KORE NUTRITION, INC.
Form 10-Q
May 23, 2011

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

FORM 10-Q

(Mark One)

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

For the quarterly period ended **March 31, 2011**

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 **333-153243**

KORE NUTRITION INCORPORATED
(Exact name of registrant as specified in its charter)

Nevada	**N/A**
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)

2831 St. Rose Parkway, Suite 330, Henderson, Nevada, 89052
(Address of principal executive offices) (zip code)

702.589.4626
(Registrant s telephone number, including area code)

N/A
(Former name, former address and former fiscal year, if changed since last report)

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 [ ] No [x]

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

Large accelerated filer [ ]		Accelerated filer [ ]
Non-accelerated filer [ ]	(Do not check if a smaller reporting company)	Smaller reporting company [x]

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

APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PRECEDING FIVE YEARS:

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 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 [ ]

APPLICABLE ONLY TO CORPORATE ISSUERS

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

67,231,393 common shares issued and outstanding as of May 19, 2011.

PART I - FINANCIAL INFORMATION

Item 1. Financial Statements.

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

While the information presented in the accompanying interim financial statements for the quarter ended March 31, 2011 is unaudited, it includes all adjustments which are, in the opinion of management, necessary to present fairly the financial position, results of operations and cash flows for the interim period. These interim financial statements follow the same accounting policies and methods of their application as our December 31, 2010 annual audited financial statements. All adjustments are of a normal recurring nature. It is suggested that these interim financial statements be read in conjunction with our December 31, 2010 annual audited financial statements.

KORE NUTRITION INCORPORATED
(A DEVELOPMENT STAGE COMPANY)

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

	March 31, 2011 (Unaudited)	December 31, 2010
Current Assets		
Cash	$ 3,656	$ 9,951
Inventory	125,891	127,991
Total Current Assets	129,547	137,942
Total Assets	$ 129,547	$ 137,942
Current Liabilities		
Accounts payable	$ 449,910	$ 395,431
Accounts payable related party	250,392	230,658
Interest payable	49,048	51,319
Notes payable - related party	25,021	35,021
Notes payable, net of unamortized debt discount	-	7,654
Derivative liabilities	-	84,911
Total Current Liabilities	774,371	804,994
Total Liabilities	774,371	804,994
Stockholders Deficit		
Preferred Stock - $.001 par value, 50,000,000 shares authorized, no shares issued and outstanding at March 31, 2011 and December 31, 2010	-	-
Common Stock - $.001 par value, 150,000,000 shares authorized, 65,881,393 shares and 65,114,432 shares issued and outstanding at March 31, 2011 and December 31, 2010, respectively	65,882	65,115
Common Stock Payable	145,738	24,521
Additional paid-in capital	12,560,526	12,413,966
Deficit accumulated during the development stage	(13,416,970)	(13,170,654)
Total Stockholders Deficit	(644,824)	(667,052)
Total Liabilities and Stockholders Deficit	$ 129,547	$ 137,942

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

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

	Three Months Ended March 31, 2011	Three Months Ended March 31, 2010	Cumulative for the period May 24, 2007 (inception) through March 31, 2011
Revenues			
Revenues, net	$ 888	$ -	$ 365,917
Total Revenues	888	-	365,917
Cost of Goods Sold			
Product purchases and production costs	2,100	-	141,193
Shipping and fulfillment costs	-	-	186,495
Total Cost of Goods Sold	2,100	-	327,688
Gross Profit (Loss)	(1,212)	-	38,229
Operating Expenses			
Business development	77,903	19,088	7,986,110
General and administrative expenses	15,967	1,705	415,540
Marketing and sales expense	2,201	14,017	2,680,730
Outsource personnel	-	-	219,168
Professional fees	61,934	54,012	930,818
Total Operating Expenses	158,005	88,822	12,232,366
Loss Before Other Income (Expense)	(159,217)	-	(12,194,137)
Other Income (Expense)			
Interest income	-	-	4,857
Interest expense	(58,703)	(14,095)	(350,840)
Write off of inventory	-	-	(85,769)
Extinguishments of debt	-	-	(695,665)
Impairment of trademark	-	-	(48,333)
Loss on fair value of derivative liability	(9,415)	-	(29,326)
(Loss) gain on foreign exchange	(109)	-	5,627
Loss on extinguishment of debt	(18,872)	-	(884)
Loss on settlement of debt	-	-	(22,500)
Total Other Income (Expense)	(87,099)	(14,095)	(1,222,833)
Net Loss	$ (246,316)	$ (102,917)	$ (13,416,970)
Basic Loss Per Common Share	$ -	$ -	
	65,743,584	51,746,896	

