

ATHENA SILVER CORP  
Form 10-Q/A  
May 21, 2010  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**FORM 10-Q /A**

**(Amendment No. 1)**

**QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934**  
For the quarterly period ended March 31, 2009

**OR**

**TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE  
EXCHANGE ACT**  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 000-51808

ATHENA SILVER CORPORATION

**(formerly GOLDEN WEST BREWING COMPANY, INC.)**  
(Exact Name of Small Business Issuer as Specified in its Charter)

Delaware  
(State or other jurisdiction  
of incorporation or organization)

25-1909408  
I.R.S. Employer  
Identification number

2010A Harbison Drive #312, Vacaville, CA 95687 \_  
(Address of principal executive offices) (Zip Code)

Issuer's telephone number: **(707) 884-3766**  
Former name, former address, and former fiscal year, if changed since last report

Edgar Filing: ATHENA SILVER CORP - Form 10-Q/A

Check whether the Issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the last 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 is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller Reporting Company

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

As of May 15, 2009, the Registrant had 3,404,525 shares of its Common Stock outstanding.

**INDEX**

**PART I -- FINANCIAL INFORMATION**

<b>Item 1.</b>	<b>Financial Statements (unaudited)</b>	<b>Page</b>
	Consolidated Balance Sheets as of March 31, 2009 (Restated) and December 31, 2008 ( Restated )	5
	Consolidated Statements of Operations for the three months ended March 31, 2009 and March 31, 2008	6
	Consolidated Statement of Stockholders' Deficit March 31, 2009	7
	Consolidated Statements of Cash Flows for the three months ended March 31, 2009 and March 31, 2008	8
	Notes to Consolidated Financial Statements	9
<b>Item 2.</b>	<b>Management's Discussion And Analysis Of Financial Condition And Results Of Operations</b>	
	Plan of Operations	28
	Liquidity and Capital Resources	32
<b>Item 3.</b>	<b>Quantitative and Qualitative Disclosures about Market Risk</b>	38
<b>Item 4.</b>	<b>Controls &amp; Procedures</b>	38

**PART II - OTHER INFORMATION**

<b>Item 1.</b>	<b>Legal Proceedings</b>	39
----------------	--------------------------	----

<b>Item 1A</b>	<b>Risk Factors</b>	39
<b>Item 2.</b>	<b>Unregistered Sale of Equity Securities and Use of Proceeds</b>	39
<b>Item 3.</b>	<b>Defaults Upon Senior Securities</b>	39
<b>Item 4.</b>	<b>Submission of Matters to a Vote of Security Holders</b>	40
<b>Item 5.</b>	<b>Other Information</b>	40
<b>Item 6.</b>	<b>Exhibits</b>	40

## EXPLANATORY NOTE

The primary purpose of this Amendment No. 1 on Form 10-Q/A is to restate the consolidated financial statements for the fiscal quarter ended March 31, 2009, presented in our Quarterly Report on Form 10-Q initially filed with the Securities and Exchange Commission ( SEC ) on May 20, 2009 (the Original Filing ).

As previously reported, subsequent to the issuance of our interim financial statements on Form 10-Q for the first quarter ended March 31, 2009, management discovered a financial statement error that related to the fiscal year ended December 31, 2008 that caused an understatement of the previously reported net loss for the year ended December 31, 2008 by \$191,800, or \$0.06 per common share. This error relates to the accounting for forgiveness of debt by a related party. As a result of this error, total other expense for the fourth quarter of fiscal 2008 was understated by \$191,800 due to the recording of debt forgiveness by a related party as other income item and the understatement of additional paid-in capital by a like amount. See Note 2 to the Notes to the consolidated interim financial statements for more details on this error and the related financial statement effect.

Generally, no attempt has been made in this Form 10-Q/A to modify or update other disclosures presented in the Original Filing except as required to reflect the effects of the restatement. This Form 10-Q/A does not reflect events occurring after the Original Filing or modify or update those disclosures. Information not affected by the restatement is unchanged and reflects the disclosures made at the time of the Original Filing. Accordingly, this Form 10-Q/A should be read in conjunction with the Company's filings made with the Securities and Exchange Commission subsequent to the filing of the original Form 10-Q. The following items have been amended as a result of the restatement:

Part I Item 1 (Financial Information), Part I Item 2 (Management's Discussion and Analysis of Financial Condition and Results of Operations) and Part I Item 4 (Controls and Procedures), have been amended from the Original Filing as a result of the restatement. In addition, Part II Item 6 (Exhibits) has been amended to include new certifications executed as of the date of this Form 10-Q/A by our Chief Financial Officer.

