

Pacific Ventures Group, Inc.  
Form 10-Q  
August 13, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-Q**

QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2013

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE EXCHANGE ACT

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

Commission File Number 000-54584

Pacific Ventures Group, Inc.

(Exact name of registrant as specified in its charter)

Delaware

75-2100622

(State or other jurisdiction of

(IRS Employer Identification No.)

incorporation or organization)

9160 South 300 West, Suite 101, Sandy, Utah

84070

(Address of principal executive offices)

(Zip Code)

(646) 807-9094

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the 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.

Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes  No

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

Large Accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

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

Yes  No

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

384,031 shares of \$0.001 par value common stock on July 18, 2013

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**Part I FINANCIAL INFORMATION**

**Item 1. Financial Statements**

**Pacific Ventures Group, Inc.**

FINANCIAL STATEMENTS

(UNAUDITED)

June 30, 2013

The financial statements included herein have been prepared by the Company, without audit, pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted. However, in the opinion of management, all adjustments (which include only normal recurring accruals) necessary to present fairly the financial position and results of operations for the periods presented have been made. These financial statements should be read in conjunction with the accompanying notes, and with the historical financial information of the Company.

**PACIFIC VENTURES GROUP, INC.****(A Development Stage Company)****Balance Sheets**

	<b>June 30, 2013 (Unaudited)</b>	<b>December, 31 2012</b>
<b>Assets</b>		
Current Assets:		
Cash	\$ 79	\$ 383
Total assets	\$ 79	\$ 383
<b>Liabilities and Stockholders Equity (Deficit)</b>		
Current Liabilities:		
Accounts payable	\$	\$ 4,977
Related party notes payable		39,235
Related party interest payable		583
Total current liabilities		44,795
Stockholders equity (deficit):		
Preferred Stock, 10,000,000 shares authorized; \$0.001 par value Series E Preferred stock, 1,000,000 shares authorized,		
issued and outstanding	1,000	1,000
Common stock, \$0.001 par value; 100,000,000 shares authorized; 384,031 and 184,031 shares issued and		
outstanding, respectively	384	184
Additional paid-in capital	47,075,200	47,019,816
Retained earnings (deficit) - prior to development stage	(46,974,719)	(46,974,719)
Deficit accumulated during development stage	(101,786)	(90,693)
Total stockholders equity (deficit)	79	(44,412)
Total liabilities and stockholders equity (deficit)	\$ 79	\$ 383

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

**PACIFIC VENTURES GROUP, INC.****(A Development Stage Company)****Statements of Operations****(Unaudited)**

	<b>For the Three Months Ended</b>				<b>From the</b>	
	<b>June 30,</b>		<b>For the Six Months Ended June</b>		<b>Reactivation</b>	
	<b>2013</b>	<b>2012</b>	<b>30,</b>	<b>2012</b>	<b>on</b>	
			<b>2013</b>		<b>September 19,</b>	
	\$	\$	\$	\$	<b>2005 through</b>	
					<b>June 30,</b>	
					<b>2013</b>	
	\$	\$	\$	\$	\$	\$
Revenue						
Operating expenses:						
General and administrative	5,758	898	10,629	16,744	100,782	
Total operating expenses	5,758	898	10,629	16,744	100,782	
Loss from operations	(5,758)	(898)	(10,629)	(16,744)	(100,782)	
Other Income (Expense)						
Interest income					42	
Interest expense	(242)	(144)	(464)	(206)	(1,046)	
Total other income (expense)	(242)	(144)	(464)	(206)	(1,004)	
Net income (loss)	\$ (6,000)	\$ (1,042)	\$ (11,093)	\$ (16,950)	\$ (101,786)	
Net income (loss) per share of common stock	\$ (0.03)	\$ (0.01)	\$ (0.06)	\$ (0.09)		
Weighted average number of common shares	210,405	184,031	197,291	184,031		