Weighted Average Number Common Shares Outstanding	

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

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

	Common Stock					
	Units	**Dollars**	**Common Stock Payable**	**Additional Paid-in Capital**	**Deficit Accumulated During the Development Stage**	**Total Stockholders Equity (Deficit)**
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)
Shares issued for services	150,000	150	6,000	17,850	-	24,000
Shares issued for debt conversion	616,961	617	-	34,383	-	35,000
Extinguishment of debt derivative liability	-	-	-	94,327	-	94,327
Common stock subscription	-	-	115,217	-	-	115,217
Net loss	-	-	-	-	(246,316)	(246,316)
Balance at March 31, 2011	65,881,393	$ 65,882	$ 145,738	$ 12,560,526	$ (13,416,970)	$ (644,824)

(unaudited)

The accompanying notes are an integral part of the financial statements

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

	Three Months Ended March 31, 2011	Three Months Ended March 31, 2010	Cumulative for the period May 24, 2007 (inception) through March 31, 2011
Operating Activities			
Net loss	$ (246,316)	$ (102,917)	$ (13,416,970)
Adjustments to reconcile net loss to cash flows provided (used) by operating activities:			
Amortization	-	-	50,000
Accretion of debt discount	57,346	-	65,000
Bad debt expense	-	-	906
Forgiveness of debt	-	-	(203,326)
Discount on note payable	-	-	112,000
Loss on change in fair value of derivatives	9,415	-	29,326
Gain on extinguishment of debt	-	-	(17,988)
Write down of inventory	-	-	11,549
Stock issued for services	24,000	-	6,973,779
Stock based compensation	-	-	203,066
Loss on conversion of payables	-	-	793,165
Imputed interest on parent note	-	-	68,175
Change in assets and liabilities:			
Accounts receivable	-	-	(907)
Inventory	2,100	-	(137,440)
Prepaid expenses	-	(100,015)	(100,015)
Accounts payable	54,480	42,708	1,094,488
Accounts payable related parties	19,734	-	250,392
Interest payable	(2,271)	14,095	443,246
Cash overdrafts	-	13,514	13,514
Cash Flows Used in Operating Activities	(81,512)	(132,615)	(3,681,539)
Investing Activities			
Cash received from reverse merger	-	-	511,382
Cash paid for purchase of trademark	-	-	(50,000)
Cash Flows From Investing Activities	-	-	461,382
Financing Activities			
Proceeds from sale of common stock	115,217	640,000	1,495,000
Proceeds from debt issuances	-	(40,000)	2,139,517
Principal payments on debt, net	(40,000)	55,455	(410,704)
Cash Flows From Financing Activities	75,217	655,455	3,223,813
Net (Decrease) Increase in Cash and Cash Equivalents	(6,295)	522,840	3,656
Cash at Beginning of Period	9,951	328	-

Cash at End of Period	$	3,656	$	523,168	$	3,656
Cash Paid for Interest / Penalty	$	22,500	$	-	$	22,500
Cash Paid for Income Taxes	$	-	$	-	$	-
Non Cash Transactions						
Notes Converted	$	35,000	$	-	$	1,725,487
Extinguishment of Debt Derivative Liability	$	94,326	$	-	$	104,326
Accounts Payable Converted	$	-	$	-	$	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
(unaudited)

1. Summary of Significant Accounting Policies

Nature of Operations

Kore Nutrition Incorporated 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, the Company 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, 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.

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 exceed 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, the Company closed a share exchange agreement with Go All In and the shareholders of Go All In whereby the Company 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 the Company 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 the Company (the legal acquiree/legal parent). The equity structure reflects the equity structure of the Company, 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 numbers of shares of the legal parent. References to the Company in these notes refer to Kore Nutrition Incorporated 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
(unaudited)

1. Summary of Significant Accounting Policies (continued)

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.

