	-	-	-	-	
Stock shares issued	1,150,000	11,500	4,983,000	4,983	3,893,34
Retired common shares	-	-	-	-	
(Unaudited)					
Balance at March 31, 2005	3,677,500	36,775	8,723,000	\$ 8,723	\$ 15,416,78
Net loss					
Stock shares issued	-	-	3,438,750	3,439	339,08
Retired preferred shares (Unaudited)	(3,677,500)	(36,775)	-		
Balance at June 30, 2005	-	-	12,161,750	12,162	15,755,86

Item 2. Management's Discussion and Analysis and Plan of Operations.

FORWARD LOOKING STATEMENTS

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The following discussion should be read in conjunction with our audited financial statements and notes thereto included herein. In connection with, and because we desire to take advantage of, the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995, we caution readers regarding certain forward looking statements in the following discussion and elsewhere in this report and in any other statement made by, or on our behalf, whether or not in future filings with the Securities and Exchange Commission. Forward-looking statements are statements not based on historical information and which relate to future operations, strategies, financial results or other developments. Forward looking statements are necessarily based upon estimates and assumptions that are inherently subject to significant business, economic and competitive uncertainties and contingencies, many of which are beyond our control and many of which, with respect to future business decisions, are subject to change. These uncertainties and contingencies can affect actual results and could cause actual results to differ materially from those expressed in any forward-looking statements made by, or on our behalf. We disclaim any obligation to update forward-looking statements.

### OVERVIEW

#### History and Organization

American Petroleum Group, Inc., formerly American Capital Alliance, Inc., formerly Prelude Ventures, Inc. (the "Company") was incorporated under the laws of the State of Nevada on May 24, 2000. Prior to its acquisition of American Petroleum Products, Inc., formally Alliance Petroleum Products, Inc., the Company had limited business operations and was considered a development stage enterprise. The activities during that period principally have been limited to organizational matters, and examining business and financing opportunities for the Company.

#### Prior Business Matters and Failed Business Acquisitions.

On March 9, 2001, we acquired a 20-year mining lease from Steve Sutherland, the owner of 24 unpatented lode-mining claims, sometimes referred to as the Medicine Project, located in Elko County, Nevada. The lease was terminated at some point.

During the nine months ended December 31, 2003, management of the Company terminated the mining lease. As the Company terminated the lease, it is required to pay all federal and state mining claim maintenance fees for the current year. The Company is required to perform reclamation work on the property as required by federal state and local law for disturbances resulting from the Company's activities on the property. In the opinion of management, there will be no continuing liability. Please see the Company's Schedule 14C Information Statement as filed with the Securities and Exchange Commission on February 13, 2004 and mailed or furnished to Shareholders on February 17, 2004, and incorporated herein by reference, for additional details on this matter.

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On April 1, 2003, the Company entered into an agreement to acquire 100% of the issued and outstanding shares of Pascal Energy, Inc., a Canadian corporation, by the issuance of 5,000,000 common shares, restricted under Rule 144 of the Securities Act of 1933 and at a later date, issue 5,000,000 common shares, restricted under Rule 144 subject to the Company paying not less than \$1,000,000 accumulated dividends to its shareholders of record. Pascal Energy, Inc.'s business has to provide servicing for the oil and gas industry.

The Company determined that the transaction could not be completed due to the inability to complete a comprehensive due diligence. The shares of common stock previously transferred in anticipation of the completion of the transaction were returned to the treasury of the Company and canceled.

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### "TSG" Acquisition

On October 9, 2003, the Company acquired an option for \$500,000 to purchase the assets and certain liabilities of Tri-State Stores, Inc., an Illinois Corporation ("Tri-State"), GMG Partners LLC, an Illinois Limited Liability Company ("GMG"), and SASCO Springfield Auto Supply Company, a Delaware Corporation ("SASCO"). Tri-State, GMG and SASCO are collectively referred to herein as "TSG." Upon exercise of the option, the Company was to pay \$3,000,000 and assume certain liabilities, not exceeding \$700,000. TSG is involved in the automotive after market. During the first quarter of 2004, the Company elected not to continue to pursue this acquisition and let the option lapse.

### Motor Parts Waterhouse, Inc.

The Company issued 5,000,000 shares of common stock for an option to acquire all the outstanding stock of Motor Parts Warehouse, Inc. ("MPW"), of St. Louis, Missouri. In order to exercise the option, the Company must issue an additional 5,000,000 shares of common stock to the shareholders of MPW and pay \$2,200,000. This MPW option cannot be exercised until after the refinancing of the TSG debt of approximately \$3,000,000. MPW is also an auto parts distributor. As a result of the financing not being completed, the Company elected not to continue to pursue this acquisition and let the option lapse.