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



**PACIFIC VENTURES GROUP, INC.****(A Development Stage Company)****Statements of Cash Flows****(Unaudited)**

	<b>For the Six Months Ended</b>		<b>From the</b>
	<b>2013</b>	<b>June 30,</b>	<b>Reactivation on</b>
		<b>2012</b>	<b>September 19,</b>
			<b>2005 through</b>
			<b>June 30,</b>
			<b>2013</b>
Cash flows from operating activities:			
Net income (loss)	\$ (11,093)	\$ (16,950)	\$ (101,786)
Adjustments to reconcile net loss to net cash used			
by operating activities			
Changes in operating assets and liabilities:			
Increase (decrease) in accounts payable	(4,977)		
Increase (decrease) in accrued interest	(583)	206	
Net cash used in operating activities	(16,653)	(16,744)	(101,786)
Cash flows from financing activities:			
Purchase of Series B Preferred Stock			(5,000)
Proceeds from sale of Series E Preferred Stock	165,000		165,000
Purchase of Series E Preferred Stock	(109,416)		(109,416)
Payments related party payable	(39,235)		
Proceeds - related party payable	—	16,835	
Proceeds from notes payable			50,000
Net cash provided by financing activities	16,349	16,835	100,584
Net change in cash	(304)	91	(1,202)
Cash, beginning of period	383	51	1,281
Cash, end of period	\$ 79	\$ 142	\$ 79
Supplemental disclosure of cash flow information:			
Cash paid during the period for:			

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Income Taxes	\$	\$	\$	
Interest	\$	\$	\$	
Non-cash investing and financing activities:				
Issuance of preferred stock in payment of				
note payable	\$	\$	\$	50,000

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

**Pacific Ventures Group, Inc.**

(a development stage company)

Notes to Unaudited Financial Statements

June 30, 2013

**Note 1: Basis of Presentation and Summary of Significant Accounting Policies**

Organization Pacific Ventures Group, Inc. (the Company or Pacific Ventures ) was incorporated under the laws of the State of Delaware on October 3, 1986, under the name AOA Corporation. On November 12, 1991, the Company changed its name to American Eagle Group, Inc. On October 22, 2012, the Company changed its name to Pacific Ventures Group, Inc.

Reorganization, Development Stage Company The Company is in the development stage since it is not currently conducting any business, nor has it conducted any business since new management was appointed in the reactivation on September 19, 2005. Since that time, the Company has been investigating potential business ventures which, in the opinion of management, will provide a source of eventual profit. Such involvement may take many forms, including the acquisition of an existing business or the acquisition of assets to establish subsidiary businesses.

Going Concern The Company's financial statements have been prepared using accounting principles generally accepted in the United States of America applicable to a going concern, which contemplates the realization of assets and liquidation of liabilities in the normal course of business. The Company has not generated any revenue for several years and the former officer and director of the Company has provided capital to pay prior and current obligations. The Company requires additional capital to continue its limited operations. Furthermore, the Company's officer and director serves without compensation. The Company assumes that these arrangements and the availability of future capital sources will continue into the future, but no assurance thereof can be given. A change in these circumstances would have a material adverse effect on the Company's ability to continue as a going concern. The accompanying financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Income Taxes

The Company utilizes the liability method of accounting for income taxes as set forth in ASC 740-20, *Accounting for Income Taxes*. Under the liability method, deferred taxes are determined based on the difference between the financial statement and tax bases of assets and liabilities using enacted tax rates in effect in the years in which the differences are expected to reverse. An allowance against deferred tax assets is recorded when it is more likely than not that such tax benefits will not be realized.

Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures 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.

Cash and Cash Equivalents

For purposes of reporting cash flows, the Company considers all highly-liquid debt instruments purchased with an original maturity of three months or less to be cash equivalents.

Revenue Recognition

The Company plans to recognize revenue when the following four conditions are present: (1) persuasive evidence of an agreement exists, (2) the price is fixed or determinable, (3) delivery has occurred or services are rendered, and (4) collection is reasonably assured.

**Pacific Ventures Group, Inc.**

(a development stage company)

Notes to Unaudited Financial Statements

June 30, 2013

(Continued)

Income (Loss) Per Common Share

Income (Loss) per common share is computed by dividing net loss available to common stockholders by the weighted average number of common shares outstanding during the periods presented. The Company has no potentially dilutive securities. Accordingly, basic and dilutive loss per common share are the same.

Fair Value

The carrying values of cash and cash equivalents, and accounts payable and accrued liabilities approximate their fair values because of the short-term maturity of these financial instruments.

Recently Issued Accounting Pronouncements

The Company has reviewed recently issued, but not yet adopted, accounting standards in order to determine their effects, if any, on its results of operations, financial position or cash flows. Based on that review, the Company believes that none of these pronouncements will have a significant effect on its financial statements.

