

American Racing Capital, Inc.  
Form 10KSB/A  
May 02, 2008

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

**FORM 10-KSB-A**

**x ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT  
OF 1934**

**For the fiscal year ended December 31, 2007**

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

**For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**AMERICAN RACING CAPITAL, INC.**

(Exact name of registrant as specified in charter)

**Nevada**

(State or other jurisdiction of  
incorporation or organization)

**87-0631750**

(IRS Employer  
Identification Number)

**P.O. Box 22002 San Diego, California 92192**

(Address of principal executive offices) (Zip Code)

**Issuer's telephone number: 888.520.1030**

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

**Title of each class None**

**Name of each exchange on which registered None**

**Securities registered pursuant to Section 12(b) of the Act: Common Stock, par value \$0.001 per share**

**Check whether the Issuer ( 1 ) filed all reports required to be filed by section 13 or 15 (d) of the Exchange Act during the past 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. 1. Yes x No o 2. Yes x No o**

**Check if there is no disclosure of delinquent filers in response to Item 405 of Regulation S-B is not contained in this form, and no disclosure will be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-KSB or any amendment to this**

**Form 10-KSB x**

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

State Issuer's Revenues for its most recent fiscal year:\$485,335

State the aggregate market value of the voting stock held by nonaffiliates of the registrant. The aggregate market value shall be computed by reference to the price at which the stock was sold, or the average bid and asked prices of such stock, as of a specified date within the past 60 days.

The market value of shares held by nonaffiliates is \$239,281 based on the bid price of \$0.61 per share of our common stock at April 4, 2008.

As of December 31, 2007, the Company had 27,353,285 shares of its common stock issued and outstanding.

**DOCUMENTS INCORPORATED BY REFERENCE**

None

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## PART I

### Forward-Looking Statements

This Form 10-KSB contains “forward-looking statements” relating to American Racing Capital, Inc. (formerly Altrimega Health Corporation) (the “Company” or “American Racing Capital”) which represent the Company’s current expectations or beliefs including, but not limited to, statements concerning the Company’s operations, performance, financial condition and growth. For this purpose, any statements contained in this Form 10-KSB that are not statements of historical fact are forward-looking statements. Without limiting the generality of the foregoing, words such as “may”, “anticipation”, “intend”, “could”, “estimate”, or “continue” or the negative or other comparable terminology intended to identify forward-looking statements. These statements by their nature involve substantial risks and uncertainties, such as losses, dependence on management, variability of quarterly results, and the ability of ARC to continue its growth strategy and competition, certain of which are beyond the Company’s control. Should one or more of these risks or uncertainties materialize or should the underlying assumptions prove incorrect, actual outcomes and results could differ materially from those indicated in the forward-looking statements.

Any forward-looking statement speaks only as of the date on which such statement is made, and the Company undertakes no obligation to update any forward-looking statement or statements to reflect events or circumstances after the date on which such statement is made or to reflect the occurrence of unanticipated events. New factors emerge from time to time and it is not possible for management to predict all of such factors, nor can it assess the impact of each such factor on the business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements.

### Item 1. Description Of Business

#### History And Organization

##### *General*

The Company was incorporated under the laws of the State of Nevada on September 8, 1998 as Mega Health Corporation. On June 23, 1999, the name of the corporation was changed to Altrimega Health Corporation (“Altrimega”). On July 25, 2002, the Company entered into a non-binding letter of intent with Creative Holdings, Inc., a South Carolina corporation (“Creative Holdings”). Pursuant to that Letter of Intent and upon the consummation of a definitive agreement, Altrimega was to acquire Creative Holdings. A Merger Agreement was executed on August 15, 2002, between the Company, Altrimega Acquisition Company, a Nevada corporation, Creative Holdings, and the shareholders of Creative Holdings. On September 2, 2002, the Company, Creative Holdings and the shareholders of Creative Holdings amended the Merger Agreement and restructured the merger into a stock exchange transaction, whereby Creative Holdings would become a wholly-owned subsidiary of the Company. The share exchange was completed on October 17, 2002, at which time, Creative Holdings became a wholly owned subsidiary of the Company.

Pursuant to the share exchange transaction (effective retroactively as of August 15, 2002), with Creative Holdings and its shareholders, the shareholders of Creative Holdings exchanged with and delivered to the Company 100% of the issued and outstanding capital stock of Creative Holdings in exchange for 20,000,000 shares of common stock of the Company and 1,000,000 shares of Series A Convertible Preferred Stock of the Company. Each share of Series A Convertible Preferred Stock was convertible into 300 shares of common stock of the Company. Between December 21, 2004 and January 5, 2005, the Company entered into releases with each holder of the Company’s 1,000,000 shares of Series A Preferred Stock, which resulted in the cancellation of all of the Company’s outstanding shares of Series A Preferred Stock.

Also on October 17, 2005, the Company entered into a Share Exchange Agreement, by and among the Company, American Racing Capital, Inc., a Nevada company ("ARCI") and the shareholders of ARCI, pursuant to which, the ARCI shareholders exchanged with, and delivered to the Company all of the issued and outstanding common stock of ARCI in exchange for 150,000,000 shares of the Company's common stock and 1,000,000 shares of Series A Preferred Stock, which can be converted at any time into three hundred (300) fully paid, nonassessable shares of the Company's common stock. As a result of the Share Exchange Agreement, on October 19, 2005, ARCI became a wholly-owned subsidiary of the Company and the shareholders of Fast One, Inc., DJ Motorsports, Inc. and ARCI became the controlling shareholders of the Company.

On October 18, 2005, the Company entered into a Share Exchange Agreement, by and among the Company, ARC Development Corporation, a Nevada corporation (“ARCD”) and the shareholders of ARCD. Pursuant to the Share Exchange Agreement, the ARCD shareholders exchanged with, and delivered to, ARC the issued and outstanding common stock of ARCD in exchange for 135,000,000 shares of the Company’s Common Stock, and 1,000,000 shares of Series A Preferred Stock, which can be converted at any time into three hundred (300) fully paid, nonassessable shares of the Company’s Common Stock. As a result of the Share Exchange Agreement, on October 19, 2005, ARCD became a wholly-owned subsidiary of the Company.

As a result of the share exchange transactions, in October 2005, the Company adopted a new strategy which seeks to integrate race track design and development operations with a professional racing team and a national driving school network to leverage the popularity and growth of the motor sports industry.

On March 20, 2006, the Board of Directors of the Company, pursuant to unanimous written consent, approved a one for one hundred (1-for-100) reverse stock split of the Company’s issued and outstanding, which became effective on March 30, 2006. As a result of this reverse stock split, on March 20, 2006, the Company’s issued and outstanding common stock was reduced based on the 1-for-100 ratio.

On October 27, 2006, the Company entered in a Settlement Agreement and General Release with D. Davy Jones whereby it returned the shares of Fast One, Inc. and Davy Jones Motorsports, Inc. to Mr. Jones for 1,500,000 shares of its common stock and 1,000,000 shares of its preferred stock. As additional consideration for termination of his employment contract, the Company agreed to pay Mr. Jones \$240,000 over 24 months. The Company is in default of its obligations under the Settlement Agreement and General Release.

## **Business Operations**

American Racing Capital’s intended core business is racetrack development and facilities management. The Company has a three-pronged approach to growth in this market segment. **1)** Short-track acquisitions, **2)** Short-track design and development venues coupled with events sanctioned by; INDYCAR, NASCAR, or other major participating organizations, and **3)** the Company intends to solicit corporations seeking to utilize motorsports as a revenue-generating promotional opportunity, providing motorsports marketing, and product licensing.

By agreement on February 2, 2007, the Company retained Frost Motorsports LLC., to compile a comprehensive search on available speedway properties. Frost Motorsports specializes in the location and valuation of motorsports facilities. Hiring Frost Motorsports will play an intricate role in developing the Company’s growth initiatives as they offer multi-faceted services custom designed to the client’s needs. Frost Motorsports and its strategic partners provide expert analysis and innovative financial solutions within the motorsports industry. They consult on; valuation, feasibility, transactional, operational, and strategic planning projects for track owners, race sanctioning bodies, professional team owner and other motorsports participants.

American Racing Capital intends to attempt to position itself to acquire a network of companies. American Racing Capital intends to focus on racetrack development and facilities management throughout the continental the United States. Through it’s subsidiaries, the Company will attempt to **a)** secure financial interests in established track facilities which may also include race management contracts, **b)** engage in the re-design, development, and management of race track facilities through controlling interests or wholly owned acquisitions, and **c)** acquire associated companies that compliment our projected motorsports holdings.

The Company is seeking to acquire several established short tracks with development potential. The Company has a vision for a diverse project portfolio that ranges from developing larger-scale racetrack multiplex facilities, to smaller less elaborate race track facilities. The Company is evaluating racetracks in viable markets currently offered for sale. Assets, profitability and profit potential, land development, facilities expansion, and ancillary development are key

guiding criteria. All of the Company's plans are dependent on the Company's ability to raise sufficient financing. In the event the Company does not obtain such financing, the Company will have to curtail or cease its operations.

On November 21, 2006, the Company entered into a Shareholders Agreement, by and among Motorsports & Entertainment of Tennessee, Inc., a Nevada corporation ("MET") and a majority-owned subsidiary of ARC, and LJ&J Enterprises, Inc., a Pennsylvania corporation. Simultaneously with the execution of the Shareholders Agreement, MET entered into a Stock Purchase Agreement with LJ&J Enterprises of Tennessee, Inc., a Tennessee corporation ("LJ&J") to purchase eighty percent (80%) of common stock in LJ&J (the "LJ&J Stock"). LJ&J holds the management and concessions contract for auto racing and special events at the "Music City Motorplex", located on the Tennessee State Fairgrounds in downtown Nashville, Tennessee. The Company completed the first part of the acquisition whereby it acquired forty percent (40%) of the LJ&J Stock, effective as of January 1, 2007. Music City Motorplex is a 5/8th's mile paved NASCAR sanctioned short-track, highly steeped in tradition. Located on 115 acres of the Tennessee State Fairgrounds just two miles from the center of downtown Nashville, this facility hosts NASCAR sanctioned events from March through October.

## **Industry and Marketplace**

### ***Motor Sports Industry***

Motor sports are among the most popular and fastest-growing spectator sports in the United States, with annual attendance at all U.S. motor sports events exceeding 20 million people. Many races broadcast live on network and cable TV.

Given its high profile, auto racing is no longer just a sport. Management believes that it attracts big business and is one of the strongest marketing vehicles for companies to utilize in investing marketing and advertising dollars.