### Alliance Petroleum Products Company

On October 9, 2003, the Company also entered into a Stock Purchase Agreement ("Alliance Agreement") with Alliance Petroleum Products Company ("Alliance"), an Illinois Corporation, and a Rider to the Alliance Agreement ("Rider"). Alliance is in the business of blending and bottling motor oil and anti-freeze. Under the Alliance Agreement, the Company issued 5,000,000 shares of common stock for 100% of the issued and outstanding shares of the common stock of Alliance (757,864 common shares). An additional 5,000,000 shares of common stock of the Company is to be issued to Worldlink International Network, Inc. upon 24 months from the date hereof. Under the terms of the Rider, the Company is required to provide funding of at least \$3,500,000 to pay Harris Bank, a secured creditor of Alliance. The shareholders of Alliance have the option to have the 757,864 issued and outstanding shares of common stock of Alliance returned and the Alliance Agreement rescinded if they choose if the Company did not arrange the funding within 150 days from the date of the execution of the Alliance Agreement.

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Since the expiration of the option period has expired, the principals of the transactions have verbally agreed to extend the option period pending completion of the financing. This was a material contingency to the transactions and as a result has to be resolved prior to recognition of a business combination. On June 24, 2004 (effective date July 1, 2004) the Company ("Prelude") now known as American Petroleum Group, Inc., ("AMPE") and Alliance Petroleum Products Company ("Alliance"), entered into an Amendment to the original Alliance Agreement, dated October 9, 2003 whereby all previous conditions and contingencies were deemed to have been completed or waived and the agreement amended as follows;

- o 5,000,000 shares of AMAI voting capital stock are to be issued to the shareholders of Alliance in the same proportions as the first 5,000,000 shares were issued to them pursuant to the exchange of securities contemplated in the Agreement and Plan of Reorganization upon the execution of this Amendment. The exchange of securities also includes, 1,000,000 shares of preferred shares, with the necessary Certificate of Designation, to allow conversion at the rate of 1 share of preferred to ten (10) shares of common, and to permit the preferred shareholders to vote their shares, at any time after issuance, and after they have been converted, the shares be



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issued to the shareholders of American in the same proportions as the first 5,000,000 shares were issued to them pursuant to the Agreement and Plan of Reorganization.

- o All the shares to the Alliance shareholders are no longer subject to a two-year restriction prior to sale or transfer, but are now only subject to those transfer restrictions under Rule 144 of the Securities Laws.
- o AMAI assumes all payment obligations and all other agreements of Alliance as set forth in the including four "Promissory Notes"; and AMAI assumes all payment obligations and all other agreements of Alliance to the Harris Bank.

It is the opinion of current management that the terms of the amendment as contained above, are unenforceable against the Company. It is the belief and opinion of current management that the former control person(s) of the Company attempted to bind the Company for debts due and owing from a transaction the Company was not a party to, did not hold any assets from or any obligation to repay and monies lent against assets. This is better described as the "threatened Litigation from Harris Bank" as set forth in Part II, Item 1. Litigation

### The Company

The operations of Alliance have been consolidated with the results of AMAI since July 1, 2004. American Petroleum Group, Inc. which was formerly American Capital Alliance, Inc. (the "Company") is a Chicago based holding company with an agenda to acquire, merge, and manage various business opportunities.

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The company, via its subsidiary (American Petroleum Products Company, or APPC), is in the manufacturing and distribution of petroleum and related products for the automotive industry. Specifically, APPC is in the business of blending, bottling, and distributing private label motor oil, transmission fluid, and related products for the automotive aftermarket. These products are sold, both direct and through distributors, to retail outlets that include oil change shops, automotive aftermarket chains, gas stations, department stores, and convenience stores. Although most products are sold in 12-quart cases, some products are sold in bulk. APPC sells to a wide variety of customers with a low dependence on any one customer (the largest customer makes up less than 10% of sales year to date).

In order to make finished motor oil, blenders and bottlers like APPC purchase base oils and blend them with V.I. Improver and/or Additive Packages to create motor oil, which is then sold either Bulk or Bottled. While there are several major companies with huge markets, this is a highly fragmented market, with many smaller players, especially in the private label market. Other major costs include bottles, caps, labels, corrugated, labor, and transportation costs.

The U.S. market for aftermarket motor oil is approximately \$11.3B annually, making APPC a very small, regional player. Most retail outlets for motor oil carry a major brand and a lesser-known, lower-priced brand. APPC primarily competes with those other, lesser-known brands, which consist of other regional/national motor oil blenders and bottlers.