**Note 2: Income Taxes**

Due to losses at June 30, 2013 and 2012, the Company had no income tax liability. At June 30, 2013 and 2012, the Company had available unused operating loss carry forwards of approximately \$101,786 and \$77,135, respectively, which may be applied against future taxable income and which expire in various years through 2033.

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The amount of and ultimate realization of the benefits from the operating loss carry forwards for income tax purposes is dependent, in part, upon the tax laws in effect, the future earnings of the Company and other future events, the effects of which cannot be determined at this time. Because of the uncertainty surrounding the realization of the loss carry forwards, the Company has established a valuation allowance equal to the tax effect of the loss carry forwards and, therefore, no deferred tax asset has been recognized for the loss carry forwards. The net deferred tax assets are approximately \$37,966 and \$28,771 as of June 30, 2013 and 2012, respectively, with an offsetting valuation allowance of the same amount resulting in a change in the valuation allowance of approximately \$4,138 during the six months ended June 30, 2013.

Components of income tax are as follows:

	Six Months Ended June 30	
	2013	2012
Current	\$ -	\$ -
Federal	-	-
State	-	-
	\$ -	\$ -
Deferred	-	-
	\$ -	\$ -

**Pacific Ventures Group, Inc.**

(a development stage company)

## Notes to Unaudited Financial Statements

June 30, 2013

(Continued)

A reconciliation of the provision for income tax expense with the expected income tax computed by applying the federal statutory income tax rate to income before provision for income taxes as follows:

	Six Months Ended June 30	
	2013	2012
Income tax computed at		
Federal statutory tax rate of 34%	\$ (3,772)	\$ (6,273)
State taxes (net of federal benefit) of 3.3% for 2013 and 2012	(366)	(609)
Deferred taxes and other	4,138	6,882
	\$ -	\$ -

The Company has no tax positions at June 30, 2013 and 2012, for which the ultimate deductibility is highly certain but for which there is uncertainty about the timing of such deductibility. The Company recognizes interest accrued related to unrecognized tax benefits in interest expense and penalties in operating expenses. During the period ended June 30, 2013 and 2012, the Company recognized no interest and penalties. The Company had no accruals for interest and penalties at June 30, 2013 and 2012. Under the rules of the Internal Revenue Service, the Company's tax returns for the previous three years remain open for examination.

**Note 3: Capital Stock**

Preferred Stock and Common Stock The Company's Board of Directors is expressly granted the authority to issue, without stockholder action, the authorized shares of the Company's preferred and common stock. The Board of Directors may issue shares and determine the powers, preferences, limitations, and relative rights of any class of shares before the issuance thereof.

Preferred Stock On October 22, 2012, the Company filed a Restated and Amended Certificate of Incorporation increasing the authorized Preferred Stock to 10,000,000 shares, par value \$.001 per share.



Series E Preferred Stock was authorized October 2006 for up to 1,000,000 shares. Under the rights, preferences and privileges of the Series E Preferred Stock, the holders of the preferred stock receive a 10 to 1 voting preference over common stock. Accordingly, for every share of Series E Preferred Stock held, the holder received the voting rights equal to 10 shares of common stock. The Series E Preferred Stock is not convertible into any other class of stock of the Company and has no preference to dividends or liquidation rights. As of June 30, 2013, and December 31, 2012, there were 1,000,000 Series E Preferred shares outstanding.

In June 2013, the Company purchased 1,000,000 shares of Series E Preferred Stock from a shareholder for \$109,416 and 200,000 shares of common stock of the Company. Also in June, the Company issued 1,000,000 shares of Series E Preferred Stock for \$165,000.

Common Stock On October 22, 2012, the Company filed a Restated and Amended Certificate of Incorporation increasing the authorized common stock to 100,000,000 shares, par value \$.001 per share. Effective November 8, 2012, there was a reverse split of the issued and outstanding common stock of the Company on a basis of fifty (50) to one (1). All fractional shares were rounded up to the nearest whole share, with no shareholder falling below 100 shares. There were 43,089 shares issued for rounding. The effects of which have been included in these financial statements as if the split had occurred at the beginning of the first period presented. As of June 30, 2013, and December 31, 2012, there were 384,031 and 184,031 shares of common stock outstanding, respectively.