The motor sports racing industry consists of several distinct categories of auto racing, each with its own organizing/sanctioning body, with corresponding sanctioned events. Sanctioning bodies are responsible for all aspects of race management required to conduct a racing event, including: regulating racing, drivers, safety and teams, providing officials to ensure fair competition, and administering the race and series purses and other prize payments. Sanctioning bodies typically derive revenues from merchandising, race sponsorships, television distribution, and membership fees.

Of the sanctioning bodies in the United States, NASCAR, IRL, NHRA, and Grand Am are among the more well known. The largest auto racing category in the United States, in terms of media exposure and sponsorships, is stock car racing, conducted by the National Association of Stock Car Auto Racing (NASCAR). Until roughly ten years ago, NASCAR events and viewership were predominately confined to the southeastern part of the US. Today, NASCAR races are held, and viewers hail from, all over the country.

Motor sport events are generally heavily promoted, with a number of supporting events surrounding each main race event. Examples of supporting events include: secondary races, qualifying time trials, practice sessions, driver autograph sessions, automobiles and product expositions, catered parties, and other racing related events designed to maximize the spectator's overall entertainment experience and enhance value to sponsors.

### **Motor Sports Sales and Marketing**

We intend to seek to finance new build-outs of multi-venue entertainment facilities and acquire and upgrade existing racing facilities, including taking over certain management contracts with current operating racetracks. We are also interested in obtaining certain professional advanced driving schools which introduce many thousands of people to grass-roots motor sports programs.

Our project plans will include involvement in many aspects of auto racing and motor sports and will focus on NASCAR type short-oval paved racing tracks.

Included within the configuration of certain facilities are: Oval racing, Drag Racing, Drifting, Autocross, Road Racing, Karting, Racing Schools, Motorcross & Supercross, Atv and Pee-Wee Racing.

### **Competition**

There is increased competition in the field of motor sports racing and entertainment. The field has in the recent past enjoyed vibrant growth of interest in auto racing. Management believes that increased popular interest in this field has created demand for additional services, such as those intended to be provided by the Company. If these growth trends continue, the Company believes that there could be adequate demand for the Company's services.



In respect to how the Company's competitive position as compared to other motor sports development companies in this geographic region, management believes that our position is considerably weaker than most other companies because of our limited ability to raise funds. The lack of capital causes the Company to not be able to participate in many projects that are identified.

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## **Employees**

As of April 2, 2008, the Company has one employee. Mr. A. Robert Koveleski, is the Company's President, Chief Executive Officer, Interim Chief Financial Officer and Principal Accounting Officer. In September of 2006, the Company entered into formal employment agreement with Mr. Koveleski for a term of 3 years. He will receive a base salary of \$120,000 annually, and will be entitled to a discretionary bonus and stock option program to acquire up to 250,000 shares of Common Stock.

## **RISK FACTORS**

### **Risks Related To Our Business**

*We are subject to various risks that may materially harm our business, financial condition and results of operations. You should carefully consider the risks and uncertainties described below and the other information in this filing before deciding to purchase our common stock. If any of these risks or uncertainties actually occurs, our business, financial condition or operating results could be materially harmed. In that case, the trading price of our common stock could decline.*

### **We Have Historically Lost Money And Losses May Continue In The Future, And This May Adversely Impact Our Business**

Since our inception, through December 31, 2007 we have not been profitable and have lost money on both a cash and non-cash basis. For the year ended December 31, 2007, we recorded a loss of operations of \$6,598,156. Our accumulated deficit was \$11,960,153 as of December 31, 2007. Future losses are likely to occur, as we are dependent on spending money to evaluate and pursue motor sports development projects. No assurances can be given that we will be successful in reaching or maintaining profitable operations. Accordingly, we may continue to experience liquidity and cash flow problems.

### **We Will Need To Raise Additional Capital Or Debt Funding To Sustain Operations, And Our Inability To Obtain Adequate Financing May Result In Us Curtailing or Ceasing Our Business Operations**

Unless we can become profitable, we will require additional capital to commence and sustain operations and will need access to additional capital or additional debt financing to grow. In addition, we have a working capital deficit and we will need to raise capital to repay the deficit and provide more working capital to permit growth in revenues. We cannot assure you that financing whether from external sources or related parties will be available if needed or on favorable terms. Our inability to obtain adequate financing will result in the need to reduce the pace of implementing our business objectives. Any of these events could be materially harmful to our business, which would force us to curtail or cease our business operations, thus resulting in a lower stock price.

### **We Have Been The Subject Of A Going Concern Opinion From December 31, 2007 From Our Independent Auditors, Which Means That We May Not Be Able To Continue Operations Unless We Can Become Profitable or Obtain Additional Funding**

Our independent auditors have added an explanatory paragraph to their audit opinions issued in connection with our financial statements for the year ended December 31, 2007, which states that the financial statements raise substantial doubt as to our ability to continue as a going concern. Our ability to make operations profitable or obtain additional funding will determine our ability to continue as a going concern. Our financial statements do not include any adjustments that might result from the outcome of this uncertainty. We will have to raise additional funds to meet our

current obligations and to cover operating expenses through the year ending December 31, 2007. If we are not successful in raising additional capital we may not be able to continue as a going concern.

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**We Are Subject To A Working Capital Deficit, Which Means That Our Current Assets On December 31, 2006 Were Not Sufficient To Satisfy Our Current Liabilities**

We had a working capital deficit of \$1,788,938 at December 31, 2007, which means that our current liabilities as of that date exceeded our current assets. Current assets are assets that are expected to be converted to cash within one year and, therefore, may be used to pay current liabilities as they become due. Our working capital deficit means that our current assets on December 31, 2007 were not sufficient to satisfy all of our current liabilities on that date. We will have to raise capital or debt to fund the deficit or cease operations.

**Our Limited Operating History Makes It Difficult Or Impossible To Evaluate Our Performance And Make Predictions About Our Future**

Due to our limited operating history, it is difficult to make an evaluation of our future performance can be made. You should be aware of the difficulties normally encountered by motorsports companies similarly situated to us and the high rate of failure of such enterprises. If we do not successfully address the risks facing us, then our future business prospects will be significantly limited and, as a result, the trading price of our common stock would likely decline significantly. You should consider the likelihood of our future success in view of our limited operating history, as well as the complications frequently encountered by other companies in the early stages of development. If we encounter problems, additional costs, difficulties, complications or delays in connection with our motorsports activities, it will have a material adverse effect on its business, results of operations and financial condition, and as a result, we could be forced to cease our business operations.

**Our Common Stock May Be Affected By Limited Trading Volume And May Fluctuate Significantly, And This May Adversely Affect Your Investment**

There has been a limited public market for our common stock and there can be no assurance that a more active trading market for our common stock will develop. An absence of an active trading market could adversely affect our shareholders' ability to sell our common stock in short time periods, or possibly at all. Our common stock has experienced in the past, and is likely to experience in the future, significant price and volume fluctuations, which could adversely affect the market price of our common stock without regard to our operating performance. In addition, we believe that factors such as changes in the overall economy or the condition of the financial markets could cause the price of our common stock to fluctuate substantially. These fluctuations may also cause short sellers to enter the market from time to time in the belief that we will have poor results in the future. We cannot predict the actions of market participants and, therefore, can offer no assurances that the market for our stock will be stable or appreciate over time.

**Our Common Stock Is Deemed To Be "Penny Stock," Which May Make It More Difficult For Investors To Sell Their Shares Due To Suitability Requirements**

Our common stock is deemed to be "penny stock" as that term is defined in Rule 3a51-1 promulgated under the Securities Exchange Act of 1934, as amended. These requirements may reduce the potential market for our common stock by reducing the number of potential investors. This may make it more difficult for investors in our common stock to sell shares to third parties or to otherwise dispose of them. This could cause our stock price to decline. Penny stocks are stock:

With a price of less than \$5.00 per share;

That are not traded on a "recognized" national exchange;

Whose prices are not quoted on the NASDAQ automated quotation system (NASDAQ listed stock must still have a price of not less than \$5.00 per share); or

·In issuers with net tangible assets less than \$2.0 million (if the issuer has been in continuous operation for at least three years) or \$10.0 million (if in continuous operation for less than three years), or with average revenues of less than \$6.0 million for the last three years.

Broker/dealers dealing in penny stocks are required to provide potential investors with a document disclosing the risks of penny stocks. Moreover, broker/dealers are required to determine whether an investment in a penny stock is a suitable investment for a prospective investor.

### **Additional Financing Will Likely Dilute The Value Of Our Stockholders' Shares**

We will need to raise additional capital to fund our anticipated future expansion and implement our business plan. Any additional financing will likely also involve dilution to our then-existing stockholders, which could result in a decrease in the price of our common stock.

### **We Depend On Key Personnel And Our Failure To Attract Or Retain Key Personnel Could Harm Our Business**

Our success largely depends on the efforts and abilities of key executives and consultants, including A. Robert Koveleski, our President and Chief Executive Officer and Principle Accounting Officer. Steve Pinson resigned as Secretary and Board Member effective March 17, 2008. At present, Mr. Pinson will remain as consultant to the Company. The loss of the services of Messrs. Pinson and Koveleski could materially harm our business because of the cost and time necessary to replace and train a replacement. Such a loss would also divert management attention away from operational issues.

### **New Business Ventures Or Acquisitions That We May Undertake Would Involve A Number Of Inherent Risks, Any Of Which Could Cause Us Not To Realize The Benefits Anticipated To Result.**

We intend to seek to expand our operations through acquisitions of businesses and assets. These transactions involve various inherent risks, such as:

- uncertainties in assessing the value, strengths, weaknesses, contingent and other liabilities and potential profitability of acquisition or other transaction candidates;
- the potential loss of key personnel of an acquired business;
- the ability to achieve identified operating and financial synergies anticipated to result from an acquisition or other transaction;
- problems that could arise from the integration of the acquired or new business;
- unanticipated changes in business, industry or general economic conditions that affect the assumptions underlying the acquisition or other transaction rationale; and
- unexpected development costs that adversely affect our profitability.

Any one or more of these factors could cause us not to realize the benefits anticipated to result from the acquisition of businesses or assets or the commencement of a new business venture.

### **We Are Subject To New Corporate Governance And Internal Controls Reporting Requirements, And Our Costs Related To Compliance With, Or Our Failure To Comply With Existing And Future Requirements Could Adversely Affect Our Business.**

We face new corporate governance requirements under the Sarbanes-Oxley Act of 2002, as well as new rules and regulations subsequently adopted by the SEC. These laws, rules and regulations continue to evolve and may become increasingly stringent in the future. In particular, we will be required to include management and auditor reports on internal controls as part of our annual report for the year ended December 31, 2006 pursuant to Section 404 of the Sarbanes-Oxley Act. We cannot assure you that we will be able to fully comply with these laws, rules and regulations that address corporate governance, internal control reporting and similar matters. Failure to comply with these laws,

rules and regulations could materially adversely affect our reputation, financial condition and the value of our securities.