Given that the product is somewhat of a commodity, APPC competes largely by managing a competitive cost structure so that it can pass through competitive pricing and by carefully managing customer relationships. By giving our customers fair prices and providing excellent quality and service, APPC has maintained relatively long term relations with its customer base and has had success winning new customers.

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Motor oil with for late model year automobiles normally utilize the latest formulae established by the American Petroleum Institute and the Society of Automotive Engineers. The "standard" for current model year automobiles is referred to as "SM," which recently replaced "SL." Only SM and SL motor oil can currently receive the API "starburst" certification seal, and APPC must annually renew its API license in order to use the "starburst" seal on its labels. Motor oil can also be made without the API starburst and sold as oil with technology prior to SM or SL. This API-certified oil must include what is referred to as "Group 2 Base Oils" as the foundation for the oil, as well as an additive package that includes the most recently approved chemical blend. APPC, like other motor oil blenders, must purchase Group 2 base oils from select, API-approved suppliers in order to make API-certified premium motor oil. APPC primarily purchases Group 2 base oils from Motiva (Port Arthur, Texas) and from Evergreen Oil (Irvine, California). Shortages of Group 2 base oils have caused price increases in recent months, but APPC has been able to pass these increases on to the customer.

### Oilmatic Systems LLC

On December 3, 2004, the Registrant entered into a Letter of Intent, dated December 1, 2004, with Oilmatic Systems LLC of East Orange, New Jersey, whereby the Registrant would purchase Oilmatic Systems LLC and/or Oilmatic International, Inc., for shares of common stock of the Registrant.

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As part of the transaction, Michael Allora, President of Oilmatic would have assumed, after the closing of the transaction, the position of President and Chief Operating Officer of American Petroleum as well as Oilmatic. Mr. Allora has extensive experience in the delivery of bulk liquids and related products to businesses, retail and wholesale, in the restaurant field.

Oilmatic is a food service distribution company that supplies a closed loop Bulk Cooking Oil Supply and Management system. Its patented state of the art handheld Dipstick(R) design dispenses and removes cooking oil with the simple push of a button at the deep fryers. The system also consists of separate fresh oil and waste oil tanks. A key switch allows management to control unnecessary oil fills and disposals. This system completely eliminates the practice of employees manually removing hot used oil which significantly reduces slips, falls and burns, as well as the hard labor of unloading and retrieving heavy boxes of oil. Additionally, the system eliminates hazardous grease spills both inside and outside of the store that cause grease fires and grease trap build-ups that pollute our environment.

Effective May 20, 2005, Management no longer felt that the mutual goals of both parties were attainable and therefore the transaction with Oilmatic was cancelled between the Parties.

The Registrant had advanced Oilmatic Systems LLC \$300,000 under the Letter of Intent. Pursuant to the Letter of Intent, if the transaction did not close, the amount would be a loan to Oilmatic Systems LLC, to be repayable on the ninth month anniversary of the date of the loan, together with interest at the floating prime rate.

### Subsequent Transactions

#### Triton Petroleum, LLC

On July 1, 2005, American Petroleum Group, Inc., the Registrant, entered into an Asset Purchase Agreement with TRITON PETROLEUM, LLC, an Illinois Limited Liability Corporation ("Triton") whereby the Registrant purchased all the assets and operations of Triton, as follows:

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On the Payment Date, which shall be the one year anniversary of the effectiveness of the Agreement, that being July 1, 2006, the Registrant shall pay to the Sellers the Purchase Price equal to THREE AND ONE HALF (3.5) times the net earnings of the assets and operations formerly owned by Triton.

The Purchase Price is to be paid as:

- (a) TWENTY-FIVE PERCENT (25%) in cash on the payment date, and
- (b) with the balance of SEVENTY-FIVE PERCENT, payable over the following two years, in cash and stock, as agreed to by the parties.

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In addition, current loans to Triton, totaling approximately THREE HUNDRED THOUSAND DOLLARS (\$300,000), due and owing to the members of Triton, shall be paid over the twelve months from the Closing date to the Payment Date.

Some of the members of Triton, which sold the Assets to the Registrant, are Officers/Directors, employees or former Directors of the Registrant. The sellers are as follows:

Keystone Capital Resources LLC  
Controlled by our former Interim President, James W. Zimbler  
Rick Carter  
Former Director  
Christopher Hanson  
Employee of our subsidiary, American Petroleum Products Corp.  
Richard Steifel  
President of our subsidiary, American Petroleum Products Corp.  
George L. Riggs, III  
Former Director and Chief Financial Officer  
Michael S. Krome  
Currently a Director and General Counsel  
Robert Nelson - no relation to Registrant prior to transaction.