## PART 1. FINANCIAL INFORMATION

### Item 1.

#### Financial Statements

The consolidated financial statements included herein have been prepared by Golden West Brewing Company, Inc. (the "Company") without audit, pursuant to the rules and regulations of the Securities and Exchange Commission (SEC). Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been omitted pursuant to such SEC rules and regulations. In the opinion of management of the Company the accompanying statements contain all adjustments necessary to present fairly the financial position of the Company as of March 31, 2009 and December 31, 2008, and its results of operations for the three month periods ended March 31, 2009 and 2008 and its cash flows for

the three month periods ended March 31, 2009 and 2008 and the statement of stockholders deficit as of March 31, 2009. The results for these interim periods are not necessarily

indicative of the results for the entire year. The accompanying financial statements should be read in conjunction with the financial statements and the notes thereto filed as a part of the Company's annual report on Form 10-K.

**GOLDEN WEST BREWING COMPANY AND SUBSIDIARIES****CONSOLIDATED BALANCE SHEET****AS OF**

(Unaudited)

Current Assets:	March 31, 2009 <u>(Restated)</u>	December 31, 2008 <u>(Restated)</u>
Cash and cash equivalents	\$ 3,797	\$ 21,201
Accounts receivable, net of allowance for doubtful accounts of  \$0.00 and \$23,849 at March 31, 2009 and December 31, 2008	  14,079	  39,178
respectively		
Inventory (Note 1)	95,653	109,495
Marketable Securities (Note 3 )	38,540	73,952
Prepaid Expenses	<u>2,014</u>	<u>8,976</u>
Total current assets	154,083	252,802
<b>Fixed Assets:</b>		
Property and equipment from discontinued operations held for sale (Note 1)	139,116	152,590
<b>Other Assets:</b>		
Intangibles, net of accumulated amortization of \$17,917 and \$16,667 at March 31, 2009 and December 31, 2008, respectively	18,093	16,068
Deferred financing costs, net of accumulated amortization of  \$ 23,311 and \$ 5,858 at March 31, 2009 and December 31, 2008, respectively. (Note 4 )	  67,469	  84,922
Other assets	<u>1,717</u>	<u>7,709</u>
Total other assets	<u>87,279</u>	<u>108,699</u>
<b>Total Assets</b>	<b><u>\$ 380,478</u></b>	<b><u>\$ 514,091</u></b>

**LIABILITIES AND STOCKHOLDERS DEFICIT**

<b>Current Liabilities:</b>		
Accounts payable	\$443,045	\$445,353
Accrued expenses	300,261	265,105
Checks issued in excess of funds available	5,814	6,095
Lines of credit payable (Note 4 )	33,631	32,555



Edgar Filing: ATHENA SILVER CORP - Form 10-Q/A

Advances related parties (Note 4)	(425)	7,425
Notes payable other, current portion (Note 4)	68,731	68,731
Notes payable related party, current portion (Note 4)	<u>1,122,304</u>	<u>1,109,054</u>
Total current liabilities	1,973,361	1,934,318
Long-term liabilities:		
Note payable related party, net of current portion (Note 4)	<u>-</u>	<u>-</u>
Total long-term liabilities	-	-
Total Liabilities	1,973,761	1,934,318
Commitments and Contingencies (Notes 1,2,3,4, 5, 6,7, 8, 9 ,10 and 11)		
Stockholders' Deficit:		
Preferred Stock, \$.0001 par value, 5,000,000 shares authorized,		
300,000 shares issued and outstanding as of March 31, 2009	30	30
and December 31, 2008		
Common stock, \$.0001 par value, 20,000,000 shares authorized,		
3,404,525 shares issued and outstanding as of March 31, 2009	340	340
and December 31, 2008		
Additional paid-in capital	1,897,771	1,898,015
Accumulated (deficit)	<u>( 3,491,024 )</u>	<u>( 3,318,612 )</u>
Total Stockholders' Deficit	<u>(1,592,883)</u>	<u>(1,420,227)</u>
Total Liabilities and Stockholders' Deficit	<u>\$ 380,478</u>	<u>\$ 514,091</u>

**GOLDEN WEST BREWING COMPANY AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF OPERATIONS****FOR THE THREE MONTHS ENDED MARCH 31,**