**Shareholders Must Rely On Management For The Operation Of The Company.**

All decisions with respect to the operation of ANRC and development, production and marketing of our services, will be made exclusively by management. Our success will, to a large extent, depend on the quality of the management of the Company. In particular, we will depend on the services of our board members and officers. Shareholders will have no right or power to take part in the management of the Company, for the most part, except to the extent of voting for the members of the Board of Directors each year. Accordingly, no person should purchase any of the stock offered hereby unless such prospective purchaser is willing to entrust all aspects of the management of the Company to management and has evaluated management's capabilities to perform such functions.

**We May Issue Additional Preferred Stock In The Future, And The Terms Of The Preferred Stock May Reduce The Value Of Your Common Stock.**

We are authorized to issue up to 10,000,000 shares of preferred stock in one or more series. Our Board of Directors will be able to determine the terms of preferred stock without further action by our stockholders. We have designated 2,000,000 shares of preferred stock as Series A Convertible Preferred Stock, 1,000,000 of which were issued to management and are outstanding as of March 31, 2008. To the extent we issue preferred stock, it could affect your rights or reduce the value of your common stock. In particular, specific rights granted to future holders of preferred stock could be used to restrict our ability to merge with or sell our assets to a third party. These terms may include voting rights, and may include preferences as to dividends and liquidation, conversion and redemption rights, and sinking fund provisions.

**We Have Not, And Currently Do Not Anticipate, Paying Dividends On Our Common Stock.**

We have never paid any dividend on our common stock and do not plan to pay dividends on our common stock for the foreseeable future. We currently intend to retain future earnings, if any, to finance operations, capital expenditures and to expand our business.

**There Is A Limited Market For Our Common Stock Which Makes It Difficult For Investors To Engage In Transactions In Our Securities.**

Our common stock is quoted on the Over the Counter Bulletin Board under the symbol "AMRA."

There is a limited trading market for our common stock. If public trading of our common stock does not increase, a liquid market will not develop for our common stock. The potential effects of this include difficulties for the holders of our common shares to sell our common stock at prices they find attractive. If liquidity in the market for our common stock does not increase, investors in our company may never realize a profit on their investment.

**Our Stock Is Thinly Traded, Which Can Lead To Price Volatility And Difficulty Liquidating Your Investment.**

The trading volume of our stock has been low, which can cause the trading price of our stock to change substantially in response to relatively small orders. In addition, during the last two fiscal years and interim quarters, our common stock has traded post-split as low as \$0.08 and as high as \$24.50. Both volume and price could also be subject to wide fluctuations in response to various factors, many of which are beyond our control, including actual or anticipated variations in quarterly and annual operating results and general market perception. An absence of an active trading market could adversely affect our shareholders' ability to sell our common stock in short time periods, or possibly at all. In addition, we believe that factors such as changes in the overall economy or the condition of the financial markets could cause the price of our common stock to fluctuate substantially. These fluctuations may also cause short sellers to enter the market from time to time in the belief that we will have poor results in the future. We cannot predict the actions of market participants and, therefore, can offer no assurances that the market for our stock will be stable or appreciate over time.

**A Sale Of A Substantial Number Of Shares Of Our Common Stock May Cause The Price Of Our Common Stock To Decline.**

If our shareholders sell substantial amounts of our common stock in the public market, including shares issued upon the exercise of outstanding options or warrants, the market price of our common stock could fall. These sales also may make it more difficult for us to sell equity or equity-related securities in the future at a time and price that we deem reasonable or appropriate.





## **Item 2. Description Of Properties**

The Company's corporate offices are located in the home of the Company's secretary at Stroudsburg, Pennsylvania. The Company is currently seeking to relocate into a new executive office.

## **Item 3. Legal Proceedings**

On February 4, 2008, Besser Kapital Fund, LTD. ("Besser") filed a Notice of Motion for Summary Judgment in lieu of Complaint with the Supreme Court of the State of New York, County of New York against the Company, Motorsports and Entertainment of Tennessee, Inc. and ARC Development Corp. (collectively "Defendants"). The Notice of Motion alleged that ARC defaulted on a Senior Secured Convertible Note issued to it by Besser. The Notice of Motion sought \$180,000.00 plus interest, costs and attorney's fees.

Defendants entered into a Stipulation of Settlement with Besser that provided that Defendants shall pay Besser a total of \$220,373.69 on or before May 15, 2008. If payment is made on or before May 15, 2008, the parties will exchange mutual releases, and Besser shall file a Stipulation of Discontinuance with the Court. If Defendants do not make full payment on or before May 15, 2008, Besser is entitled to an Entry of Judgment upon Default without further notice to the Defendants.

On March 4, 2008, Davy Jones and the Company verbally agreed to a settlement that will resolve all claims brought by Jones against the Company in the present action. Pursuant to the settlement agreement, the Company will issue shares to Jones in exchange for dismissal of all claims. The parties are now in the process of exchanging and reviewing the written settlement documents that will memorialize the settlement agreement. Counsel expects that the written settlement agreement will be finalized and executed before the end of April, 2008.

## **Item 4. Submission Of Matters To A Vote Of Securities Holders**

None.

**PART II****Item 5. Market For Common Equity And Related Stockholder Matters**

Our common stock has been quoted on the NASD's OTC Bulletin Board since November 1, 2000. The table below sets forth, for the respective periods indicated, the prices for our common stock in the over-the-counter market as reported by the NASD's OTC Bulletin Board.

As of December 31, 2007, the Company has 26,391,398 shares of common stock and 1,000,000 shares of preferred stock outstanding. The Company's authorized capital stock consists of 33,333,333 shares of common stock and 10,000,000 shares of preferred stock.

The following table reflects high and low quarterly bid prices for the fiscal year ended December 31, 2007, and the subsequent period up to the filing of this Annual Report. This information has been provided to the Company by Pink Sheets, LLC. These quotations reflect inter-dealer prices, without retail mark-ups or mark-downs or commissions. These quotations may not necessarily reflect actual transactions.

| <b>YEAR 2007</b>                           | <b>High Bid</b> | <b>Low Bid</b> |
|--|-----------------|----------------|
| 1 <sup>st</sup> Quarter Ended March 31     | \$ 1.90         | \$ 0.13        |
| 2 <sup>nd</sup> Quarter Ended June 30      | \$ 1.06         | \$ 0.08        |
| 3 <sup>rd</sup> Quarter Ended September 30 | \$ 0.71         | \$ 0.05        |
| 4 <sup>th</sup> Quarter Ended December 31  | \$ 0.40         | \$ 0.80        |
| <b>YEAR 2006</b>                           |                 |                |
|  | <b>High Bid</b> | <b>Low Bid</b> |
| 1 <sup>st</sup> Quarter Ended March 31     | \$ 3.10         | \$ 2.50        |
| 2 <sup>nd</sup> Quarter Ended June 30      | \$ 3.50         | \$ 2.00        |
| 3 <sup>rd</sup> Quarter Ended September 30 | \$ 3.50         | \$ 2.50        |
| 4 <sup>th</sup> Quarter Ended December 31  | \$ 24.50        | \$ 2.10        |

At December 31, 2007, we had approximately 108 shareholders of record.

**Dividends**

The Company has not declared or paid cash dividends since its inception and do not anticipate paying such dividends in the foreseeable future. The payment of dividends may be made at the discretion of the Board of Directors and will depend upon, among other factors, on the Company's operations, capital requirements, and overall financial condition.

**Recent Sales of Unregistered Securities**

During the year ended December 31, 2007, the Company issued the following unregistered securities:

On December 7, 2007, the Company issued Ten Million Eighty Hundred Ninety Thousand (10,890,000) shares of common stock and Five Hundred Thousand (500,000) shares of preferred stock for One Hundred Ninety-Six (196) shares of Millennium Motorsports

|  | Number<br>Of Securities<br>To Be Issued<br>Upon Exercise<br>Of Outstanding<br>Options,<br>Warrants And<br>Rights<br>(a) | Weighted-Average<br>Exercise Price<br>Of Outstanding<br>Options,<br>Warrants And<br>Rights<br>(b) | Number<br>Of Securities<br>Remaining<br>Available<br>For Future<br>Issuance<br>Under Equity<br>Compensation<br>Plans<br>(Excluding<br>Securities<br>Reflected<br>In Column (a))<br>(c) |
|--|---|---|--|
| Equity compensation plans approved by security holders     | 0   | —   | 0  |
| Equity compensation plans not approved by security holders | 0   | —   | 0  |
| <b>TOTAL</b>   | <b>0</b>  | <b>—</b>  | <b>0</b>   |

## Item 6. Management's Discussion And Analysis Or Plan Of Operation

### General

*When used in this Form 10-KSB, the words "anticipated", "estimate", "expect", and similar expressions are intended to identify forward-looking statements. Such statements are subject to certain risks, uncertainties and assumptions including the possibility that the Company will fail to generate projected revenues. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those anticipated, estimated or projected.*

*The following discussion of the financial condition, changes in financial condition and results of operation of the Company for the fiscal years ended December 31, 2007 and December 31, 2006 should be read in conjunction with the financial statements of the Company and related notes included therein.*

### Going Concern

As reflected in the Company's financial statements for the twelve months ended December 31, 2007, the Company's accumulated deficit of \$11,960,153 and its working capital deficiency of \$1,788,938 raise substantial doubt about its ability to continue as a going concern. As of April 8, 2008, the Company's cash on hand was \$7,390. The ability of the Company to continue as a going concern is dependent on the Company's ability to raise additional debt or capital. The financial statements for December 31, 2007 do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

### Critical Accounting Policies And Estimates

Management's discussion and analysis of the Company's financial condition and results of operations are based upon the Company's consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these financial statements requires that we make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses. At each balance sheet date, management evaluates its estimates. The Company based its estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances. Actual results may differ

from these estimates under different assumptions or conditions. The estimates and critical accounting policies that are most important in fully understanding and evaluating our financial condition and results of operations include those listed below.

**Revenue Recognition**

The Company recognizes revenue when services have been provided and collection is reasonably assured.

**Stock-based compensation**

The Company has traditionally accounted for stock-based compensation under the recognition and measurement principles of APB Opinion No. 25, *Accounting for Stock Issued to Employees, and related Interpretations*. Accordingly, no compensation cost is recognized in the financial statements, when options granted under those plans have an exercise price equal to or greater than the market value of the underlying common stock on the date of grant. The Company issued no compensatory options to its employees during the years ended December 31, 2007 and 2006.

In December 2005, the Company adopted the provisions of Statement of Financial Accounting Standards No. 123R, although this statement had no effect on the Company's 2008 financial statements.