**Pacific Ventures Group, Inc.**

(a development stage company)

Notes to Unaudited Financial Statements

June 30, 2013

(Continued)

**Note 4: Related Party Transactions**

Between August 2005 and September 2006, Capital Builders, Inc., a company owned and controlled by Kip Eardley, who was also an officer and director of the Company, advanced \$50,000 to the Company. Mr. Eardley resigned in September 2006. On October 23, 2006, the Company entered into a Debt Settlement Agreement with Capital Builders whereby 100% of the debt was exchanged for 1,000,000 Series E Preferred Shares. In June 2013, the Company repurchased these shares for \$109,416 and 200,000 shares of common stock.

Kip Eardley became the sole officer and director again on December 31, 2008. From that time until June 18, 2013, Mr. Eardley advanced money to the company and the amounts were converted into the following promissory notes:

<u>Date</u>	<u>Amount</u>	<u>Date</u>	<u>Amount</u>
September 30, 2011	\$10,900	November 6, 2012	\$4,000
December 30, 2011	\$1,500	February 26, 2013	\$5,000
March 31, 2012	\$16,335	April 2, 2013	\$100
June 30, 2012	\$500	May 20, 2013	\$1,300
July 23, 2012	\$6,000	June 18, 2013	\$8,903

All of the money was used to pay operating expenses. All of the notes accrued interest at 2% annually until repaid. Accrued interest on these notes at the time of payoff was \$1,046. The notes were paid in full on June 19, 2013. Mr. Eardley resigned as an officer and director of the Company on June 18, 2013.

On June 18, 2013, the board of directors approved the issuance of 1,000,000 Series E Preferred Stock to Brett Bertolami for \$165,000. Mr. Bertolami is now the sole officer and director of the Company.

For 2013 and 2012, the former sole officer and director of the Company has provided office space at no cost to the Company.

**Note 5: Subsequent Events**

ASC 855-16-50-4 establishes accounting and disclosure requirements for subsequent events. ASC 855 details the period after the balance sheet date during which we should evaluate events or transactions that occur for potential recognition or disclosure in the financial statements, the circumstances under which we should recognize events or transactions occurring after the balance sheet date in our financial statements and the required disclosures for such events. We have evaluated all subsequent events through the date these financial statements were issued and no subsequent events occurred that required disclosure.

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

### Special Note Regarding Forward-Looking Statements

This periodic report contains certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 with respect to the Plan of Operations provided below, including information regarding the Company's financial condition, results of operations, business strategies, operating efficiencies or synergies, competitive positions, growth opportunities, and the plans and objectives of management. The statements made as part of the Plan of Operations that are not historical facts are hereby identified as "forward-looking statements."

### Critical Accounting Policies and Estimates

The preparation of financial statements and related disclosures in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts reported in the unaudited Financial Statements and accompanying notes. Management bases its estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances. Actual results could differ from these estimates under different assumptions or conditions. The Company believes there have been no significant changes during the six month period ended June 30, 2013, to the items disclosed as significant accounting policies in management's Notes to the Financial Statements in the Company's Annual Report on Form 10-K for the year ended December 31, 2012.

### Corporate History

Pacific Ventures Group, Inc. ( "Pacific Ventures" or the "Company" ) was incorporated under the laws of the State of Delaware on October 3, 1986. Pacific Ventures operated as an insurance holding company that, through its subsidiaries, marketed and underwrote specialized property and casualty coverage in the general aviation insurance marketplace. Historically, the Company's business has been organized into three divisions. In 1997, after selling several of its divisions, the Company's remaining insurance operations were placed into receivership and the Company ceased operating its insurance business. Since the Company terminated its business operations, management has been focused on settling debts and closing outstanding operations.

Since the termination of its prior business, the Company has had no operations other than seeking an acquisition or merger to bring an operating entity into the Company. The Company does not propose to restrict its search for a business opportunity to any particular industry or geographical area and may, therefore, engage in essentially any business in any industry. The Company has unrestricted discretion in seeking and participating in a business

opportunity, subject to the availability of such opportunities, economic conditions, and other factors.

The selection of a business opportunity in which to participate is complex and risky. Additionally, the Company has only limited resources and may find it difficult to locate good opportunities. There can be no assurance that the Company will be able to identify and acquire any business opportunity which will ultimately prove to be beneficial to the Company and its stockholders. The Company will select any potential business opportunity based on management's business judgment.