	(Unaudited) <u>2009</u>	(Unaudited) <u>2008</u>
Revenues	\$ 48,110	\$ 286,299
Less: Excise taxes	<u>(1,880)</u>	<u>(12,317)</u>
Net revenues	46,230	273,982
Cost of sales	<u>42,844</u>	<u>211,734</u>
Gross profit (loss)	3,386	62,248
Operating expenses:		
Amortization	1,250	1,586
Legal and accounting	26,797	19,582
Management compensation	11,250	35,586
Stock-based compensation ( Note 1 1 )	3,338	3,338
Selling expenses	5,256	34,542
Other	<u>22,379</u>	<u>48,712</u>
Total operating expenses	70,269	143,346
Other Income (Expense):		
Miscellaneous income	1,289	67
Deferred Financing Costs	(17,453)	(38,814)
Loan Fees	-	(9,000)
Gain (Loss) on sale of marketable securities	(17,703)	-
Interest expense	<u>(27,606)</u>	<u>(27,720)</u>
Total other (expense)	(61,473)	(75,467)
Loss from continuing operations	(128,356)	(156,565)
Discontinued operations		
Revenues from discontinued operations	-	65,800
Expenses from discontinued operations	(37,303)	(88,992)
Loss on equipment sales	<u>(6,753)</u>	<u>-</u>
Loss from discontinued operations	(44,056)	(23,192)
Net (Loss)	\$ (172,412)	\$ (179,575)
Preferred dividends	<u>3,582</u>	<u>6,674</u>
Net Loss attributable to common shareholders	\$ <u>(175,994)</u>	<u>(186,431)</u>
Net Loss per share	\$ <u>(.05)</u>	\$ <u>(.06)</u>

Edgar Filing: ATHENA SILVER CORP - Form 10-Q/A

Net loss attributable to continuing operations	\$ <u>(135,110)</u>	\$ <u>(156,565)</u>
Net Loss per share	\$ <u>(.04)</u>	\$ <u>(.05)</u>
Let loss attributable to discontinued operations	\$ <u>( 44,056 )</u>	\$ <u>(23,192)</u>
Net Loss per share	\$ <u>(.01)</u>	\$ <u>(.01)</u>
Weighted Average Shares		
Outstanding	<u>3,371,816</u>	<u>3,025,167</u>

**GOLDEN WEST BREWING COMPANY, INC. AND SUBSIDIARIES****CONSOLIDATED STATEMENT OF STOCKHOLDERS' DEFICIT  
MARCH 31, 2009 (RESTATED) (UNAUDITED)**

	Preferred Stock		Common Stock		Additional	Accumulated (Deficit)	Totals
	<u>Shares</u>	<u>Amount</u>	<u>Shares</u>	<u>Amount</u>	<u>Paid-In Capital</u>		
Balance, December 31, 2007	300,000	30	3,335,000	334	1,485,033	(2,221,948)	(736,551)
Shares issued for compensation at \$0.50, March, 2008			6,000	1	2,999		3,000
Shares issued for loan fees at \$0.50, March, 2008			18,000	1	8,999		9,000
Deferred financing costs on line of credit for three  months ended March 31, 2008					80,960		80,960
Shares issued for compensation at \$0.50, June, 2008			6,000	1	2,999		3,000
Shares issued for loan fees at \$0.50, June, 2008			3,500		1,750		1,750
Deferred financing costs on line of credit for three  months ended June 30, 2008					17,830		17,830
Shares issued for trade liability at \$.30 per share,  September, 2008			21,225	2	6,365		6,367
Shares issued for loan fees at \$.25 per share, August, 2008			1,500		375		375
Shares issued for compensation at \$.25 per share,  August, 2008			6,000	1	1,499		1,500
Stock-based compensation options					13,352		13,352
Deferred financing costs on line of credit for three  months ended September 30, 2008					6,830		6,830
Shares issued for compensation at \$.10 per share,			6,000		600		600

Edgar Filing: ATHENA SILVER CORP - Form 10-Q/A

December 1, 2008

Shares issued for loan fees at \$.10 per share, December, 2008		1,300		130		130
Deferred financing costs on line of credit for three months ended December 31, 2008				90,820		90,820
Dividends on Preferred Stock for the year ended 12-31-08				(14,326)		(14,326)
Contributed capital forgiveness of related party debt and accrued interest expense, December 2008 (Restated)				191,800		191,800
Net (Loss) (Restated)	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(1,096,664)</u>
Balance, December 31, 2008 (Restated)	300,000	30	3,404,525	340	1,898,015	( 3,318,612 ) (1,420,227)
Stock-based compensation options				3,338		3,338
Dividends on Preferred Stock for the quarter ended 3-31-09				(3,582)		(3,582)
Net (Loss)	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(172,412)</u>
Balance, March 31, 2009 (Restated)	300,000	30	3,404,525	340	1,897,771	( 3,491,024 ) (1,592,883)