## **Results Of Operations For The Year Ended December 31, 2007 Compared To The Year Ended December 31, 2006**

### ***Revenues***

We had no revenues from continuing operations for the year ended December 31, 2006 and revenues of \$485,335 for the fiscal year ending 2007 from the operations of LJ&J. We began consolidating the operations of LJ&J as of July 1, 2007.

***Operating Expenses.*** Operating expenses for the year ended December 31, 2006 were \$6,257,102. Operating expenses for the year ended December 31, 2007 were \$5,974,915. We disposed of our operating subsidiaries in a settlement agreement with our former president Davy Jones on October 27, 2006. Operating expenses in 2006 consisted of \$6,008,581 in consulting fees, \$99,415 in travel expenses and payroll expenses of \$24,318. \$5,711,510 of the consulting fees were paid in shares of our common stock because we have limited cash resources for engaging the people we need to build our business. Operating expenses in 2007 consisted of \$4,463,796 in consulting fees, \$324,628 in legal and professional fees and salaries and wages of \$205,777. \$3,952,460 of the consulting fees were paid in shares of our common stock because we have limited cash resources for engaging the people we need to build our business.

***Net Loss.*** The Company had a loss from continuing operations of \$5,186,557 for the year ended December 31, 2006 and a gain from discontinued operations of \$1,257,298, as compared to a loss from operations of \$6,598,156 for the year ended December 31, 2007.

### **Liquidity And Capital Resources**

The Company's financial statements have been prepared on a going concern basis that contemplates the realization of assets and the settlement of liabilities and commitments in the normal course of business. The Company incurred a net loss from operations of \$5,186,557 and \$6,598,156 for the years ended December 31, 2006 and December 31, 2007, respectively. We have an accumulated deficit of \$11,960,153 at December 31, 2007. As of December 31, 2007, the Company's had assets of \$1,105,434 and liabilities of \$1,806,328, a difference of \$700,894. Management recognizes that the Company must generate or obtain additional capital to enable it to continue operations. The realization of assets and satisfaction of liabilities in the normal course of business is dependent upon the Company's obtaining additional equity capital and ultimately obtaining profitable operations. However, no assurances can be given that the Company will be successful in these activities. Should any of these events not occur, the accompanying consolidated financial statements will be materially affected.

The Company incurred losses since inception until fiscal year ended December 31, 2007. During 2007, \$1,500,000 in working capital was raised through placements of convertible debt. During 2006, \$1,000,000 in working capital was raised through placements of convertible debt.

On July 25, 2006, the Company entered into a Securities Purchase Agreement with New Millennium Capital Partners II, LLC, AJW Qualified Partners, LLC, AJW Offshore, Ltd. and AJW Partners, LLC (collectively, the "Investors"). Under the terms of the Securities Purchase Agreement, the Investors purchased an aggregate of (i) \$2,000,000 in callable convertible secured notes (the "Notes") and (ii) warrants to purchase 10,000,000 shares of our common stock (the "Warrants"). The Notes carry an interest rate of 6% per annum and a maturity date of July 25, 2009. The notes are convertible into the Company's common shares at fifty percent (50%) (the "Applicable Percentage") of the average of the lowest three (3) trading prices for our shares of common stock during the twenty (20) trading day period prior to

conversion. However, the Applicable Percentage shall be increased to (i) 55% in the event that a Registration Statement is filed within thirty days of the closing and (ii) 60% in the event that the Registration Statement becomes effective within one hundred and twenty days from the Closing. In addition, the Company has granted the investors a security interest in substantially all of its assets and intellectual property as well as registration rights. In connection with the Securities Purchase Agreement, the Company issued to the Investors seven year warrants to purchase 10,000,000 shares of our common stock at an exercise price of \$.30. As of December 31, 2006, the Company had convertible debt totaling \$1,000,000. As of December 31, 2006, the Company recorded a discount of \$847,222 for the fair value of the beneficial conversion feature attached to the convertible debt.

Cash used by operating activities was \$471,520 for the year ended December 31, 2006, compared to cash used of \$1,174,327 for 2007. The increase in cash used was due primarily to the development of our motor sports consulting business.

We used \$450,000 of cash to invest in our unconsolidated subsidiary in 2006 and \$250,000 in 2007.

Cash provided by financing activities was \$1,408,354 during fiscal year 2007, compared to cash provided by financing activities of \$896,633 during 2006. This difference was mainly due to an increase in convertible debt proceeds in 2007.

### **Plan Of Operation for 2008**

For the initial stages, we estimate a need for \$1,500,000 to \$2,500,000 to fund the first year of event and administrative operations and provide working capital. The Company's plan of operations which seeks to integrate race track design and development operations with a professional racing team and a national driving school network to leverage the popularity and growth of the motor sports industry.

### **Recent Accounting Pronouncements**

December 2007, the FASB issued SFAS 160, "Noncontrolling interests in Consolidated Financial Statements - an amendment of ARB No. 51". This Statement amends ARB 51 to establish accounting and reporting standards for the noncontrolling interest in a subsidiary and for the deconsolidation of a subsidiary. It clarifies that a noncontrolling interest in a subsidiary is an ownership interest in the consolidated entity that should be reported as equity in the consolidated financial statements. This Statement is effective for fiscal years beginning on or after December 15, 2008. Early adoption is not permitted. Management is currently evaluating the effects of this statement, but it is not expected to have any impact on the Company's financial statements.

In February 2007, the FASB issued SFAS 159, "The Fair Value Option for Financial Assets and Financial Liabilities. SFAS 159 creates a fair value option allowing an entity to irrevocably elect fair value as the initial and subsequent measurement attribute for certain financial assets and financial liabilities, with changes in fair value recognized in earnings as they occur. SFAS 159 also requires an entity to report those financial assets and financial liabilities measured at fair value in a manner that separates those reported fair values from the carrying amounts of assets and liabilities measured using another measurement attribute on the face of the statement of financial position. Lastly, SFAS 159 requires an entity to provide information that would allow users to understand the effect on earnings of changes in the fair value on those instruments selected for the fair value election. SFAS 159 is effective for fiscal years beginning after November 15, 2007 with early adoption permitted. The Company is continuing to evaluate SFAS 159 and to assess the impact on its results of operations and financial condition if an election is made to adopt the standard.

In September 2006, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 157, "Fair Value Measurements" which defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles (GAAP), and expands disclosures about fair value measurements. Where applicable, SFAS No. 157 simplifies and codifies related guidance within GAAP and does not require any new fair value measurements. SFAS No. 157 is effective for financial statements issued for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years. Earlier adoption is encouraged. The Company does not expect the adoption of SFAS No. 157 to have a significant effect on its financial position or results of operation. In June 2007, the Financial Accounting Standards Board issued FAS No. 141R, *Business Combinations* - This Statement implements certain revisions to SFAS 141, including changes to the measurement of purchase consideration, measurement of goodwill, capitalization of in-process research and development, and definition of the acquisition date. This statement is effective for fiscal years, and interim periods within those fiscal years, beginning on



or after December 15, 2008. The implementation of this pronouncement had no effect on the Company's consolidated financial statements.

**Item 7. Financial Statements**

The consolidated financial statements of the Company required by Regulation S-B are attached to this report. Reference is made to Item 13 below for an index to the financial statements.

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## **Item 8. Changes In And Disagreements With Accountants On Accounting And Financial Disclosure**

To the Company's knowledge, the Company has had no disagreements with its certified public accountants with respect to accounting practices or procedures of financial disclosure.

### **ITEM 9A (T): CONTROLS AND PROCEDURES**

#### **(a) Evaluation of Disclosure Controls and Procedures**

Disclosure controls and procedures are designed to ensure that information required to be disclosed in the reports that are filed or submitted under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commission's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed in the reports that are filed under the Exchange Act is accumulated and communicated to management, including the principal executive officer, as appropriate to allow timely decisions regarding required disclosure. Under the supervision of and with the participation of management, including the principal executive officer and principal financial officer, the Company has evaluated the effectiveness of the design and operation of its disclosure controls and procedures as of December 31, 2007, and, Based on this evaluation, management concluded that the Company's internal control over financial reporting was not effective as of December 31, 2007, due to a lack of segregation of duties.

#### **(b) Changes in Internal Controls**

There have been no significant changes in internal controls or in other factors that could significantly affect these controls subsequent to the date of the evaluation described above, including any corrective actions with regard to significant deficiencies and material weaknesses.

#### **(c) Management's Annual Report on Internal Control Over Financial Reporting**

The management of the Company is responsible for establishing and maintaining adequate internal control over financial reporting and for the assessment of the effectiveness of internal control over financial reporting. As defined by the SEC, internal control over financial reporting is defined in Rule 13a-15(f) or 15d-15(f) promulgated under the Exchange Act as a process designed by, or under the supervision of, the Company's principal executive and principal financial officers and effected by the Company's board of directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. The Company's internal control over financial reporting is supported by written policies and procedures that: (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the Company's assets; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles and that receipts and expenditures of the Company are being made only in accordance with authorizations of the Company's management and directors; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

The Company's internal control system was designed to provide reasonable assurance to the Company's management and board of directors regarding the preparation and fair presentation of published financial statements. All internal control systems, no matter how well designed, have inherent limitations which may not prevent or detect misstatements. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation. Projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the

degree of compliance with the policies or procedures may deteriorate.

Management conducted an evaluation of the effectiveness of the Company's internal control over financial reporting as of December 31, 2007. In making this assessment, management used the framework set forth in the report entitled "Internal Control-Integrated Framework" issued by the Committee of Sponsoring Organizations of the Treadway Commission, or COSO. The COSO framework summarizes each of the components of a company's internal control system, including (i) the control environment, (ii) risk assessment, (iii) control activities, (iv) information and communication, and (v) monitoring. Based on this evaluation, management concluded that the Company's internal control over financial reporting was not effective as of December 31, 2007, due to a lack of segregation of duties.

This annual report does not include an attestation report of our registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by our registered public accounting firm pursuant to temporary rules of the Securities and Exchange Commission that permits us to provide only management's report in this annual report."

**ITEM 8B. OTHER INFORMATION**

None.

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**PART III**

**Item 9. Directors And Executive Officers, Promoters, And Control Persons; Compliance With Section 16(a) Of The Exchange Act**

**General**

The following table sets forth certain information regarding the current directors and executive officers of the Company:

| <b>Name</b>         | <b>Age</b> | <b>Position(S)<br/>With The Company</b>                        | <b>Director Since</b> |
|---------------------|------------|--|-----------------------|
| A. Robert Koveleski | 54         | President , CEO, Interim CFO, and Principal Accounting Officer | October 2005          |

The following information is furnished for each of the executive officers and directors:

**A. Robert Koveleski** serves as our President/CEO and Interim Principal Accounting Officer and is the sole member of the board of directors since October 2005. During the past thirty-five years, Koveleski has worked exclusively in the auto racing industry contracting and consulting with professional race teams, racing drivers, automotive manufacturers and automotive after-market companies. Utilizing his racing background, he became vice president of operations at the *AutoWorld* catalog mail order house. He was also president of the Chevrolet *Camaro Connection*, a catalog company which Mr. Koveleski created and managed. During this time, he dealt with hundreds of suppliers and printed more than two and a half million automotive racing catalogs a year. In 1980 he purchased half interest in a racing school at Pocono International Raceway. While promoting road racing at the track, he secured sponsors and manufacturers as financial participants.