Currently, the Company is in the process of investigating potential business ventures which, in the opinion of management, will provide a source of eventual profit to the Company. Such involvement may take many forms, including the acquisition of an existing business or the acquisition of assets to establish subsidiary businesses. At this time, the Company's management has been focused on investigating whether there are merger and acquisition activities in certain targeted industries. To this end, management has focused on the medical and green energy industries. These efforts have been focused on discussions with management in these industries and research.

The Company is not currently conducting any business, nor has it conducted any business for several years. Therefore, it does not possess products or services, distribution methods, competitive business positions, or major customers. The Company does not possess any unexpired patents or trademarks and any and all of its licensing and

royalty agreements from the insurance it sought to market in the past have since expired, and are not currently valid. The Company does not employ any employees.

The activities of the Company are subject to several significant risks which arise primarily as a result of the fact that the Company has no specific business and may acquire or participate in a business opportunity based on the decision of management which potentially could act without the consent, vote, or approval of the Company's stockholders. The risks faced by the Company are further increased as a result of its lack of resources and its inability to provide a prospective business opportunity with significant capital.

## **Plan of Operations**

### Overview:

The Company has not received any revenue from operations in each of the last two fiscal years and is considered a development stage enterprise. The Company's current operations have consisted of taking such action as management believes necessary to prepare to seek an acquisition or merger with an operating entity. The former officer and director of the Company has financed the Company's current operations, which have consisted primarily of maintaining in good standing the Company's corporate status, in fulfilling its filing requirements with the Securities and Exchange Commission, including the audit of its financial statements, and in changing the marketplace of its securities.

The financial statements contained in this interim report have been prepared assuming that the Company will continue as a going concern. The Company is not engaged in any revenue producing activities and has not established any source of revenue other than described herein. These factors raise substantial doubt that the Company will be able to continue as a going concern even though management believes that sufficient funding is available to meet its operating needs during the next twelve months. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

### Risks associated with the plan of operations:

In its search for a business opportunity, management anticipates that the Company will incur additional costs for legal and accounting fees to locate and complete a merger or acquisition. Other than previously discussed, the Company does not have any revenue producing activities whereby it can meet the financial requirements of seeking a business opportunity. As of June 30, 2013, the Company has no debt, but may have to obligate itself as it pursues its plan of operations. There can be no assurance that the Company will receive any benefits from the efforts of management to locate a business opportunity.

The Company does not propose to restrict its search for a business opportunity to any particular industry or geographical area and may, therefore, attempt to acquire any business in any industry. The Company has unrestricted discretion in seeking and participating in a business opportunity, subject to the availability of such opportunities, economic conditions, and other factors. Consequently, if and when a business opportunity is selected, such business opportunity may not be in an industry that is following general business trends.

The selection of a business opportunity in which to participate is complex and risky. Additionally, the Company has only limited resources and this fact may make it more difficult to find any such opportunities. There can be no assurance that the Company will be able to identify and acquire any business opportunity which will ultimately prove to be beneficial to the Company and its stockholders. The Company will select any potential business opportunity based on management's business judgment. The Company may acquire or participate in a business opportunity based on the decision of management that potentially could act without the consent, vote, or approval of the Company's stockholders.

Since its inception, the Company has not generated any revenue and it is unlikely that any revenue will be generated until such time as the Company locates a business opportunity to acquire or with which it can merge. However, the Company is not restricting its search to those business opportunities that have profitable operations. Even though a business opportunity is acquired that has revenues or gross income, there is no assurance that profitable operations or net income will result therefrom. Consequently, even though the Company may be successful in acquiring a

business opportunity, such acquisition does not assume that a profitable business opportunity is being acquired or that stockholders will benefit through an increase in the market price of the Company's common stock.

The acquisition of a business opportunity, no matter what form it may take, will almost assuredly result in substantial dilution for the Company's current stockholders. Inasmuch as the Company only has its equity securities (its common and preferred stock) as a source to provide consideration for the acquisition of a business opportunity, the Company's issuance of a substantial portion of its authorized common stock is the most likely method for the Company to consummate an acquisition. The issuance of any shares of the Company's common stock will dilute the ownership percentage that current stockholders have in the Company.

The Company does not intend to employ anyone in the future, unless its present business operations were to change. At the present time, management does not believe it is necessary for the Company to have an administrative office and utilizes the mailing address of the Company's president for business correspondence.