For the three months  
ended

March 31 (unaudited),

**GOLDEN WEST BREWING COMPANY AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF CASH FLOWS**

	<u>2009</u>	<u>2008</u>
Cash Flows from Operating Activities:		
Net loss	\$ (172,412)	\$ (179,757)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation	-	7,845
Amortization of intangibles	1,250	40,400
Stock-Based Compensation and expenses	3,338	3,338
Deferred financing costs and loan fees	17,453	9,000
Loss on sale of equipment	<u>6,753</u>	<u>-</u>
	28,794	60,583
Changes in operating assets and liabilities:		
(Increase) decrease in:		
Accounts Receivable	25,099	(55,535)
Inventories	13,842	(67,677)
Prepaid expenses & other assets	6,962	1,319
Marketable Securities	35,412	-
Increase (decrease) in:		
Checks written in excess of funds available	(281)	(20,643)
Accounts payable	(2,308)	55,988
Accrued Expenses	<u>31,574</u>	<u>28,826</u>
	110,300	(57,722)
	( 33,318 )	( 17 6 , 896 )

Net cash (used in) operating  
activities

Cash Flows from(used in) Investing  
Activities:

Investment in fixed assets	-	(775)
Net proceeds from (investment in) intangibles and other assets	<u>9,438</u>	<u>(22,309)</u>
Net cash from (used in) investing activities	9,438	(23,084)

Cash Flows from Financing Activities:

Net Increase in Notes Payable	<u>6,476</u>	<u>197,043</u>
Net cash from financing activities	6,476	197,043

Increase (Decrease) in Cash and Cash Equivalents	\$ (17,404)	\$ (2,937)
---	-------------	------------

Cash and Cash Equivalents, beginning of period	<u>21,201</u>	<u>4,684</u>
---	---------------	--------------

Cash and Cash Equivalents, end of period	<u>\$ 3,797</u>	<u>\$ 1,747</u>
---	-----------------	-----------------

Supplemental Schedule of Cash Flow  
Information:

Cash paid for interest	\$ 1,035	\$ 98,100
------------------------	----------	-----------

**GOLDEN WEST BREWING COMPANY AND SUBSIDIARIES**

**NOTES TO FINANCIAL STATEMENTS**

**1. Nature of Business and Significant Accounting Policies:**

This summary of significant accounting policies is presented to assist in understanding the Company's financial statements. The financial statements and notes are representations of management who is responsible for their integrity and objectivity. These accounting policies conform to generally accepted accounting principles in the United States of America and have been consistently applied in preparation of the financial statements. The Company has selected December 31 as its year end.

Description of Business - Golden West Brewing Company, Inc., a Delaware Corporation, and its wholly-owned California subsidiary Golden West Brewing Company were formed in 2003 for the purpose of acquiring Butte Creek Brewing Company, LLC ("Butte Creek"). The acquisition of Butte Creek was completed on August 31, 2005. In 2008, the Company formed a wholly-owned Washington subsidiary, Golden West Brewing, Inc. which is engaged in the business of investing in speculative securities. Together these entities are referred to as the Company on a consolidated basis.

In the opinion of management of the Company the accompanying statements contain all adjustments necessary to present fairly the financial position of the Company as of March 31, 2009 and December 31, 2008, and its results of operations for the three month periods ended March 31, 2009 and 2008 and its cash flows for the three month periods ended March 31, 2009 and 2008 and the statement of stockholders deficit as of March 31, 2009 and December 31, 2008. The accompanying financial statements should be read in conjunction with the financial statements for the year ended December 31, 2008 contained in our Form 10-K filed on April 14, 2009. All inter-company account balances and transactions are eliminated in consolidation.

In January 2009, we discontinued brewing operations at our Chico, California brewery. In February 2009, we entered into a three (3) year contract brewing agreement with an unrelated brewery located in California and will outsource the brewing and bottling of all our beers in 2009. As a result of the closure of our brewing facility, we expensed an impairment charge to fixed assets of \$82,730 in 2008. We have retained an independent equipment broker to sell our brewery equipment and are obligated to pay him a 10% commission on any completed transactions. As a result, our property and equipment was fairly valued at \$152,590 and \$139,116 as of December 31, 2008 and March 31, 2009, respectively.



We incurred a loss from discontinued operations of \$263,953 in 2008 and \$37,302 for the three months ended March 31, 2009 related to the closure of our brewing facility.

Accounts Receivable - Accounts receivable are reported at net realizable value. The Company has established an allowance for doubtful accounts based on factors pertaining to the credit risk of

specific customers, historical trends and other information. Delinquent accounts are written-off when it is determined that the amounts are uncollectible.