***Family Relationships***

There is no family relationship between or among any Officer and/or Director of the company.

***Family Relationships***

There is no family relationship between or among any Officer and Director.

***Term of Office***

The directors named above will serve until the next annual meeting of our stockholders. In absence of an employment agreement, officers hold their positions at the pleasure of the Board of Directors.

***Committees of the Board of Directors***

During the year ended December 31, 2006, the Company did not establish any committees.

The Company does not currently have an audit committee, and the Board of Directors serves this function. A. Robert Koveleski qualifies as the audit committee financial expert, as defined by Regulation S-B Item 401. Mr. Koveleski is not an independent director, as that term is defined under the Exchange Act.

***Code Of Ethics***

On May 10, 2004, the Board of Directors of the Company adopted a written Code of Ethics designed to deter wrongdoing and promote honest and ethical conduct, full, fair and accurate disclosure, compliance with laws, prompt internal reporting and accountability to adherence to the Code of Ethics. This Code of Ethics has been filed with the Securities and Exchange Commission as an Exhibit to this Form 10-KSB.

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**Item 10. Executive Compensation**

The following table sets forth the compensation awarded by the Company for the fiscal years ended December 31, 2006 and 2007 to the following executives (the “Named Executive Officers”):

**SUMMARY COMPENSATION TABLE**

(1)

| NAME AND<br>PRINCIPAL<br>POSITION  | YEAR | ANNUAL COMPENSATION |               |                                      | LONG-TERM COMPENSATION<br>AWARDS PAYOUTS |  |                                      |   |
|--|------|---------------------|---------------|--------------------------------------|--|--|--------------------------------------|---|
|  |      | SALARY<br>(\$)      | BONUS<br>(\$) | OTHER ANNUAL<br>COMPENSATION<br>(\$) | RESTRICTED<br>STOCK<br>AWARDS<br>(\$)    | SECURITIES<br>UNDERLYING<br>LTIP<br>SAVINGS<br>PLANS<br>(\$) | ALL<br>OTHER<br>COMPENSATION<br>(\$) |   |
| D. Davy Jones <sup>(1)</sup><br>President and Chief<br>Executive Officer                             | 2007 | \$ 0                | 0             | 0                                    | 0  | —  | —                                    | — |
|  | 2006 | \$ 32,500           | 0             | 0                                    | 0  | —  | —                                    | — |
| A. Robert Koveleskis <sup>(2)</sup><br>Vice President and<br>Interim Principal<br>Accounting Officer | 2007 | \$ 32,500           | 0             | 0                                    | 0  | —  | —                                    | — |
|  | 2006 | \$ 32,500           | 0             | 0                                    | 0  | —  | —                                    | — |

<sup>(1)</sup>Mr. D. Davy Jones served as the Company’s President and Chief Executive Officer from October 2005 until October 2006. In July 2006, Mr. Jones and the Company entered into an oral agreement whereby Mr. Jones would receive an annual salary of \$120,000, which compensation would commence upon the Company’s obtaining funding. On July 25, 2006, upon the Company obtaining funding, Mr. Jones received \$12,500 in compensation. In August 2006, the Company and Mr. Jones entered into a definitive employment agreement, whereby an additional \$20,000 was paid in 2006.

<sup>(2)</sup> Mr. A. Robert Koveleski has served as the Company’s Vice-President and Interim Principal Accounting Officer since October 2005. In July 2006, Mr. Koveleski and the Company entered into an oral agreement whereby Mr. Koveleski would receive an annual salary of \$120,000, which compensation would commence upon the Company’s obtaining funding. On July 25, 2006, upon the Company obtaining funding, Mr. Koveleski received \$12,500 in compensation. In August 2006, the Company and Mr. Koveleski entered into a definitive employment agreement, whereby an additional \$20,000 was paid in 2006.

**Employment Agreements**

As described above, the Company entered into a written employment agreement with Mr. Koveleski in August 2006. Since October of 2005, Mr. Koveleski has served as the Company’s Vice-President and Interim Principal Accounting Officer. Then beginning on October 13<sup>th</sup> 2006, as the Company’s President and Chief Executive Officer and Interim Principal Accounting Officer. Mr. Koveleski’s compensation from the Company is in the amount of \$120,000 plus a stock option plan.

### Compensation Pursuant To Plans

For the fiscal year ended December 31, 2007, and the subsequent period up to the date of the filing of this Annual Report, the Company did not adopt any plans, and therefore there is no compensation to the Company's executives pursuant to a stock option plan or any other plans.

### Compensation Of Directors

For the fiscal year ended December 31, 2007, and the subsequent period up to the date of the filing of this Annual Report, the Company did not compensate directors for their services.

### Termination Of Employment And Change Of Control Arrangement

The Company does not have compensatory plans or arrangements, including payments to be received from the Company, with respect to any persons which would in any way result in payments to any person because of his/her resignation, retirement, or other termination of such person's employment by the Company, or any change in our control, or a change in the person's responsibilities following a changing in the Company's control.

## Item 11. Security Ownership Of Certain Beneficial Owners And Management AND RELATED STOCKHOLDER MATTERS

### Security Ownership Of Certain Beneficial Owners

As of December 31, 2007, there were 27,353,285 shares of our common stock issued and 1,000,000 shares of preferred stock issued and outstanding.

The table below sets forth information with respect to the beneficial ownership of our common stock as of April 5, 2008, a date close to the filing of this Annual Report for (i) any person who we know is the beneficial owner of more than 5% of our outstanding common stock; (ii) each of our directors or those nominated to be directors, and executive officers; and (iii) all of our directors and executive officers as a group.

#### SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS

| Title of Class | Name and Address of Beneficial Owner   | Amount and Nature of Beneficial Ownership | Percentage of Class <sup>(2)</sup> |
|----------------|--|---|------------------------------------|
| Common         | A. Robert Koveleski<br>6860 Robbins Ct<br>San Diego, CA 92122                | 190,001(1)                                | 0.69%                              |
| Common         | Ski 3 LLC<br>6860 Robbins Ct<br>San Diego, CA 92122                          | 10,000,000(1)                             | 36.56%                             |
| Common         | SW International<br>401 B. Street<br>Suite 1200<br>San Diego, CA 92101       | 800,001(1)                                | 2.92%                              |
| Common         | Millennium Motorsports<br>of New Jersey<br>PO Box 378<br>Long Pond, PA 18334 | 10,890,000(2)                             | 39.81%                             |

(1)



**Includes 190,000 shares held by A. Robert Kovelesk, 10,000,000 shares held of record by Ski 3 LLC and 800,001 shares held of record by SW International LLC. Ski 3 LLC also owns 500,000 shares of Preferred Stock.**

**(2) Includes 10,890,000 shares held of record by Millennium Motor Sports of New Jersey. Millennium Motor Sports of New Jersey also owns 500,000 shares of Preferred Stock.**

**Security Ownership Of Management Of American Racing Capital, Inc. (Common and Preferred Stock)****SECURITY OWNERSHIP OF MANAGEMENT OF THE COMPANY**

| <b>Title of Class</b> | <b>Name and Position<br/>of Officer and/or Director</b>  | <b>Amount and<br/>Nature of<br/>Beneficial<br/>Ownership<sup>(1)</sup></b> | <b>Percentage of<br/>Class<sup>(2)</sup></b> |
|-----------------------|--|--|--|
| <b>Common</b>         |  |  |  |
|                       | A. Robert Koveleski, President,<br>Chief Executive Officer,<br>Secretary and Interim Principal<br>Accounting Officer | 10,990,001   | 40.17%                                       |
|                       | All Officers and Directors as a<br>Group (1 Person)  | 10,990,001   | 40.17%                                       |

(1) Applicable percentage of ownership is based on 26,353,285 shares of common stock outstanding as of April 5, 2008 for each stockholder. Beneficial ownership is determined in accordance with the rules of the SEC and generally includes voting of investment power with respect to securities. Shares of common stock subject to securities exercisable or convertible into shares of common stock that are currently exercisable or exercisable within 60 days of April 5, 2008 are deemed to be beneficially owned by the person holding such options for the purpose of computing the percentage of ownership of such persons, but are not treated as outstanding for the purpose of computing the percentage ownership of any other person.

**SECURITY OWNERSHIP OF MANAGEMENT OF THE COMPANY (Preferred Stock)**

| <b>Title of Class</b> | <b>Name and Position<br/>of Officer and/or Director</b>  | <b>Amount and<br/>Nature of<br/>Beneficial<br/>Ownership</b> | <b>Percentage of<br/>Class</b> |
|-----------------------|--|--|--------------------------------|
| <b>Preferred</b>      |  |  |                                |
|                       | A. Robert Koveleski, President,<br>Chief Executive Officer,<br>Secretary and Interim Principal<br>Accounting Officer | 500,000  | 100.00%                        |
|                       | All Officers and Directors as a<br>Group (1 Person)  | 500,000  | 100.00%                        |

**Item 12. Certain Relationships And Related Transactions And Director Independence****Transactions With Management And Others**

Except as indicated below, and for the periods indicated, there were no material transactions, or series of similar transactions, since the beginning of the Company's last fiscal year, or any currently proposed transactions, or series of similar transactions, to which we were or are a party, in which the amount involved exceeds \$60,000, and in which any director or executive officer, or any security holder who is known by us to own of record or beneficially more than 5% of any class of our common stock, or any member of the immediate family of any of the foregoing persons, has an interest.

**Indebtedness Of Management**

There were no material transactions, or series of similar transactions, since the beginning of our last fiscal year, or any currently proposed transactions, or series of similar transactions, to which we were or are a party, in which the amount involved exceeds \$60,000 and in which any director or executive officer, or any security holder who is known to us to own of record or beneficially more than 5% of any class of our common stock, or any member of the immediate family of any of the foregoing persons, has an interest.

**Transactions With Promoters**

There have no material transactions between us and our promoters or founders.