The assets purchased include the right to the name, Triton Petroleum, all operations and assets, including any leases, or sub-leases.

Triton purchases used oil from various consolidators of used petroleum such as gear oil, machine oils, etc. that have never been burnt before. It then transports the un-combusted, but unrefined oils back to its reclamation facility for refining. After a very detailed reclamation process, all impurities and contaminants are extrapolated out of the oil, through Triton's centrifuge operation, thus leaving it with a valuable renewable petroleum base oil. This base oil can be blended with new crude and other chemical components and bottled in our Bedford Park, Illinois facility. Using the renewable oils from Triton Petroleum will drastically reduce American Petroleum Products Company's (APPC) cost of base oil by 35%, and management feels that the acquisition of the assets of Triton petroleum, making APPC its only customer, will be an advantage with respect to earnings.

APPC has purchased this kind of oil in the past from various supplies, including Triton Petroleum, but owning the supplier creates a vertical integrated supply chain and giving AMPE a price advantage over its competitors in this highly competitive commodity market.

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PLAN OF OPERATIONS

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We were a startup, development stage Company prior to the acquisition of American Petroleum Products Company ("APPC") and did not realize any revenues from our business operations until that time. However at time of acquiring APPC its sales volume was at a point below its break even point and therefore was losing money. Management of the Company feels that APPC is operating at a small percentage of its capacity with its major constraint on increasing volume being that of financing raw materials for manufacturing and some other limited variable manufacturing costs. In addition, it is currently not generating profits of sufficient amount to support the other operations of the parent Company. Accordingly, we must raise money from sources other than the operations of this business. Our only other source of cash at this time is investments by others in our Company. We must raise cash to complete the acquisitions and stay in business.

In order to raise capital for operations of the parent Company and to complete the Oilmatic transaction, the Company entered into a transaction with Cornell Capital Partners LP and Highgate House Funds, Ltd., dated March 8, 2005, whereby the Company entered into a Convertible debenture for a total amount of \$500,000 at 7% interest. The Note is convertible into shares of common stock at a conversion price of \$0.85 per share, at the option of the Lender. At the same time the Company entered into with Cornell Capital Partners LP a total Standby Equity Distribution Agreement for up to \$10,000,000 equity line. Pursuant to the Standby Equity Distribution Agreement we are to file a registration statement 180 days after execution.

We must also obtain additional financing to either purchase our operating assets or obtain working capital for leasing arrangements

To meet our need for cash, we are attempting to raise debt and equity financing to complete the acquisitions described in this document and fund the Company's on-going operations. There is no assurance that we will be able to raise these funds and stay in business. If we do not raise the funds required to complete any of the acquisitions, we will have to find alternate sources such as a secondary public offering, private placement of securities, or loans from officers or others. If we need additional cash and can not raise it, we will either have to suspend operations until we do raise the cash or cease operations entirely

### Limited Operating History.

The only historical financial information about our Company on which to base an evaluation of our performance is the last six months after the acquisition of APPC which was generating losses at the time of acquisition. We cannot guarantee we will be successful in our business operations. Our business is subject to the risks inherent in the establishment of a new business enterprise, including limited capital resources and the ability to find and finance suitable acquisition candidates. We are seeking equity and debt financing to provide the capital required to fund additional proposed acquisitions and our on-going operations.

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We have no assurance that future financing will be available to the Company on acceptable terms. If financing is not available on satisfactory terms, we may be unable to continue, develop or expand our operations. Equity financing could result in additional dilution to shareholders.

### Liquidity, Capital Resources and Operations

Since the Company's inception, the Company has raised funds from officer/stockholder advances, from private sales of its common shares and approximately \$500,000 from sale of borrowed stock contributed by the Company's

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promoters. This money has been utilized for start-up costs and operating capital.

In this regard, the Company's plan of operations for the next 12 months is to pursue profitable business acquisitions, and obtain financing to increase the sale volume of APPC. Product research and development is expected to be minimal during the period. Additionally, the Company does not expect any change in number of employees other than through acquisitions.

### Results of Operations:

Three Months Ended June 30, 2005 v. Three Months Ended June 30, 2004

For the Quarter Ending June 30, 2005 v. June 30, 2004, the Company had \$380,147 in sales, and cost of revenues and other expenses of \$1,255,643, including \$735,000 in compensation expense related to the issuance of stock for services rendered. This is in comparison to \$-0- in sales and cost of revenues and expenses of \$102,347.