Inventory - Inventory is stated at the lower-of-average cost or market computed on a first-in first-out basis. Inventory values as of March 31, 2009 and December 31, 2008 are classified as follows:

<u>Inventory Class</u>	<u>2009</u>	<u>2008</u>
Finished Product	\$ 70,555	\$ 34,550
Manufacturing Materials	25,098	63,925
Goods in Process	<u>-</u>	<u>11,020</u>
Total	\$ 95,653	\$ 109,495

Fixed Assets Fixed assets are valued at historical cost less accumulated depreciation. Depreciation is computed on a straight-line basis. Fixed Assets values net of accumulated depreciation as of March 31, 2009 and December 31, 2008 are classified as follows:

<u>Fixed Asset Class</u>	<u>Life</u>	<u>March 31, 2009</u>	<u>December 31, 2008</u>
Manufacturing equipment	5-15 yrs	\$ -	\$ -
Draft equipment and kegs	5 yrs	-	-
Vehicles	5 yrs	-	-
Computers and lab equipment	5 yrs	-	-
Office furniture and fixtures	5 yrs	-	-
Leasehold improvements	30 yrs	-	-
Trademarks and domain names	n/a	-	-
Assets held for sale	n/a	<u>139,116</u>	<u>152,590</u>
Totals		\$ 139,116	\$ 152,590

As a result of the closure of our brewing facility, we expensed an impairment charge to fixed assets of \$82,730 in 2008. We have retained an independent equipment broker to sell our brewery equipment and are obligated to pay him a 10% commission on any completed transactions. As a result, our property and equipment was fairly valued at \$152,590 and \$139,116 as of December 31, 2008 and March 31, 2009, respectively.

Our Assets Held For Sale are located in our former brewing facility in Chico, California. Our landlord filed suit against us for back rent in February 2009. We reached a settlement of this lawsuit in March 2009. The settlement

requires us to pay rent on a month-to-month basis to retain possession of these premises. In addition, our property and casualty insurance for these premises lapsed in 2009 and we are in the process of obtaining new insurance. Our failure to properly insure these premises and equipment or failure to pay rent on a monthly basis could result in additional impairment charges on these fixed assets in 2009.

Income Recognition - The Company recognizes revenues at the point of sale when title to the product changes hands to the buyer.

Accounting Estimates - The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and the accompanying notes. The actual results could differ from those estimates. The Company's financial statements are based upon a number of significant estimates including the allowance for doubtful accounts, inventory valuation, amortization, impairment of assets and the carrying value of our marketable securities. Due to the uncertainties inherent in the estimation process, it is at least reasonably possible that the estimates for these items could be further revised in the near term and such revisions could be material.

Financial Instruments - The Company discloses fair value information about financial instruments when it is practicable to estimate that value. The carrying value of the Company's cash, cash equivalents, and accounts payable approximate their estimated fair values due to their short-term maturities.

Concentrations of Credit Risk - Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash and cash equivalents and advances. At March 31, 2009 and December 31, 2008, the Company had no amounts of cash or cash equivalents in financial institutions in excess of amounts insured by agencies of the U.S. Government.

Valuation of Long-Lived Assets - The Company evaluates the carrying value of long-lived assets to be held and used whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. The carrying value of a long-lived asset is considered impaired when the projected undiscounted future cash flows are less than its carrying value. The Company measures impairment based on the amount by which the carrying value exceeds the fair market value. Fair market value is determined primarily using the projected cash flows discounted at a rate commensurate with the risk involved. Losses on long-lived assets to be disposed of are determined in a similar manner, except that fair market values are reduced for the cost to dispose.

Income Taxes - The Company recognizes deferred tax assets and liabilities for temporary differences between the tax bases of assets and liabilities and the amounts at which they are carried in the financial statements, the effect of net operating losses, based upon the enacted tax rates in effect for the year in which the differences are expected to reverse. A valuation allowance is established when necessary to reduce deferred tax assets to the amount expected to be realized.

Intangibles - Intangibles consists of goodwill, trade names and trademarks. Intangibles other than goodwill are amortized using the straight-line method over the estimated useful life of the intangibles. The \$25,000 of acquired intangible assets relate to trade names and trademarks that had an expected remaining useful life of approximately five years at the time of their purchase in August 2005 are being amortized over a 5-year period. In addition, we have capitalized an additional \$10,010 in costs associated with the development of our registered trademark portfolio that are also being amortized over a 5-year period. Assets determined to have indefinite lives are no longer amortized in accordance with SFAS No. 142, "Goodwill and Other Intangibles," but are tested for impairment on an annual basis.

Recent Accounting Pronouncements - There were various accounting standards and interpretations issued during 2009 and 2008, none of which are expected to have a material impact on the Company's consolidated financial position, operations or cash flows.

Per Share Information - Per share information is computed by dividing the net income or loss by the weighted average number of shares outstanding during the period.