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**Item 13. Exhibits**

**Financial Statements.** The audited financial statements for 2007 and 2006 are attached to this report.

**Exhibits.** The following exhibits are included as part of this report:

**Exhibits:**

| <b>Exhibit Number</b> | <b>Title of Document</b>   | <b>Location</b>   |
|-----------------------|--|---|
| 3.2                   | Certificate of Designation of the Series A Convertible Preferred Stock of American Racing Capital, Inc.  | Incorporated by reference as Exhibit 3.2 to Form 8-K filed on December 5, 2005  |
| 10.1                  | Share Exchange Agreement, dated October 17, 2005, by and among the Company, American Racing Capital, Inc., and the shareholders of American Racing Capital, Inc.                               | Incorporated by reference as Exhibit 99.1 to Form 8-K filed on October 17, 2005 |
| 10.2                  | Share Exchange Agreement, dated October 18, 2005, by and among the Company, ARC Development Corporation, and the shareholders of ARC Development Corporation                                   | Incorporated by reference as Exhibit 99.1 to Form 8-K filed on October 19, 2005 |
| 10.3                  | Securities Purchase Agreement dated July 25, 2006, by and among the Company and New Millennium Capital Partners II, LLC, AJW Qualified Partners, LLC, AJW Offshore, Ltd. and AJW Partners, LLC | Incorporated by reference as Exhibit 4.1 to Form 8-K filed on August 4, 2006    |
| 10.4                  | Form of Callable Convertible Secured Note by and among New Millennium Capital Partners II, LLC, AJW Qualified Partners, LLC, AJW Offshore, Ltd. and AJW Partners, LLC                          | Incorporated by reference as Exhibit 4.2 to Form 8-K filed on August 4, 2006    |
| 10.5                  | Form of Stock Purchase Warrant issued to New Millennium Capital Partners II, LLC, AJW Qualified Partners, LLC, AJW Offshore, Ltd. and AJW Partners, LLC  | Incorporated by reference as Exhibit 4.3 to Form 8-K filed on August 4, 2006    |
| 10.6                  | Registration Rights Agreement dated July 25, 2006 by and among New Millennium Capital Partners II, LLC, AJW Qualified Partners, LLC, AJW Offshore, Ltd. and AJW Partners, LLC                  | Incorporated by reference as Exhibit 4.4 to Form 8-K filed on August 4, 2006    |
| 10.7                  |  |   |

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|       |  |  |
|-------|--|--|
|       | Security Agreement dated July 25, 2006 by and among the Company and New Millennium Capital Partners II, LLC, AJW Qualified Partners, LLC, AJW Offshore, Ltd. and AJW Partners, LLC                       | Incorporated by reference as Exhibit 4.5 to Form 8-K filed on August 4, 2006   |
| 10.8  | Intellectual Property Security Agreement dated July 25, 2006 by and among the Company and New Millennium Capital Partners II, LLC, AJW Qualified Partners, LLC, AJW Offshore, Ltd. and AJW Partners, LLC | Incorporated by reference as Exhibit 4.6 to Form 8-K filed on August 4, 2006   |
| 10.9  | Triggering event that accelerate or increase a direct financial obligation under an off-balance sheet agreement  | Incorporated by reference as Exhibit 4.7 to Form 8-K filed on January 23, 2008 |
| 10.10 | A Robert Koveleski Employment Agreement  | Provided herewith  |
| 31.1  | Certification by Chief Executive Officer pursuant to 15 U.S.C. Section 7241, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002  | Provided herewith  |

32.1 Certification by Chief Executive Officer Provided herewith  
pursuant to 18 U.S.C. Section 1350, as  
adopted pursuant to Section 906 of the  
Sarbanes-Oxley Act of 2002

**Item 14. Principal Accounting Fees And Services**

The Company incurred the following principal accounting fees for the year ended December 31, 2007 and December 31, 2006.

**Audit Fees.** The aggregate fees billed for professional services rendered was \$20,000 and \$10,000 each for the audits of the Company's annual financial statements for the fiscal years ended December 31, 2007 and December 31, 2006, and the reviews of the financial statements included in the Company's annual and quarterly reports for those fiscal years, respectively.

**Audit-Related Fees.** No fees were billed in either of the last two fiscal years for assurance and related services by the principal accountant.

**Tax Fees.** No fees were billed in either of the last two fiscal years for tax compliance, tax advice or tax planning.

**All Other Fees.** No other fees were billed during the two fiscal years.

**SIGNATURES**

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

**AMERICAN RACING CAPITAL, INC.**

May 2, 2008

By: */s/ A. Robert Koveleski*

\_\_\_\_\_  
A. Robert Koveleski  
President, Chief Executive Officer, and Director

By: */s/ A. Robert Koveleski*

\_\_\_\_\_  
A. Robert Koveleski  
Secretary, Principal Accounting  
Officer and Secretary

**MOORE & ASSOCIATES, CHARTERED**  
**ACCOUNTANTS AND ADVISORS**  
**PCAOB REGISTERED**

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

**To the Board of Directors**  
**American Racing Capital Inc.**

We have audited the accompanying consolidated balance sheets of American Racing Capital Inc. as of December 31, 2007 and December 31, 2006, and the related statements of operations, stockholders' equity and cash flows for the years ended December 31, 2007 and December 31, 2006. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of American Racing Capital Inc. as of December 31, 2007 and December 31, 2006, and the related statements of operations, stockholders' equity and cash flows for the years ended December 31, 2007 and December 31, 2006, in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 2 to the financial statements, the Company does not have a consistent source of revenues, which raises substantial doubt about its ability to continue as a going concern. Management's plans concerning these matters are also described in Note 2. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

*/s/ Moore & Associates, Chartered*

Moore & Associates Chartered  
Las Vegas, Nevada  
April 9, 2008

2675 S. Jones Blvd. Suite 109, Las Vegas, NV 89146 (702) 253-7499 Fax (702) 253-7501



**AMERICAN RACING CAPITAL, INC.**  
Balance Sheets

|   | December 31,        |                   |
|---|---------------------|-------------------|
|   | 2007                | 2006              |
| <u>ASSETS</u>   |                     |                   |
| CURRENT ASSETS  |                     |                   |
| Cash  | \$ 7,390            | \$ 23,363         |
| Prepaid expenses and refundable deposits  | 10,000              | 755               |
| Total Current Assets  | 17,390              | 24,118            |
| FIXED ASSETS, net   | 13,346              | -                 |
| OTHER ASSETS  |                     |                   |
| Goodwill  | 1,074,698           | -                 |
| Equity investment   | -                   | 443,525           |
| Total Other Assets  | 1,074,698           | 443,525           |
| <b>TOTAL ASSETS</b>   | <b>\$ 1,105,434</b> | <b>\$ 467,643</b> |
| <u>LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)</u>   |                     |                   |
| CURRENT LIABILITIES   |                     |                   |
| Accounts payable and accrued expenses   | \$ 375,206          | \$ 269,850        |
| Convertible debt payable, net   | 1,000,801           | 152,778           |
| Judgment payable  | 205,477             | -                 |
| Notes payable - related parties   | 224,844             | -                 |
| Total Current Liabilities   | 1,806,328           | 422,628           |
| <b>TOTAL LIABILITIES</b>  | <b>1,806,328</b>    | <b>422,628</b>    |
| STOCKHOLDERS' EQUITY (DEFICIT)  |                     |                   |
| Preferred stock: 2,000,000 shares authorized;<br>\$0.001 par value; 1,000,000 and 1,000,000 shares<br>issued<br>and outstanding, respectively | 1,000               | 1,000             |
| Common stock; 500,000,000 shares authorized,<br>\$0.001 par value; 27,353,285 and 2,639,140 shares<br>issued and outstanding, respectively    | 27,353              | 2,639             |
| Additional paid-in capital  | 11,014,814          | 5,403,373         |
| Minority interest   | 216,092             | -                 |

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|   |                     |                   |
|---|---------------------|-------------------|
| Deficit accumulated during the development stage                | (11,960,153)        | (5,361,997)       |
| Total Stockholders' Equity (Deficit)                            | (700,894)           | 45,015            |
| <b>TOTAL LIABILITIES AND STOCKHOLDERS'<br/>EQUITY (DEFICIT)</b> | <b>\$ 1,105,434</b> | <b>\$ 467,643</b> |

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

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**AMERICAN RACING CAPITAL, INC.**

## Statements of Operations

For the Years Ended December 31,  
2007 2006

|   |    |                    |    |                    |
|---|----|--------------------|----|--------------------|
| <b>REVENUES</b>   | \$ | 485,335            | \$ | -                  |
| <b>COST OF SALES</b>  |    | 546,566            |    | -                  |
| <b>Gross Profit (Loss)</b>                                  |    | (61,231)           |    | -                  |
| <b>OPERATING EXPENSES</b>                                   |    |                    |    |                    |
| Legal and professional                                      |    | 324,628            |    | 66,883             |
| Consulting expense  |    | 4,463,796          |    | 6,008,581          |
| Salaries and wages  |    | 205,777            |    | 24,318             |
| General and administrative                                  |    | 980,714            |    | 157,320            |
| <b>Total Operating Expenses</b>                             |    | <b>5,974,915</b>   |    | <b>6,257,102</b>   |
| <b>LOSS FROM OPERATIONS</b>                                 |    | <b>(5,489,580)</b> |    | <b>(6,257,102)</b> |
| <b>OTHER EXPENSE</b>  |    |                    |    |                    |
| Minority interest   |    | (91,855)           |    | 6,475              |
| Interest expense  |    | 1,200,431          |    | 180,278            |
| <b>Total Other Expense</b>                                  |    | <b>1,108,576</b>   |    | <b>186,753</b>     |
| <b>LOSS FROM CONTINUING OPERATIONS</b>                      |    | <b>(6,598,156)</b> |    | <b>(6,443,855)</b> |
| <b>DISCONTINUED OPERATIONS</b>                              |    | -                  |    | (82,110)           |
| <b>GAIN (LOSS) FROM DISCONTINUED OPERATIONS</b>             |    | -                  |    | 1,339,408          |
| <b>NET LOSS</b>   | \$ | <b>(6,598,156)</b> | \$ | <b>(5,186,557)</b> |
| <b>BASIC LOSS PER COMMON SHARE</b>                          |    |                    |    |                    |
| Continuing operations                                       | \$ | (0.44)             | \$ | (4.11)             |
| Discontinued operations                                     |    | 0.00               |    | 0.80               |
| <b>Total</b>  | \$ | <b>(0.44)</b>      | \$ | <b>(3.31)</b>      |
| <b>WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING</b> |    |                    |    |                    |
|   |    | 14,996,213         |    | 1,569,140          |