Six Months Ended June 30, 2005 v. Six Months Ended June 30, 2004

For the Six months ending June 30, 2005 v. June 30, 2004, the Company had \$765,048 in sales, and cost of revenues and other expenses of \$5,205,992, including \$1,425,000 in compensation expense related to the issuance of stock for services rendered and \$2,782,500 in financing expense related to the issuance of stock in relation to financing activities. This is in comparison to \$-0- in sales and cost of revenues and expenses of \$152,172.

### Liquidity and Financial Resources:

During the six months ended June 30, 2005, net cash used by operating activities was \$3,781,751. The Company incurred a net loss of \$1,140,013 for the three months ended June 30, 2005; the company still has a net operating loss even if the stock compensation expense of \$735,000 had not been incurred. Additionally at June 30, 2005, current liabilities and long-term liabilities exceed current assets by approximately \$2,058,689; these factors raise substantial doubt about the Company's ability to continue as a going concern. The Company anticipates that in order to fulfill its plan of operation including payment of certain past liabilities of the company, it will need to seek financing from outside sources. The company is currently pursuing private debt and equity sources. It is the intention of the Company's management to also improve profitability by significantly reducing operating expenses and to increase revenues significantly, through growth and acquisitions. The Company is actively in discussion with one or more potential acquisition or merger candidates. There is no assurance that the company will be successful in raising the necessary funds nor there a guarantee that the Company can successfully execute any acquisition or merger transaction with any company or individual or if such transaction is effected, that the Company will be able to operate such company profitably or successfully.

Administrative expenses for the three months ended June 30, 2005, including stock compensation expense were \$1,230,980, resulting in losses from operations of \$1,115,352. Included in these amounts are expenses for stock compensation of \$735,000. The increases in the remainder of Administrative expenses are due to the start up of the operations due to increases in personnel, professional, professional fees, and a generally higher level of fixed administrative expenses. It is anticipated by the Registrant that General and Administrative costs will remain relatively the same, while Revenues and Gross profit will increase as a result of the business derived from APPC.

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### Inflation

The amounts presented in the financial statements do not provide for the effect of inflation on the Company's operations or its financial position. Amounts shown for machinery, equipment and leasehold improvements and for costs and expenses reflect historical cost and do not necessarily represent replacement cost. The net operating losses shown would be greater than reported if the effects of inflation were reflected either by charging operations with amounts that represent replacement costs or by using other inflation adjustments.

### Provision for Income Taxes

The company has determined that it will more likely than not use any tax net operating loss carry forward in the current tax year and has taken and therefore has a valuation amount equal to 100% of any asset.

### Contingencies

#### Harris Bank

In conjunction with the Bank attempting to collect their debt against certain parties, the bank is requesting that the Company become a party to any forbearance as to collection of the debt, such as becoming a guarantor or buying life insurance for the original makers of the debt. The basis of their claims is that the company is using facilities that secure the original borrowings. It is the opinion of management and counsel of the company that there is no basis and claims or commitments since Alliance or the Company was not a borrower or a guarantor on the debt (management of Alliance are guarantors of the original debt). The Company has a tentative agreement to resolve all potential claims with the bank and is attempting to secure financing to purchase the operating assets being utilized in the operations at fair value.

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### Compensation for Utilizing Operation Assets

No rent or compensation of any type has been paid to the entities that claim to have legal title to the operating assets of Alliance. Management has taken the position that since there was no contract or agreement to purchase or for the payment of rentals for these assets, therefore nothing is owed. The consolidated operations for the period since Alliance was acquired do not contain any provision for compensation for use of the facilities; The owner (and former president of the Company and major shareholder) of the entity that owns the real estate had previously had Alliance recorded \$15,000 in rent a month with a corresponding increase to an amount payable to this entity; This is a contingency relating to the business combination that could potentially result in an adjustment of the purchase price of Alliance or additional charges to operations.

### Amendment of Alliance Petroleum Products Company Agreement

On June 24, 2004 the Company amended the original agreement removing the contingencies contained in the original document, the most significant being of refinancing certain debt owed Harris Bank. As part of this amendment the document stated Alliance assumed assumes all payment obligations and all other agreements of Alliance to the Harris Bank, and all payment obligations and all other agreements of Alliance as set forth in the following four "Promissory Notes".:

- o Alliance is to pay \$200,000 to Richard Stiefel after all amounts have been paid to Jesse Fuller and American Group Financial (owned by Jesse Fuller) and funding has been received from Cornell Capital Corporation. The note is non-interest bearing. Jesse Fuller was the former president and a director of the Company and a major shareholder. Richard Stiefel is an officer in Alliance and former