Cash and Cash Equivalents - The Company considers cash and cash equivalents to consist of cash on hand and demand deposits in banks with an initial maturity of 90 days or less.

Risks and Uncertainties - The Company is subject to substantial business risks and uncertainties inherent in starting a new business. There is no assurance that the Company will be able to generate sufficient revenues or obtain sufficient funds necessary for launching a new business venture.

Basis of Presentation - Going Concern - Generally accepted accounting principles in the United States of America contemplates the continuation of the Company as a going concern. However, the Company has sustained losses from operations, and has a net working capital deficit and is in default on significant commitments, which raise substantial doubt about the Company's ability to continue as a going concern. Management of the Company believes that the additional capital from the proposed public offering and improved results from operations will be sufficient for the continued viability of the company, however there can be no assurance that either will occur.

In view of these matters, realization of certain of the assets in the accompanying balance sheet is dependent upon continued operations of the Company, which in turn is dependent upon the Company's ability to meet its financial requirements, raise additional capital, and the success of its future operations.

## **2. Restatement of Previously Issued Consolidated Financial Statements**

On December 31, 2008, John C. Power, the Company's CEO and significant shareholder, forgave \$191,800 of debt and accrued interest. The Company originally recorded this amount as a gain on debt forgiveness in its consolidated statements of operations. Forgiveness of debt and accrued interest by a related party should be accounted for as a contribution of capital and accordingly, the Company has restated its 2008 consolidated financial statements to reflect this \$191,800 increase in net loss and \$191,800 increase in additional paid-in capital, summarized as follows:

*Consolidated Balance Sheet Effects of Restatement :*

	December 31, 2008	
Originally Reported	Restatement	Restated Amount

Total Assets	\$	\$	\$
	514,091	-	514,091
Total Liabilities	1,934,318	-	1,934,318
Stockholders' Equity:			
Preferred stock	30	-	30
Common stock	340	-	340
Additional paid-in capital	1,706,215	191,800	1,898,015
Accumulated (deficit)	<u>(3,126,812)</u>	<u>(191,800)</u>	<u>(3,318,612)</u>
Total Liabilities and Stockholders' Deficit	\$	\$	\$
	514,091	-	514,091

**3 .. Marketable Securities**

In 2008, we formed a wholly-owned Washington subsidiary, Golden West Brewing, Inc. which is engaged in the business of investing in speculative securities. The following table sets forth marketable securities owned as of March 31, 2009 together with a presentation of realized losses for the period of \$ 17,702 ..

No. of <u>Shares</u>	<u>Security</u>	<u>Historical</u> <u>Cost</u>	<u>Market</u> <u>Value @</u> <u>3/31/09</u>	<u>Gain (Loss)</u> <u>1<sup>st</sup> Qtr,</u> <u>2009</u>	<u>Gain (Loss)</u> <u>Prior</u> <u>Period s</u>
	Edge Petroleum Convertible				
9,353	Preferred	\$ 60,104	\$11,598	\$ (3,928)	\$ ( 44,578 )
22,000	Dollar Thrifty Auto Group	22,346	25,752	1,554	1,852
7,000	Mendocino Brewing Company	1,440	1,190	(250)	-
10,000	Edge Petroleum Conv. Preferred	54,182	-	(7,520)	(37,582)
	S L Green Realty Series C				
1,200	Preferred	<u>16,875</u>	<u>_____ -</u>	<u>( 5,998 )</u>	<u>_____ 753</u>
	Total				
		\$ 154,947	\$38,540	\$( 17,702 )	\$( 76,434 )

**3. Lines of Credit and Notes Payable:**

Between March and September 2005, the Company borrowed a total of \$125,000 from three lenders: \$50,000 in July 2005 from Power Curve, Inc. (a company controlled by John Power); \$50,000 in May 2005 from Lone Oak Vineyards, Inc. (a company controlled by Brian Power); and \$25,000 in March 2005 from Tiffany Grace, an unaffiliated party. The loans were used to pay off Butte Creek's loans to Tri County Economic Development Corporation, purchase additional equipment and provide working capital. The Tiffany Grace note, which was executed on September 9, 2005 accrues interest at the rate of 9% per annum, is payable in monthly payments of principal and interest based upon a five year amortization, was due in full March, 2008. As of March 31, 2009, the Tiffany Grace note had current maturities of \$ 8,708 .. The Power Curve and Lone Oak notes were executed in September, 2005, accrue interest at the rate of 9% per annum, and were payable in full in 2008. The loans are collateralized by a security interest covering all of our tangible and intangible assets. As of March 31, 2009, the Power Curve and Lone Oak notes had accrued interest of \$7,875 and \$1,440 respectively and short-term maturities of



\$50,000 and \$11,054, respectively .. Payments of \$7,000 and \$8,000 were made to Lone Oak and Power Curve notes, respectively, in May 2009 on these notes.