#### Liquidity and Capital Resources

As of June 30, 2013, the Company had \$79 in working capital with assets of \$79 and liabilities of \$0. If the Company cannot find a new business, it will have to seek additional capital either through the sale of its shares of common stock or through a loan from its officer, stockholders or others. During the quarter ended June 30, 2013, the Company issued 1,000,000 shares of Series E Preferred Stock for \$165,000, with which it paid off all outstanding debt and repurchased 1,000,000 shares of Series E Preferred Stock. The Company has only incidental ongoing expenses primarily associated with maintaining its corporate status and professional fees associated with accounting and legal costs. The Company will be in need of additional funds to pay ongoing expenses.

Management anticipates that the Company will incur more costs including legal and accounting fees to locate and complete a merger or acquisition. At the present time the Company does not have the assets to meet these financial requirements. Additionally, the Company does not have substantial assets to entice potential business opportunities to enter into transactions with the Company.

It is unlikely that any revenue will be generated until the Company locates a business opportunity that it may acquire or with which it may merge. Management of the Company will be investigating various business opportunities. These efforts may cost the Company not only out of pocket expenses for its management but also expenses associated with legal and accounting costs. There can be no guarantee that the Company will receive any benefits from the efforts of management to locate business opportunities.

If and when the Company locates a business opportunity, management of the Company will give consideration to the dollar amount of that entity's profitable operations and the adequacy of its working capital in determining the terms



and conditions under which the Company would consummate such an acquisition. Potential business opportunities, no matter which form they may take, will most likely result in substantial dilution for the Company's stockholders as it has only limited capital and no operations.

Results of Operations

For the three months ended June 30, 2013, the Company had a net loss of \$6,000 compared to a net loss for the three months ended June 30, 2012, of \$1,042. For the six months ended June 30, 2013, the Company had a net loss of \$11,093 compared to a net loss for the six months ended June 30, 2012, of \$16,950. The Company had no revenue during the three or six months ended June 30, 2013. The Company does not anticipate any revenue until it locates a new business opportunity. The decrease in operating loss was primarily due to not having the expenses associated with filing the Form 10.

Off-balance sheet arrangements

The Company does not have any off-balance sheet arrangements and it is not anticipated that the Company will enter into any off-balance sheet arrangements.

## **Forward-looking Statements**

The Private Securities Litigation Reform Act of 1995 (the Act) provides a safe harbor for forward-looking statements made by or on behalf of the Company. The Company and its representatives may from time to time make written or oral statements that are forward-looking, including statements contained in this Quarterly Report and other filings with the Securities and Exchange Commission and in reports to the Company's stockholders. Management believes that all statements that express expectations and projections with respect to future matters, as well as from developments beyond the Company's control including changes in global economic conditions are forward-looking statements within the meaning of the Act. These statements are made on the basis of management's views and assumptions, as of the time the statements are made, regarding future events and business performance. There can be no assurance, however, that management's expectations will necessarily come to pass. Factors that may affect forward-looking statements include a wide range of factors that could materially affect future developments and performance, including the following:

Changes in Company-wide strategies, which may result in changes in the types or mix of businesses in which our Company is involved or chooses to invest; changes in U.S., global or regional economic conditions, changes in U.S. and global financial and equity markets, including significant interest rate fluctuations, which may impede the Company's access to, or increase the cost of, external financing for our operations and investments; increased competitive pressures, both domestically and internationally, legal and regulatory developments, such as regulatory actions affecting environmental activities, the imposition by foreign countries of trade restrictions and changes in international tax laws or currency controls; adverse weather conditions or natural disasters, such as hurricanes and earthquakes, labor disputes, which may lead to increased costs or disruption of operations.

This list of factors that may affect future performance and the accuracy of forward-looking statements is illustrative, but by no means exhaustive. Accordingly, all forward-looking statements should be evaluated with the understanding of their inherent uncertainty.

## **Item 3. Quantitative and Qualitative Disclosures About Market Risk.**

NA-Smaller Reporting Company

## **Item 4. Controls and Procedures.**

### **Evaluation of Disclosure Controls and Procedures**

Mr. Bertolami, the CEO and Principal Financial Officer, evaluated the effectiveness of our disclosure controls and procedures as of the end of the period covered by this report. Based on that evaluation, he concluded that our disclosure controls and procedures as of the end of the period covered by this report were effective such that the information required to be disclosed by the Company in reports filed under the Exchange Act is (i) recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and (ii) accumulated and communicated to the CEO and Principal Financial Officer, as appropriate to allow timely decisions regarding disclosure.