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- shareholder, and currently is an officer/director/ shareholder of the Company. ----It is the position of the Company that since the funding from Cornell Capital Corporation was not completed and it is unlikely to be completed that there is no basis for this liability.
- o Alliance promises to pay American Group Financial, Inc. and/or Jesse Fuller \$407,368.09 and any additional sums that AGF or Jesse Fuller owes to Harris Bank. Jesse Fuller is the owner of AGF, the former president of the Company, former director and still a major shareholder. The note accrues interest at 5% per annum. The note due December 1, 2004. Management of the Company's position is that there was not consideration for the note and that Alliance was never a party on any debt obligations to Harris Bank.
  - o Alliance is to pay \$200,000 to Virginia Gefvert after all amounts have been paid to Jesse Fuller and American Group Financial (owned by Jesse Fuller) and funding has been received from Cornell Capital Corporation. The note is non-interest bearing. Jesse Fuller was the former president and a director of the Company, and a major shareholder. Virginia Gefvert was a former shareholder of Alliance. It is the position of the Company that since the funding from Cornell Capital Corporation was not completed and it is unlikely to be completed that there is no basis for this liability.
  - o Alliance is to pay \$200,000 to American Group Financial, Inc. after all amounts have been paid to Jesse Fuller and American Group Financial (owned by Jesse Fuller) and funding has been received from Cornell Capital Corporation. The note is non-interest bearing. Jesse Fuller was the former president and a director of the Company, and a major shareholder. Virginia Gefvert was a former shareholder of Alliance. It is the position of the Company that since the funding from Cornell Capital Corporation was not completed and it is unlikely to be completed that there is no basis for this liability.

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Much of the information included in filing includes or is based upon estimates, projections or other "forward looking statements". Such forward-looking statements include any projections or estimates made by us and our management in connection with our business operations. 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.

Such estimates, projections or other "forward-looking statements" involve various risks and uncertainties as outlined above. We caution the reader that important factors in some cases have affected and, in the future, could materially affect actual results and cause actual results to differ materially from the results expressed in any such estimates, projections or other "forward-looking statements".

Our common shares are considered speculative during our search for a new business opportunity. Prospective investors should consider carefully the risk factors set out below.

### Government Regulation

To the best of our knowledge, we are not currently subject to direct federal, state or local regulation in the United States, other than regulations applicable to businesses generally.

### Key personnel

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All of our present officers or directors are key to our continuing operations, we rely upon the continued service and performance of these officers and directors, and our future success depends on the retention of these people, whose knowledge of our business and whose technical expertise would be difficult to replace. At this time, none of the officers or directors is bound by employment agreements, and as a result, any of them could leave with little or no prior notice.

If we are unable to hire and retain technical, sales and marketing and operations personnel, any business we acquire could be materially adversely affected. It is likely that we will have to hire a significant number of additional personnel in the future if we identify and complete the acquisition of a business opportunity, or if we enter into a business combination. Competition for qualified individuals is likely to be intense, and we may not be able to attract, assimilate, or retain additional highly qualified personnel in the future. The failure to attract, integrate, motivate and retain these employees could harm our business.

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### Limited Operating History. Need for Additional Capital

There is limited financial information about our Company on which to base an evaluation of our performance. We were a development stage Company prior to the acquisition of APPC and have not generated any substantial revenues from operations. We cannot guarantee we will be successful in our business operations. Our business is subject to the risks inherent in the establishment of a new business enterprise, including limited capital resources and the ability to find and finance suitable acquisition candidates. We are seeking equity and debt financing to provide the capital required to fund the proposed acquisitions and our on-going operations.

We have no assurance that future financing will be available to the Company on acceptable terms. If financing is not available on satisfactory terms, we may be unable to continue, develop or expand our operations. Equity financing could result in additional dilution to shareholders.

We have not conducted or received results of market research indicating that there is a demand for the acquisition of a business opportunity or business combination as contemplated by our company. Even if there is demand for the acquisition of a business opportunity or combination as contemplated, there is no assurance we will successfully complete such an acquisition or combination.

### Regulation

Although we will be subject to regulation under the Securities Exchange Act of 1934, management believes that we will not be subject to regulation under the Investment Company Act of 1940, insofar as we will not be engaged in the business of investing or trading in securities. In the event that we engage in business combinations which result in us holding passive investment interests in a number of entities, we could be subject to regulation under the Investment Company Act of 1940, meaning that we would be required to register as an Investment company and could be expected to incur significant registration and compliance costs. We have obtained no formal determination from the Securities and Exchange Commission as to the status of our company under the Investment Company Act of 1940 and, consequently, any violation of such act would subject us to material adverse consequences.