Presentation of Interim Information

The accompanying financial statements have been prepared by the Company without audit. In the opinion of management, all adjustments (which include only normal recurring adjustments) necessary to present fairly the financial position, results of operations, and cash flows at March 31, 2011, and for all periods presented herein, have been made.

Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. It is suggested that these condensed financial statements be read in conjunction with the financial statements and notes thereto included in the Company s December 31, 2010 audited financial statements. The results of operations for the period ended March 31, 2011 is not necessarily indicative of the operating results for the full year.

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 investments existed at March 31, 2011 and December 31, 2010.

Allowance for Doubtful Accounts

Trade accounts receivable are recorded at the amount the Company expects to collect on balances outstanding at period-end. The allowances for doubtful accounts at March 31, 2011 and December 31, 2010 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.

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

1. Summary of Significant Accounting Policies (continued)

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 March 31, 2011 and December 31, 2010

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 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).

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

1. Summary of Significant Accounting Policies (continued)

Fair Value of Financial Instruments (continued)

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 March 31, 2011 and December 31, 2010:

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

Share-based Compensation

The Company records share based compensation in accordance 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.

Recently Adopted 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.

2. Shareholders 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 not 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.

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 $278,978.

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).

On January 3, 2011, the Company issued 371,058 shares of common stock, at the conversion price of $0.05 per share, in connection with the conversion of $20,000 in convertible promissory notes (Note 4).

2. Shareholders Equity (continued)

On January 24, 2011, the Company issued 245,902 shares of common stock, at the conversion price of $0.06 per share, in connection with the conversion of $15,000 in convertible promissory notes (Note 4).

On March 14, 2011, the Company granted 200,000 shares upon execution of an agreement for professional services for a total value of $24,000 based on the closing price at the grant date of $0.12 per share. As of March 31, 2011, the Company issued 150,000 shares of common stock for services and recorded the remaining 50,000 shares of common stock in stock payable.

3. Related Party Transactions

During the three months ended March 31, 2011, 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 $19,734. As of March 31, 2011, the Company is indebted to Complete Advantage and an employee of the Company for $250,392 (December 31, 2010 - $230,658), which is included in Accounts Payable- Related Party. No interest is imputed as this amount relates to operating activity.

During 2010, the Chief Executive Officer of the Company advanced the Company $20,021 and there is no stated interest rate, which is payable on demand. Imputed interest is immaterial. During the three months ended March 31, 2011, the Company repaid $10,000 to the Chief Executive Officer of the Company.

4. Long-Term Debt

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.

4. Long-Term Debt (continued)

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 and a loss on change in fair value of the derivative of $19,911.

During the three months ended March 31, 2011, the lender elected to convert $35,000 of the note into 616,960 common shares of the Company, at which time the fair value of the derivative liability on the amount was $53,580. On February 3, 2011, the Company repaid the remaining balance of the note of $30,000 plus an early repayment penalty of $22,500, less accrued interest of $3,628 for a total loss on extinguishment of debt of $18,872. During the three months ended March 31, 2011, the Company recorded accretion of the discount of $57,346 and a charge to additional paid in capital of $94,326 for the removal of the derivative liability as the note is paid off. The Company also recorded a loss on change in fair value of the derivative of $9,415.

As at March 31, 2011 and December 31, 2010, the carrying values of the convertible note and accrued interest payable thereon were $nil and $7,654, respectively

Debt consists of the following:

		March 31, 2011		December 31, 2010
Callable secured convertible note in the principal amount of $75,000 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		25,021		35,021
Total		25,021		100,021
Less amount due within one year		(25,021)		(100,021)
Long-term debt	$	-	$	- -
Maturities of long-term debt for the twelve months ending December 31,				
2011		25,021		100,021
2012		-		-
2013		-		-
2014		-		-
2015		-		-
Total	$	25,021	$	100,021

5. Derivatives

The Company evaluated the application of ASC 815 for the $75,000 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:

		March 31, 2011		December 31, 2010
Beginning balance	$	84,911	$	-
Bifurcated Amount		-		75,000
Change in Derivative Liability		9,415		19,911
Change in Derivable Liability - Conversion		(94,326)		-
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 three months ended March 31, 2011, the Company recorded a loss on derivatives of $9,415 and a gain on removal of derivative liability of $94,326, which is included in additional paid-in capital, as a result of the full repayment of the principal.