On December 30, 2005, John Power and Power Curve, Inc. converted \$215,000 and \$90,000, respectively, in outstanding advances into collateralized long-term debt. The notes bear interest at 9% and mature December 31, 2008 and are collateralized by a security interest covering all of our tangible and intangible assets but are junior to the security interest granted to Power Curve, Inc. (\$50,000), Lone Oak Vineyards, Inc. (\$25,000), Dayton Misfeldt Trust (\$25,000) and Tiffany Grace (\$25,000) in September 2005 described above. As of March 31, 2009, these notes had current maturities of \$215,000 and \$90,000 respectively and had accrued interest of \$33,863 and \$14,175 respectively. A payment of \$15,000 was made to John C. Power in May 2009 on his note.

As part of the acquisition of Butte Creek, the Company assumed an \$8,136 note payable to Bruce Detweiler, a member of Butte Creek. As of March 31, 2009 the note had accrued interest of \$5,132.

During the twelve months ended December 31, 2007, John Power and Power Curve, Inc. made advances to the Company of \$115,000 and \$155,000, respectively. The advances were uncollateralized and due on demand. On December 31, 2007, John Power and Power Curve, Inc. converted these advances of \$115,000 and \$155,000, respectively, into collateralized long-term debt. The notes bear interest at 8% and matured on December 31, 2008 and are collateralized by all tangible and intangible assets but junior to all prior perfected liens against those assets. On December 31, 2008 John Power forgave the \$115,000 debt, plus \$ 16,100 in accrued interest, and Power Curve forgave \$55,000 of its debt, plus the \$5,700 portion of accrued interest. Consequently, as of March 31, 2009, these notes had current maturities of \$0 and \$100,000 respectively and had accrued interest of \$0 and \$18,000 respectively.

Effective September 4, 2007, the following transactions were completed:

1.

John C. Power and Power Curve, Inc. (collectively "Power"), the former being the President, Director and principal shareholder of the Company, assigned to Shana Capital Ltd., a Colorado corporation ("Shana Capital") an advance owed to Power by the Company in the amount of \$112,500.

2.

Power assigned to Webquest, Inc., a Colorado corporation ( Webquest ) an advance owed to Power by the Company in the amount of \$112,500.

3.

Shana Capital and Webquest each executed and delivered an Agreement to Convert Debt pursuant to which each agreed to convert their respective Advances owed to them by the Company that had been acquired from Power in the amount of \$112,500 into 150,000 shares of Series A Convertible Preferred Stock of the Company (the Series A Preferred Stock ), or an aggregate of 300,000 shares of Series A Preferred Stock, valued at \$0.75 per share.

In January, 2008, the Company issued a convertible debenture to represent a portion of its outstanding indebtedness to its legal counsel. The debenture in the principal amount of \$30,000 is not collateralized and is repayable, together with interest at the rate of 8% per annum, on or before December 31, 2008. The debenture is convertible, at the option of the holder, into shares of the Company's common stock at a conversion price of \$0.60 .. As of March 31, 2009, this debenture remains unpaid and has not been converted by the holder into common stock. The fair value of the beneficial conversion feature represents financing fees under the Agreement, and are valued using the Black Scholes pricing model at the time the advance is made. The total value of the beneficial conversion feature representing deferred financing fees is \$15,110 which was credited to Additional paid in capital and charged to deferred financing fees in 2008.

In March, 2008, the Company borrowed the principal sum of \$50,000 from one lender, the proceeds of which were used for working capital. The note is repayable, together with interest at the rate of 10% per annum, on or before May 31, 2008. The promissory note is collateralized by a UCC security interest against the Company's inventory and accounts receivable associated with the launch of its new brand Blue Marble Organic Pilsner. The loan is guaranteed by John C. Power, the Company's Chief Executive Officer. As of March 31, 2009, the balance of this note was \$10,000 plus accrued interest of \$1,672.

Effective December, 2008, the Company issued its Convertible Debenture in the principal amount of \$200,000 to evidence a credit facility. The debenture accrues interest at the rate of 6% per annum and is due and payable, in full, on December 31, 2009. The debenture is convertible, at the option of the holder, into shares of the Company's common stock at a conversion price equal to \$0.10 per share .. The debenture is collateralized by the marketable securities held by our Washington subsidiary and 100% of the common stock of our Washington subsidiary. The debenture was issued to a major shareholder. The fair value of the beneficial conversion feature represents financing fees under the Agreement, and are valued using the Black Scholes pricing model at the time the advance is made.