### **Management's Report on Internal Control over Financial Reporting**

Management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act). Our internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Therefore, even those systems determined to be effective can provide only reasonable assurance of achieving their control objectives.

## **Changes in internal control over financial reporting**

There have been no changes in internal control over financial reporting that occurred during the last fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

## **PART II - OTHER INFORMATION**

### **ITEM 1. Legal Proceedings**

None

### **ITEM 2. Unregistered Sales of Equity Securities and Use of Proceeds**

#### **Recent Sales of Unregistered Securities**

On June 18, 2013, the board of directors approved a Securities Purchase Agreement with Brett Bertolami, whereby Mr. Bertolami agreed to purchase 1,000,000 shares of Series E Preferred Stock for an aggregate purchase price of \$165,000. The shares were issued without registration under the Securities Act by reason of the exemption from registration afforded by the provisions of Section 4(6) and Section 4(2) thereof, and Rule 506 promulgated thereunder, as a transaction by an issuer not involving any public offering. The certificate evidencing the above mentioned shares contain a legend stating that the shares have not been registered under the Act and setting forth or referring to the restrictions on transferability and sale of the shares under the Act. No commissions were paid in connection with the transaction.

On June 18, 2013, the board of directors approved a Repurchase Agreement with Capital Builders, Inc., the sole preferred stockholder at the time, to buy back 1,000,000 shares of Series E Preferred Stock for \$109,416 and 200,000 shares of common stock. The shares were issued without registration under the Securities Act by reason of the exemption from registration afforded by the provisions of Section 4(6) and Section 4(2) thereof, and Rule 506 promulgated thereunder, as a transaction by an issuer not involving any public offering. The certificate evidencing the above mentioned shares contain a legend stating that the shares have not been registered under the Act and setting forth or referring to the restrictions on transferability and sale of the shares under the Act. No commissions were paid in connection with the transaction.

**Use of Proceeds of Registered Securities**

Of the funds received from selling the Series E Preferred Stock, the Company paid all of its outstanding debt totaling \$55,584, and the remaining \$109,416 represented partial payment for 1,000,000 shares of Series E Preferred Stock repurchased.

**Purchases of Equity Securities by Us and Affiliated Purchasers**

During the three months ended June 30, 2013, the Company has not purchased any equity securities nor have any officers or directors of the Company, other than as discussed above.

**ITEM 3. Defaults Upon Senior Securities**

The Company is not aware of any defaults upon senior securities.

**ITEM 4. Mine Safety Disclosures**

None; not applicable.

**ITEM 5. Other Information.**

On June 18, 2013, the Company completed the repurchase of the Series E preferred shares and sale of 1,000,000 Series E preferred shares. On the same date, Mr. Eardley resigned as the sole officer and director upon appointing Mr. Bertolami as director, President, CEO and Secretary. As a result of these transactions, control of the Company has changed from Mr. Eardley to Mr. Bertolami by virtue of his stock ownership and appointment to the Board. There are no scheduled transactions that would change control of the Company from Mr. Bertolami.

**ITEM 6. Exhibits**

a) Index of Exhibits:

Exhibit Table #

Title of Document

Location

3 (i)

Articles of Incorporation

Incorporated by reference\*

3 (ii)

Bylaws

Incorporated by reference\*

4

Specimen Stock Certificate

Incorporated by reference\*

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Computation of loss per share

Notes to financial statements

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Rule 13a-14(a)/15d-14a(a) Certification CEO & CFO

This filing

32

Section 1350 Certification CEO & CFO

This filing

101.INS

XBRL Instance

101.XSD

XBRL Schema

101.CAL

XBRL Calculation

101.DEF

XBRL Definition

101.LAB

XBRL Label

101.PRE

XBRL Presentation

\* Incorporated by reference from the Company's registration statement on Form 10 filed with the Commission, SEC File No. 000-54584.

### SIGNATURES

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

Pacific Ventures Group, Inc.

(Registrant)

Dated: August 13, 2013

By: /s/Brett Joseph Bertolami

Brett Joseph Bertolami

CEO, Principal Financial Officer