6. Going Concern

For the three months ended March 31, 2011, the Company incurred net losses of $246,316 and has incurred cumulative losses of $13,416,970 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.

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. As at March 31, 2011, the Company held $125,891 (December 31, 2010 - $127,991) in product and packaging from the vendor.

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. As such, the Company recognized stock based compensation of $203,066. As of March 31, 2011 and 2010, the Company did not record any stock based compensation expense.

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, 2010	2,155,000	$ 0.13		
Granted				
Expired				
Outstanding: March 31, 2011	2,155,000	$ 0.13	4.61	$ 452,550
Exercisable: March 31, 2011	2,155,000	$ 0.13	4.61	$ 452,550

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, 2010	1,800,000	$ 0.60
Issued		
Expired		
Balance March 31, 2011	1,800,000	$ 0.60

Additional information regarding warrants as at March 31, 2011, 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 March 31, 2011, the Company has paid royalties of $3,372. As at March 31, 2011, the Company owes $nil (December 31, 2010 - $676) which is included in accounts payable.

12. Subsequent Event

Subsequent to the period ended March 31, 2011, 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. As of March 31, 2011, the Company received proceeds of $135,000 which is included in the common stock payable of $145,738.

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

Forward-Looking Statements

This quarterly report on Form 10-Q 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 quarterly report on Form 10-Q 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

Cautionary Note Regarding Management s Discussion and Analysis

This Management s Discussion and Analysis should be read in conjunction with the accompanying unaudited consolidated financial statements and related notes. The discussion and analysis of our financial condition and results of operations are based upon the consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of any contingent liabilities at the financial statement date and reported amounts of revenue and expenses during the reporting period. On an on-going basis, we review our estimates and assumptions. The estimates were based on historical experience and other assumptions that we believe to be reasonable under the circumstances. Actual results are likely to differ from those estimates under different assumptions or conditions. The following discussion should be read in conjunction with our unaudited interim consolidated financial statements and the related notes that appear elsewhere in this quarterly report.

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, Inc. (All In). Unless otherwise stated, $ refers to United States dollars.

Corporate Overview

Corporate History

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.

Current Business

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.

Plan of Operation

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 plan 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

The following discussion of our financial condition and results of operations should be read together with the unaudited interim financial statements and the notes to the unaudited interim financial statements included in this quarterly report. This discussion contains forward-looking statements that reflect our plans, estimates and beliefs. Our actual results may differ materially from those anticipated in these forward-looking statements.

Our operating results for the three month periods ended March 31, 2011 and March 31, 2010 are summarized as follows:

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	Three Month Period Ended March 31, 2011 ($)	Three Month Period Ended March 31, 2010 ($)
Revenue	888	-
Cost of goods sold	2,100	-
Net Loss	(246,316)	(102,917)

Revenue

We generated $888 in revenue for the three months ended March 31, 2011, compared with no revenue for the three months ended March 31, 2010. 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 $2,100 for the three months ended March 31, 2011, compared to $nil for the three months ended March 31, 2010.

Expenses

Some of our primary operating expenses for the three month periods ended March 31, 2011 and March 31, 2010 are summarized as follows:

	Three Month Period Ended March 31, 2011 ($)	Three Month Period Ended March 31, 2010 ($)
Business development	77,903	19,088
General and administrative expenses	15,967	1,705
Marketing and sales expense	2,201	14,017
Professional fees	61,934	54,012
Total Operating Expenses	158,005	88,822

Our operating expenses in the first quarter of 2011 totaled $158,005 as compared to $88,822 in the first quarter of 2010. This increase was due to our commencing production of our beverage products. We incurred marketing and sales expenses of $2,201 and business development expenses of $77,903 in the three months ended March 31, 2011 in connection with raising brand awareness in connection with the launch of our products.

Liquidity and Capital Resources

Working Capital

Our working capital results as at March 31, 2011 and December 31, 2010 are summarized as follows:

	As at March 31, 2011	As at December 31, 2010

	($)	**($)**
Current assets	129,547	137,942
Current liabilities	774,371	804,994
Working capital (deficiency)	(644,824)	(667,052)

Current Assets

The decrease in our current assets was due to a decrease in cash from $9,951 as at December 31, 2010 to $3,656 as at March 31, 2011 as a result of general and administrative expenses and decreased financing activities.