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



**AMERICAN RACING CAPITAL, INC.**  
Statements of Stockholders' Equity (Deficit)

|  | Preferred Stock |          | Common Stock |        | Additional      | Minority Interest | Accumulated Deficit | Total       |
|--|-----------------|----------|--------------|--------|-----------------|-------------------|---------------------|-------------|
|  | Shares          | Amount   | Shares       | Amount | Paid-In Capital |                   |                     |             |
| Balance, December 31, 2005                     | 2,000,000       | \$ 2,000 | 499,140      | \$ 499 | \$ 643          | - \$              | (175,440)\$         | (172,298)   |
| Common shares issued for services              | -               | -        | 2,290,000    | 2,290  | 5,709,220       | -                 | -                   | 5,711,510   |
| Fair value of beneficial conversion feature    | -               | -        | -            | -      | 1,000,000       | -                 | -                   | 1,000,000   |
| Fair value of warrants granted for debt        | -               | -        | -            | -      | 47,871          | -                 | -                   | 47,871      |
| Shares cancelled for discontinued operations   | (1,000,000)     | (1,000)  | (150,000)    | (150)  | (1,354,361)     |                   |                     | (1,355,511) |
| Net loss for the year ended December 31, 2006  | -               | -        | -            | -      | -               | -                 | (5,186,557)         | (5,186,557) |
| Balance, December 31, 2006                     | 1,000,000       | 1,000    | 2,639,140    | 2,639  | 5,403,373       | -                 | (5,361,997)         | 45,015      |
| Common shares issued for services and interest | -               | -        | 24,714,145   | 24,714 | 3,927,746       | -                 | -                   | 3,952,460   |
| Acquisition of subsidiary                      | -               | -        | -            | -      | -               | 310,560           | -                   | 310,560     |
| Fair value of beneficial                       | -               | -        | -            | -      | 1,370,045       | -                 | -                   | 1,370,045   |

conversion  
feature

Fair value of  
warrants  
granted for  
debt

|   |   |   |   |         |   |   |         |
|---|---|---|---|---------|---|---|---------|
| - | - | - | - | 313,650 | - | - | 313,650 |
|---|---|---|---|---------|---|---|---------|

Net loss for the  
year ended  
December 31,  
2007

|   |   |   |   |   |          |             |             |
|---|---|---|---|---|----------|-------------|-------------|
| - | - | - | - | - | (94,468) | (6,598,156) | (6,692,624) |
|---|---|---|---|---|----------|-------------|-------------|

Balance,  
December 31,  
2007

|           |          |            |           |               |            |                 |              |
|-----------|----------|------------|-----------|---------------|------------|-----------------|--------------|
| 1,000,000 | \$ 1,000 | 27,353,285 | \$ 27,353 | \$ 11,014,814 | \$ 216,092 | \$ (11,960,153) | \$ (700,894) |
|-----------|----------|------------|-----------|---------------|------------|-----------------|--------------|

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

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**AMERICAN RACING CAPITAL, INC.**  
Statements of Cash Flows

|   | For the Years Ended<br>December 31, |                  |
|---|-------------------------------------|------------------|
|   | 2007                                | 2006             |
| <b>OPERATING ACTIVITIES</b>   |                                     |                  |
| Net loss  | \$ (6,598,156)                      | \$ (5,186,557)   |
| Adjustments to reconcile net loss to net cash used by operating activities: |                                     |                  |
| Depreciation expense  | 4,106                               | 788              |
| Amortization of discount on convertible debt                                | 848,023                             | 152,778          |
| Loss from equity investment   | 2,613                               | 6,475            |
| Common stock issued for services  | 3,952,460                           | 5,711,510        |
| Fair value of warrants granted for debt                                     | 313,650                             | 47,871           |
| Gain on discontinued operations   | -                                   | (1,339,408)      |
| Changes in operating assets and liabilities:                                |                                     |                  |
| (Increase) in prepaid expenses  | (9,245)                             | (755)            |
| Increase in accounts payable  | 312,222                             | 183,649          |
| <b>Net Cash Used by Operating Activities</b>                                | <b>(1,174,327)</b>                  | <b>(423,649)</b> |
| <b>INVESTING ACTIVITIES</b>   |                                     |                  |
| Purchase of subsidiary investment   | (250,000)                           | (450,000)        |
| Purchase of fixed assets  | -                                   | -                |
| <b>Net Cash Used by Investing Activities</b>                                | <b>(250,000)</b>                    | <b>(450,000)</b> |
| <b>FINANCING ACTIVITIES</b>   |                                     |                  |
| Discontinued operations   | -                                   | (103,367)        |
| Cash in consolidated subsidiary   | 108,354                             | -                |
| Proceeds from notes payable   | 1,500,000                           | 1,000,000        |
| Payments on notes payable   | (200,000)                           | -                |
| <b>Net Cash Provided by Operating Activities</b>                            | <b>1,408,354</b>                    | <b>896,633</b>   |
| <b>NET (DECREASE) INCREASE IN CASH</b>                                      | <b>(15,973)</b>                     | <b>22,984</b>    |
| <b>CASH AT BEGINNING OF YEAR</b>  | <b>23,363</b>                       | <b>379</b>       |
| <b>CASH AT END OF YEAR</b>  | <b>\$ 7,390</b>                     | <b>\$ 23,363</b> |
| <b>CASH PAID FOR:</b>   |                                     |                  |
| Interest  | \$ -                                | \$ -             |
| Taxes   | \$ -                                | \$ -             |
| <b>NON CASH FINANCING ACTIVITIES</b>  |                                     |                  |

|  |    |         |    |           |
|--|----|---------|----|-----------|
| Common stock cancelled for discontinued operations | \$ | -       | \$ | 1,335,511 |
| Debts of subsidiary assumed                        | \$ | 655,784 | \$ | -         |

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

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**AMERICAN RACING CAPITAL, INC.**

Notes to the Financial Statements

December 31, 2007 and 2006

NOTE 1 -

NATURE OF ORGANIZATION

a. Organization and Business Activities

The Company was incorporated on June 23, 1999, in the State of Nevada, as Mega Health Corporation. On June 23, 1999 the name of the corporation was changed to Altrimega Health Corporation. On September 30, 2005, the Company changed its name to Creative Holdings & Marketing, Inc. On October 3, 2005 the Company changed its name to American Racing Capital, Inc.

American Racing Capital, Inc. (ARC), is a holding company for several companies within the autoracing/motorsports industry. The Company specializes in race track management, design, and development, and also performs motorsports marketing, product licensing and driver development services.

These consolidated financial statements represent the results of operations of American Racing Capital, Inc., and its consolidated subsidiaries Motorsports & Entertainment of Tennessee, Inc. and LJ&J Enterprises of Tennessee, Inc.

b. Depreciation

The cost of the Company's fixed assets are depreciated over the estimated useful lives of the assets, which ranges from five to seven years. Depreciation is computed using the straight-line method, and commences when the assets are placed in service.

c. Accounting Method

The Company's financial statements are prepared using the accrual method of accounting. The Company has elected a December 31 year-end.

d. Cash and Cash Equivalents

For the purpose of the statement of cash flows, the Company considers all highly liquid investments purchased with a maturity of three months or less to be cash equivalents.

e. Revenue Recognition

The Company recognizes revenue when services have been provided and collection is reasonably assured.

f. 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 and 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.

**AMERICAN RACING CAPITAL, INC.**

Notes to the Financial Statements

December 31, 2007 and 2006

## NOTE 1 -

## NATURE OF ORGANIZATION (Continued)

## g. Advertising

The Company follows the policy of charging the costs of advertising to expense as incurred. The Company incurred advertising expense of \$62,500 and \$-0- during the years ended December 31, 2007 and 2006, respectively.

## h. Basic Loss Per Common Share

The computation of basic loss per share of common stock is based on the weighted average number of common shares outstanding during the period. Common stock equivalents are excluded from the computation as their effect would be anti-dilutive.

|                      | For the year ended<br>December 31,<br>2007 | For the year ended<br>December 31,<br>2006 |
|----------------------|--|--|
| Loss (numerator)     | \$ (6,692,624)                             | \$ (5,186,557)                             |
| Shares (denominator) | 14,996,213                                 | 1,569,140                                  |
| Per share amount     | \$ (0.45)                                  | \$ (0.31)                                  |

## i. Recently Issued Accounting Pronouncements

December 2007, the FASB issued SFAS 160, "Noncontrolling interests in Consolidated Financial Statements - an amendment of ARB No. 51". This Statement amends ARB 51 to establish accounting and reporting standards for the noncontrolling interest in a subsidiary and for the deconsolidation of a subsidiary. It clarifies that a noncontrolling interest in a subsidiary is an ownership interest in the consolidated entity that should be reported as equity in the consolidated financial statements. This Statement is effective for fiscal years beginning on or after December 15, 2008. Early adoption is not permitted. Management is currently evaluating the effects of this statement, but it is not expected to have any impact on the Company's financial statements.

In February 2007, the FASB issued SFAS 159, "The Fair Value Option for Financial Assets and Financial Liabilities. SFAS 159 creates a fair value option allowing an entity to irrevocably elect fair value as the initial and subsequent measurement attribute for certain financial assets and financial liabilities, with changes in fair value recognized in earnings as they occur. SFAS 159 also requires an entity to report those financial assets and financial liabilities measured at fair value in a manner that separates those reported fair values from the carrying amounts of assets and liabilities measured using another measurement attribute on the face of the statement of financial position. Lastly, SFAS 159 requires an entity to provide information that would allow users to understand the effect on earnings of changes in the fair value on those instruments selected for the fair value election. SFAS 159 is effective for fiscal years beginning after November 15, 2007 with early adoption permitted. The Company is continuing to evaluate SFAS 159 and to assess the impact on its results of operations and financial condition if an election is made to adopt the standard.



**AMERICAN RACING CAPITAL, INC.**

Notes to the Financial Statements

December 31, 2007 and 2006

NOTE 1 -

NATURE OF ORGANIZATION (Continued)

i. Recently Issued Accounting Pronouncements (Continued)

In September 2006, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 157, "Fair Value Measurements" which defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles (GAAP), and expands disclosures about fair value measurements. Where applicable, SFAS No. 157 simplifies and codifies related guidance within GAAP and does not require any new fair value measurements. SFAS No. 157 is effective for financial statements issued for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years. Earlier adoption is encouraged. The Company does not expect the adoption of SFAS No. 157 to have a significant effect on its financial position or results of operation. In June 2007, the Financial Accounting Standards Board issued FAS No. 141R, *Business Combinations* - This Statement implements certain revisions to SFAS 141, including changes to the measurement of purchase consideration, measurement of goodwill, capitalization of in-process research and development, and definition of the acquisition date. This statement is effective for fiscal years, and interim periods within those fiscal years, beginning on or after December 15, 2008. The implementation of this pronouncement had no effect on the Company's consolidated financial statements.

NOTE 2 -

GOING CONCERN

The Company's financial statements are prepared using generally accepted accounting principles applicable to a going concern which contemplates the realization of assets and liquidation of liabilities in the normal course of business. The Company has generated significant losses from operations.

In order to continue as a going concern and achieve a profitable level of operations, the Company will need, among other things, additional capital resources and developing a consistent source of revenues. Management's plans include raising additional operating funds from the private placement of shares of its common stock.