### Uncertain Ability to Manage Growth

Our ability to achieve any planned growth upon the acquisition of a suitable business opportunity or business combination will be dependent upon a number of factors including, but not limited to, our ability to hire, train and assimilate management and other employees and the adequacy of our financial



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resources. In addition, there can be no assurance that we will be able to manage successfully any business opportunity or business combination. Failure to manage anticipated growth effectively and efficiently could have a materially adverse effect on our business.

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### "Penny Stock" Rules May Restrict the Market for the Company's Shares

Our common shares are subject to rules promulgated by the Securities and Exchange Commission relating to "penny stocks," which apply to companies whose shares are not traded on a national stock exchange or on the NASDAQ system, trade at less than \$5.00 per share, or who do not meet certain other financial requirements specified by the Securities and Exchange Commission. These rules require brokers who sell "penny stocks" to persons other than established customers and "accredited investors" to complete certain documentation, make suitable inquiries of investors, and provide investors with certain information concerning the risks of trading in the such penny stocks. These rules may discourage or restrict the ability of brokers to sell our common shares and may affect the secondary market for our common shares. These rules could also hamper our ability to raise funds in the primary market for our common shares.

### Possible Volatility of Share Prices

Our common shares are currently publicly traded on the Over-the-Counter Bulletin Board service of the National Association of Securities Dealers, Inc. The trading price of our common shares has been subject to wide fluctuations. Trading prices of our common shares may fluctuate in response to a number of factors, many of which will be beyond our control. The stock market has generally experienced extreme price and volume fluctuations that have often been unrelated or disproportionate to the operating performance of companies with no current business operation. There can be no assurance that trading prices and price earnings ratios previously experienced by our common shares will be matched or maintained. These broad market and industry factors may adversely affect the market price of our common shares, regardless of our operating performance.

In the past, following periods of volatility in the market price of a company's securities, securities class-action litigation has often been instituted. Such litigation, if instituted, could result in substantial costs for us and a diversion of management's attention and resources.

### Indemnification of Directors, Officers and Others

Our by-laws contain provisions with respect to the indemnification of our officers and directors against all expenses (including, without limitation, attorneys' fees, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that the person is one of our officers or directors) incurred by an officer or director in defending any such proceeding to the maximum extent permitted by Nevada law.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of our company under Nevada law or otherwise, we have been advised the opinion of the Securities and Exchange Commission is that such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable.

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### Anti-Takeover Provisions

We do not currently have a shareholder rights plan or any anti-takeover

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provisions in our By-laws. Without any anti-takeover provisions, there is no deterrent for a take-over of our company, which may result in a change in our management and directors.

### Reports to Security Holders

Under the securities laws of Nevada, we are not required to deliver an annual report to our shareholders but we intend to send an annual report to our shareholders.

### Off-Balance Sheet Arrangements

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

### Item 3. Controls And Procedures

The registrant's new Principal executive financial officer, based on his evaluation of the registrant's disclosure controls and procedures (as defined in Rules 13a-14 (c) of the Securities Exchange Act of 1934) as of June 30, 2005 has concluded that the registrants' disclosure controls and procedures are adequate and effective to ensure that material information relating to the registrants and their consolidated subsidiaries is recorded, processed, summarized and reported within the time periods specified by the SEC's rules and forms, particularly during the period in which this quarterly report has been prepared.

The registrant's principal executive officers and principal financial officer have concluded that there were no significant changes in the registrant's internal controls or in other factors that could significantly affect these controls subsequent to June 30, 2005 the date of their most recent evaluation of such controls, and that there was no significant deficiencies or material weaknesses in the registrant's internal controls.

## Part II. Other Information

### Item 1. Legal Proceedings.

We know of no material, active or pending legal proceedings against us, nor are we involved as a plaintiff in any material proceedings or pending litigation. There are no proceedings in which any of our directors, officers or affiliates, or any registered or beneficial shareholders are an adverse party or have a material interest adverse to us.

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There is a threatened action by the Harris Bank of Chicago, Illinois with respect to a defaulted loan agreement. Harris Bank claims to have a lien on the equipment used by the Registrant in its operations. The Registrant has had contact with Harris Bank and is attempting to resolve the matter. The debt was reduced from an original indebtedness of \$2.35 million to a final reduced amount of \$1.4 million. Terms of the debt with Harris Bank of Chicago, Illinois include a four-year term of repayment, with interest at 6% on a 20 year amortization schedule, and a balloon payment at the end of the term. Upon the Company making a down payment, the terms of the transaction will be finalized. In addition, we have reached a tentative settlement with American Financial, the owner of the real property where our subsidiary conducts operations. Both transactions are waiting for the Company to make the initial payment to be executed and completed.