Current Liabilities

Current liabilities at March 31, 2011 was comparable to current liabilities as at December 31, 2010, there being only a small decrease from $804,994 to $774,371.

Cash Flow

Our cash flow for the three month periods ended March 31, 2011 and March 31, 2010 is summarized as follows:

	Three Month Period Ended March 31, 2011 ($)	**Three Month Period Ended March 31, 2010 ($)**
Cash used in Operating Activities	81,512	132,615
Cash provided by Investing Activities	-	-
Cash provided by Financing Activities	75,217	655,455
Net increase (decrease) in cash and cash equivalents	(6,295)	522,840

Cash Flow Used in Operating Activities

The decrease in cash used in operating activities during the three months ended March 31, 2011 as compared to the three months ended March 31, 2010 was related to a greater increase in accounts payable and accounts payable to related parties during the three months ended March 31, 2011 over 2010, combined with a large prepayment of expenses during the three months ended March 31, 2010.

Cash Flow Provided by Investing Activities

No cash was provided by investing activities in the three months ended March 31, 2011 or 2010.

Cash Flow Provided by Financing Activities

The decrease in cash flow provided by financing activities was primarily related to a decrease in financings undertaken by our company during the current period.

Future Financing

As at March 31, 2011, we had a cumulative deficit of $13,416,970 and expect to incur further losses during the remainder of our fiscal year ending December 31, 2011. 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 stockholders and/or new stockholders. The issuance of additional

equity securities by us may result in a significant dilution in the equity interests of our current stockholders. 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

As at March 31, 2011, we had incurred a net loss of $246,316 since our inception. In their report on the annual financial statements for the year ended December 31, 2010, our independent auditors included an explanatory paragraph regarding concerns 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 the continued support of our shareholders to aid in financing our operations. 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.

Off-Balance Sheet Arrangements

We have no significant 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 is material to stockholders.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

Not Applicable.

Item 4T. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

We carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of our disclosure controls and procedures (as defined) in Exchange Act Rules 13a 15(c) and 15d 15(e)). Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer, who are our principal executive officer and principal financial officers, respectively, concluded that, as of the end of the three-month period ended March 31, 2011, our disclosure controls and procedures were not effective (1) to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC s rules and forms and (2) to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is accumulated and communicated to us, including our chief executive and chief financial officers, as appropriate to allow timely decisions regarding required disclosure. The conclusion reached by our Chief Executive Office and Chief Financial Officer was a result on the continued material weaknesses and described below and previously reported in our Form 10-K for the year ended December 31, 2010.

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of our annual or interim financial statements will not be prevented or detected on a timely basis. Our management assessed the effectiveness of our internal control over financial reporting as of March 31, 2011. In making this assessment, our management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control-Integrated Framework. Based on this assessment, Management has identified the following four material weaknesses that have caused management to conclude that, as of March 31, 2011, our disclosure controls and procedures, and our internal control over financial reporting, were not effective at the reasonable assurance level:

(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

(iv) No written whistle-blower policy.

To address these material weaknesses, management performed additional analyses and other procedures to ensure that the financial statements included herein fairly present, in all material respects, our financial position, results of operations and cash flows for the periods presented. Accordingly, we believe that the financial statements included in this report fairly present, in all material respects, our financial condition, results of operations and cash flows for the periods presented.

Remediation of Material Weaknesses

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 interim report on Form 10-Q, 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.

Changes in Internal Control over Financial Reporting

There was no change in our internal control over financial reporting identified in connection with the evaluation required by Rule 13a-15(d) and 15d-15(d) of the Exchange Act that occurred during the period covered by this report that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings.

We know of no material, existing or pending legal proceedings against our company, nor are we involved as a plaintiff in any material proceeding or pending litigation. There are no proceedings in which any of our directors, officers or affiliates, or any registered or beneficial stockholder, is an adverse party or has a material interest adverse to our interest.

Item 1A. Risk Factors.