The ability of the Company to continue as a going concern is dependent upon its ability to successfully accomplish the plan described in the preceding paragraph and eventually attain profitable operations. The accompanying financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

NOTE 3 -

EQUITY TRANSACTIONS

The Company entered into a Share Exchange Agreement, dated October 17, 2005, by and among the Company, American Racing Capital, Inc., a Nevada corporation ("ARCI") and the shareholders of ARCI (the "ARCI Shareholders"). Pursuant the Share Exchange Agreement, the ARCI Shareholders exchanged with, and delivered to the Company all of the issued and outstanding common stock of ARCI in exchange for 150,000 shares of the Company's common stock, par value \$0.001 (the "Common Stock") and 1,000,000 shares of Series A Convertible Preferred Stock, par value \$0.001 per share (the "Series A Preferred Stock"). The 1,000,000 shares of Series A Preferred Stock could be converted at any time into three hundred (300) fully paid, nonassessable shares of the Company's Common Stock. As a result of the Share Exchange Agreement, and upon the filing of the required Plan and Exchange with the Secretary of State of the State of Nevada on October 19, 2005, ARCI became a wholly-owned subsidiary of the Company.



**AMERICAN RACING CAPITAL, INC.**

Notes to the Financial Statements

December 31, 2007 and 2006

NOTE 3 -

**EQUITY TRANSACTIONS (Continued)**

On October 18, 2005, the Company entered into a Share Exchange Agreement, by and among the Company, ARC Development Corporation, a Nevada corporation (“ARCD”) and the shareholders of ARCD (the “ARCD Shareholders”). Pursuant to the Share Exchange Agreement, the ARCD Shareholders exchanged with, and delivered to, ARC the issued and outstanding common stock of ARCD in exchange for 235,000 shares of the Company’s Common Stock, and 1,000,000 shares of Series A Preferred Stock, which can be converted at any time into three hundred (300) fully paid, nonassessable shares of the Company’s Common Stock. As a result of the Share Exchange Agreement, and upon the filing of the required Plan and Exchange with the Secretary of State of the State of Nevada on October 19, 2005, ARCD became a wholly-owned subsidiary of the Company.

The shareholders of ARCI and ARCD became the controlling shareholders of the Company after the acquisitions. Accordingly, the acquisitions are accounted for as a recapitalization of ARCI and ARCD, whereby the historical financial statements of the ARCI and ARCD became the historical financial statements of the company.

On October 27, 2006 the Company entered into a settlement agreement whereby it cancelled 150,000 shares of its common stock and 1,000,000 preferred shares in exchange for its subsidiaries, FastOne, Inc. and Davy Jones Motorsports, Inc. The Company also agreed to pay its former President \$240,000 in severance compensation. The Company is to pay \$10,000 per month and owes \$205,477 which is included in accrued expenses as of December 31, 2007. The Company is delinquent on its payment obligation. During 2007, a judgment was entered against the Company for the obligation. The Company recorded a gain on the disposal of its discontinued operations of \$1,339,408.

On March 15, 2006, the Company elected to reverse-split its common stock on a 100 shares for one share basis. All references to common stock within these financial statements have been retroactively restated so as to incorporate the effect of this reverse stock-split. During 2007, the Company’s common stock was reverse split on a one share for 10 shares basis. All references to common stock within these financial statements have been retroactively restated so as to incorporate the effect of this reverse stock-split.

During 2007, the Company issued 24,714,145 shares of its common stock for services and accrued interest. The shares were valued at the trading price on the date of issuance which averaged \$0.16 per share during 2007.

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**AMERICAN RACING CAPITAL, INC.**

Notes to the Financial Statements

December 31, 2007 and 2006

## NOTE 4 -

## SUBSIDIARY

On November 21, 2006, the Company entered into a Shareholders' Agreement whereby it acquired 51% of the outstanding shares of Motorsports & Entertainment of Tennessee, Inc., a Nevada corporation. ("MET") MET in turn holds a 40% interest in LJ&J Enterprises of Tennessee, Inc., a Tennessee corporation. ("LJJ") The Company has the right to acquire up to 80% of LJJ upon payment of \$700,000 of which \$450,000 has been paid as of December 31, 2006. During June 2007, the Company paid the balance of \$250,000. Accordingly, the Company consolidates the operations of MET and LJJ beginning July 1, 2007. The Company recorded goodwill of \$1,074,698 and a minority interest of \$310,560 upon the consolidation of MET and LJJ. The Company reviews the goodwill annually for impairment. Permanent impairments are recorded as a loss on the income statement. No impairment has been recorded as of December 31, 2007.

The Company accounted for its equity investment in an unconsolidated subsidiary under the equity method of accounting until June 30, 2007, whereby the Company recorded its proportionate share of the net income or loss of the equity interest.. The investment was acquired late November 2006 and recorded at its cost of \$450,000. The condensed financial statements of LJJ as of December 31, 2006 are as follows:

## Balance Sheet:

|                                       |           |                |
|---------------------------------------|-----------|----------------|
| Cash                                  | \$        | 181,469        |
| Property and equipment                |           | 15,021         |
| <b>Total Assets</b>                   | <b>\$</b> | <b>196,490</b> |
| Accounts payable and accrued expenses | \$        | 53,050         |
| Related party payables                |           | 200,000        |
| Stockholders' equity (deficit)        |           | (56,560)       |
| <b>Total Liabilities and Equity</b>   | <b>\$</b> | <b>196,490</b> |

## Statement of Operations:

|                    |           |                  |
|--------------------|-----------|------------------|
| Revenues           | \$        | 876,374          |
| Operating expenses |           | 1,245,071        |
| <b>Net Loss</b>    | <b>\$</b> | <b>(368,697)</b> |

## NOTE 6 -

## CONVERTIBLE DEBT

On July 25, 2006, the Company entered into a Securities Purchase Agreement with New Millennium Capital Partners II, LLC, AJW Qualified Partners, LLC, AJW Offshore, Ltd. and AJW Partners, LLC (the "Investors"). Under the terms of the Securities Purchase Agreement, the Investors purchased an aggregate of (i) \$2,000,000 in callable convertible secured notes (the "Notes") and (ii) warrants to purchase 10,000,000 shares of the Company's Common Stock (the "Warrants"). The Notes carry an interest rate of 6% per annum and a maturity date of July 25, 2009. The notes are convertible into the Company's Common Stock at the 60% of the average of the lowest three (3) trading prices for its shares of Common Stock during the twenty (20) trading day period prior to conversion.





**AMERICAN RACING CAPITAL, INC.**

Notes to the Financial Statements

December 31, 2007 and 2006

## NOTE 6 -

## CONVERTIBLE DEBT

In addition, the Company has granted the investors a security interest in substantially all of its assets, as well as intellectual property and registration rights. The Warrants entitle the investors to purchase 10,000,000 shares of the Company's Common Stock at an exercise price of \$0.30 for seven years.

The Company recorded an expense of \$47,871 for the issuance of the warrants. The Company received \$1,000,000 from the sale of the convertible debt during 2006 and \$1,000,000 during 2007. The beneficial conversion feature attached to the convertible debt results in a discount of \$2,000,000 which is being amortized over the 36 month term of the debt.

During 2007, the Company received an additional \$500,000 from the sale of a six month, unsecured, 12% interest bearing convertible debenture. The Company recorded a discount of \$370,045 for the beneficial conversion feature attached to this convertible debenture. The Company repaid \$200,000 during 2007 but is currently in default on \$300,000 of this debenture.

The Company recorded amortization expense of \$528,579 and \$472,222 during the years ended December 31, 2007 and 2006, respectively. A summary of the convertible debt as of December 31, 2007 is as follows:

|                          |              |
|--------------------------|--------------|
| Convertible Debt Payable | \$ 2,300,000 |
| Accrued Interest Payable | 82,745       |
| Discount                 | (1,381,944)  |
| Net                      | \$ 1,000,801 |

## NOTE 7 -

## FIXED ASSETS

The Company's fixed assets are comprised of the following December 31, 2007:

|                          |           |
|--------------------------|-----------|
| Office equipment         | \$ 63,925 |
| Accumulated depreciation | (50,579)  |
| Net Equipment            | \$ 13,346 |

The equipment is depreciated over its estimated useful life of 5 years under the straight-line method. Leasehold improvements are depreciated over the lesser of the lease term or the useful life of the asset. Depreciation expense for the years ended December 31, 2007 and 2006 was \$4,106 and \$-0-, respectively.

## NOTE 8 -

## RELATED PARTY PAYABLES

The Company's subsidiary has received cash advances from its founding shareholders. The advances are in the form of notes payable and accrued interest at 6% per annum, are unsecured and due upon demand.

**AMERICAN RACING CAPITAL, INC.**

Notes to the Financial Statements

December 31, 2007 and 2006

## NOTE 9 -

## INCOME TAXES

The Company has adopted FASB 109 to account for income taxes. The Company currently has no issues which create timing differences that would mandate deferred tax expense. Net operating losses would create possible tax assets in future years, but due to the uncertainty as to the utilization of net operating loss carry forwards, a valuation allowance has been made to the extent of any tax benefit that net operating losses may generate.

Net deferred tax assets consist of the following components as of December 31, 2007 and 2006:

|                           | 2007       | 2006       |
|---------------------------|------------|------------|
| Deferred tax assets:      |            |            |
| NOL Carryover             | \$ 923,344 | \$ 345,594 |
| Deferred tax liabilities: | -          | -          |
| Valuation allowance       | (923,344)  | (345,594)  |
| Net deferred tax asset    | \$ -       | \$ -       |

The income tax provision differs from the amount of income tax determined by applying the U.S. federal and state income tax rates of 39% to pretax income from continuing operations for the years ended December 31, 2007 and 2006 due to the following:

|  | 2007           | 2006           |
|--|----------------|----------------|
| Book Loss from Operations                | \$ (2,573,281) | \$ (2,022,757) |
| Options and warrants issued for services | 122,324        | 18,670         |
| Discount on convertible debt             | 330,729        | 59,583         |
| Common stock issued for services         | 1,541,459      | 2,227,489      |
| Loss from equity investment              | 1,019          | 2,525          |
| Valuation allowance                      | 577,750        | (285,510)      |
|  | \$ -           | \$ -           |

At December 31, 2007, the Company had net operating loss carry forwards of approximately \$2,367,548 that may be offset against future taxable income from the year 2024 through 2027. No tax benefit has been reported in the December 31, 2007 financial statements since the potential tax benefit is offset by a valuation allowance of the same amount.

Due to the change in ownership provisions of the Tax Reform Act of 1986, net operating loss carry forwards for Federal income tax reporting purposes are subject to annual limitations. Should a change in ownership occur, net operating loss carry forwards may be limited as to use in future years.