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The Company received a letter, dated February 28, 2005, from the Attorney for Concentric Consumer Marketing, Inc., in connection with certain sums owed by American Petroleum Products Corporation ("APPC"), a wholly owned subsidiary of the Company, in the amount of \$13,000 per month for the past four (4) months, for services. There is no way to determine at this time the validity of the claim, or any possible outcome or if the claim is material to the Company, or even if litigation will be commenced against the Company and/or APPC. The Company has reached a settlement with Concentric Consumer Marketing, Inc.

### Item 2. Changes In Securities

None

### Item 3. Defaults Upon Senior Securities

None

### Item 4. Submission of Matters To A Vote Of Security Holders

None

### Item 5. Other Information

On July 25, 2005, we conducted a Rule 504, Regulating D offering of \$1,000,000 worth of Convertible Debentures of our subsidiary American Petroleum Products Company ("APPC"), to accredited investors in the State of Texas. Pursuant to the Offering, APPC issued the convertible debentures, which were convertible into shares of common stock. As part of the Offering, APPC is to be merged into the Registrant. Upon conversion into shares and merger of APPC into the Registrant the offering shares are issuable as shares of American Petroleum Group, Inc. A total of 2,500,000 shares of common stock were issued under the offering.

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Effective August 1, 2005, the following Director resigned from the Board of Directors and/or Principal Officers of the registrant.

James W. Zimbler	Director and Interim President
William Bossung	Director

The Directors resigning have stated in their resignation letters that their resignation does not in any way imply or infer that there is any dispute or disagreement relating to the Company's operations, policies or practices.

Each resigning Director has been provided a copy of his disclosure, no less than the day the Registrant is filing the disclosure with the Commission. Each Director will be given an opportunity to furnish the Registrant a letter or response, that he agrees with the statements made by the Registrant in this Section 5.02, and if not, stating the respects in which he does not agree.

The following individual has been appointed by to our Board of Directors, effective August 1, 2005:

Name	Age	Position
George Campbell	39	President and Chief Executive Officer
James Carroll	54	Director and Chief Accounting/Financial Officer

George Campbell, President and Chief Executive Officer  
From 2001 until 2005, Mr. Campbell was President of George Campbell Consulting,

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where he was responsible for the entire operation. From 2000 until 2001, Mr. Campbell was a Business Strategy Consultant for Scient Corp., where he was responsible for providing clients with business advice as it related to internet activities. From 1997 until 2000, Mr. Campbell was with Navistar International Transportation Corp., where he had a variety of positions, most recently Director of Strategic Planning for the Truck Group. He was responsible for leading the leadership of the Truck Group through processes of reorganization and strategy development.

Mr. Campbell comes to American Petroleum with a distinguished track record that includes over 13 years of management experience in both start-up and large company manufacturing. He spent 8 years with AlliedSignal and Navistar International as a finance and strategy leader, where he led multiple restructuring, cost, business development, and quality improvement efforts. Most recently, Mr. Campbell's background includes extensive experience as a consultant to both emerging growth and well established businesses the areas of cost competitiveness and quality improvement. Mr. Campbell has been a business consultant to both start ups and Fortune 1000 clients since 2000, with a focus on strategic restructurings and quality improvements. Prior to that, Mr. Campbell worked for both Navistar International and AlliedSignal in various finance and strategy positions. He has an MBA from the University of Michigan and a BA from the University of Wisconsin.

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James J. Carroll, 54, Chief Financial Officer

James J. Carroll was appointed our Chief Financial Officer in March, 2005 and was the founder of Kevney Consulting Group, Ltd (Kevney), and has been active in Kevney since 2001. Kevney provides diversified financial and management services to its clients, including merger and acquisition, reorganization and debt financing consulting and interim chief financial officer services. Mr. Carroll has over 30 years of financial experience, including 13 years in public accounting with 5 years as a partner with a regional public accounting firm. He also has over 15 years of experience in private industry, including positions as COO and CFO for various manufacturing and distribution companies.

Item 6. Exhibits

a. Exhibits:

- 3.1 Articles of Incorporation of the Registrant, as amended\*
- 3.2 By-laws of the Registrant, as amended\*
- 31.1 Section 302 Certification of Chief Executive Officer (1)
- 31.2 Section 302 Certification of Chief Accounting/Financial Officer (1)
- 32.1 Section 906 Certification of Chief Executive Officer (1)
- 32.2 Section 906 Certification Chief Accounting/Financial Officer (1)

\* Previously filed as an exhibit to the Company's Form 10-SB filed on June 26, 2001

(1) Filed herewith

Signatures

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

Date: November 14, 2005

American Petroleum Group, Inc.

-----/s/-----

George Campbell, President and Chief  
Executive Officer

-----/s/-----

James Carroll, Chief Financial Officer