In addition to other information in this quarterly report, the following risk factors should be carefully considered in evaluating our business because such factors may have a significant impact on our business, operating results, liquidity and financial condition. As a result of the risk factors set forth below, actual results could differ materially from those projected in any forward-looking statements. Additional risks and uncertainties not presently known to us, or that we currently consider to be immaterial, may also impact our business, operating results, liquidity and financial condition. If any such risks occur, our business, operating results, liquidity and financial condition could be materially affected in an adverse manner. Under such circumstances, the trading price of our securities could decline, and you may lose all or part of your investment.

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.

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 successfully and profitably organize and host a poker tournament, our business may fail.

Although we are not intending to host a poker tournament this year, we have previously generated product sales through the bidding process as poker players purchase products through our website, hoping to win a seat in our tournament. If we decide to host another porker tournament, we may not generate enough revenue in sales to cover the prize money and other costs of the tournament and, as a result, our financial condition would be significantly negatively impacted. Further, we may announce that we are hosting a poker tournament but be unable to host the tournament for various reasons, including not being able to find a suitable venue or not having the resources required to host such a tournament. If we are unable to host an announced tournament, we may have to refund our customers for any products they have purchased and we may be sued for failing to host the tournament. The net effect of such events would likely be the loss of value of our brand name and the failure of our business.

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 stockholder 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 May 19, 2011, 67,231,393 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. Unregistered Sales of Equity Securities and Use of Proceeds

None.

Item 3. Defaults Upon Senior Securities.

None.

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Item 4. [Removed and Reserved]

Item 5. Other Information

Effective May 4, 2011, Jason Chan resigned as a director and officer of our company.

Item 6. Exhibits.

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	Share Exchange Agreement dated February 26, 2010 among our company, Go All In, Inc. and the shareholders of Go All In, Inc. (incorporated by reference from our Current Report on Form 8-K, filed on March 4, 2010)
10.2	Promissory Note and Security Agreement dated February 26, 2010 amount our company and Go All In, Inc. (incorporated by reference from our Current Report on Form 8-K, filed on March 4, 2010)
10.3	Form of Convertible Promissory Note, dated effective as of February 22, 2010 (incorporated by reference from our Current Report on Form 8-K, filed on April 6, 2010)
10.4	Form of Unit Subscription Agreement, dated effective as of March 31, 2010 (incorporated by reference from our Current Report on Form 8-K, filed on April 6, 2010)
10.5	Assumption Agreement among our company, Go All In, Inc. and Venturex Global Investment Corp., dated March 31, 2010 (incorporated by reference from our Current Report on Form 8-K, filed on April 6, 2010)
10.6	Debt Settlement Subscription Agreement among our company and Venturex Global Investment Corp., dated March 31, 2010 (incorporated by reference from our Current Report on Form 8-K, filed on April 6, 2010)
10.7	Form of Lock Up Agreement among our company and certain shareholders of Go All In, Inc., dated March 31, 2010 (incorporated by reference from our Current Report on Form 8-K, filed on April 6, 2010)
10.8	Escrow Agreement among our company and certain shareholders of Go All In, Inc., dated March 31, 2010 (incorporated by reference from our Current Report on Form 8-K, filed on April 6, 2010)
10.9	Return to Treasury Agreement between our company and Deanna Embury, dated March 31, 2010 (incorporated by reference from our Current Report on Form 8-K, filed on April 6, 2010)
10.10	Return to Treasury Agreement between our company and Katherine Rodgers, dated March 31, 2010 (incorporated by reference from our Current Report on Form 8-K, filed on April 6, 2010)
10.11	

	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)

10.12	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)
10.13	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)
10.14	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)
10.15	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)
10.16	2010 Stock Option Plan (incorporated by reference from our Quarterly Report on Form 10-Q, filed on November 15, 2010)
10.17	Form of U.S. Stock Option Agreement (incorporated by reference from our Quarterly Report on Form 10-Q, filed on November 15, 2010)
10.18	Form of Non-U.S. Stock Option Agreement (incorporated by reference from our Quarterly Report on Form 10-Q, filed on November 15, 2010)
10.19	Form of Subscription Agreement (Non-US Person) including form of Warrant (incorporated by reference from our Current Report on Form 8-K, filed on April 19, 2011)
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 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.

KORE NUTRITION INCORPORATED

Jeffrey Todd
By: Jeffrey Todd
(Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer)
Dated: May 23, 2011