The total value of the beneficial conversion feature applicable to this debenture representing deferred financing fees is \$75,630 which was credited to Additional paid in capital and charged to deferred financing fees.

#### *Credit Agreement*

In December, 2007, the Company entered into a Credit Agreement whereby the Company was extended a line of credit by four individual lenders, including two affiliates, in the maximum principal amount of \$350,000. The Credit

Agreement terminated on December 31, 2008. The outstanding credit balance under the Credit Agreement accrues interest at the rate of 8% per annum and is payable, at the option of the lender, either in cash or in shares of the Company's common stock valued at the then applicable conversion price. The credit balance is convertible into shares of common stock of the Company at a conversion price equal to 75% of the market price of the Company's common stock on the trading day immediately preceding the conversion date, but in no event is the conversion price to be greater than \$1.00 per share or less than \$0.25 per share. The fair value of the beneficial conversion feature represents financing fees for each advance under the Agreement, and are valued using the Black Scholes pricing model at the time the advance is made. Expected volatility is based on historical trading activity of the Company's common stock, and was calculated at 95% for

advances made in 2007. The risk free interest rate was obtained from published US Treasury data for constant maturity treasury bills and ranged from 3.2% to 5.0%. The expected life of the conversion feature was determined to be the life of the Credit Facility which terminated on December 31, 2008. The total value of the beneficial conversion features applicable to advances under the credit facility during 2008 and 2007 representing deferred financing fees is \$105,660 and \$95,270 which was credited to Additional paid in capital and charged to deferred financing fees associated with the advances under this Agreement.

The Company has also agreed to issue to each lender as a financing fee, 100 shares of common stock for every \$1,000 of advances made under the Credit Agreement. The credit agreement is collateralized by a senior lien and security interest in the Company's tangible and intangible assets. The lenders under the credit agreement are John C. Power, John Gibbs, Shana Capital and Clifford L. Neuman, the Company's legal counsel. As of March 31, 2009 an aggregate amount of \$343,000 has been drawn under this credit facility and 34,300 shares have been issued as loan fees.

Lines of Credit - The Company assumed a \$25,000 balance on a credit card issued by Wells Fargo Bank, with interest at the rate of 14.25% as of March 31, 2009. The card is uncollateralized and guaranteed by Tom Atmore, Butte Creek, LLC's Managing Member and our former general manager. The outstanding balance as of March 31, 2009 was \$24,438.

The Company assumed a \$15,400 line of credit on a Butte Creek credit card with Bank of America (formerly MBNA) with interest at the rate of 27.98%. The debt on the credit card is uncollateralized but guaranteed by Tom Atmore, Butte Creek, LLC's managing member and our former general manager. The outstanding balance on March 31, 2009 was \$9,193.

Notes Payable	Current	Long-Term	Accrued	Interest	Maturity	
March 31, 2009	Portion	Portion	Interest	Rate	Date	Collateralized
<b>Lines of Credit</b>						
Bank of America (Atmore)	\$ 9,193	-	-	27.98%	Demand	No
Wells Fargo (Atmore)	<u>24,438</u>	<u>-</u>	<u>-</u>	14.25%	Demand	No
<b>TOTAL</b>	\$ <u>33,631</u>	<u>-</u>	<u>-</u>			

**Notes Payable Related Parties**

Power Curve, Inc. #1	\$ 50,000	-	\$ 7,875	9%	Sep., 2008	Yes
Power Curve, Inc. #2	90,000	-	14,175	9%	Dec., 2008	Yes
Power Curve, Inc. #3	100,000	-	18,000	8%	Dec., 2008	Yes
John C. Power #1	215,000	-	33,863	9%	Dec., 2008	Yes
Credit Facility	343,000	-	31,074	8%	Dec., 2008	No

Edgar Filing: ATHENA SILVER CORP - Form 10-Q/A

Lone Oak Vineyards	11,054	-	1,440	9%	Sep., 2008	Yes
John Gibbs	183,250	-	4,323	6%	Dec., 2009	Yes
Cliff Neuman, PC	30,000	-	600	8%	Dec., 2008	No

Sea Ranch Lodge & Village	<u>100,000</u>	<u>-</u>	<u>21,000</u>	12%	Demand	No
<b>TOTAL</b>	<b>\$ <u>1,122,304</u></b>	<b>-</b>	<b>\$ <u>132,349</u></b>			

**Notes Payable - Unaffiliated**

Tiffany Grace	\$ 8,708	\$ -	\$ 381	9%	Mar., 2008	Yes
B. Detweiler	8,136	-	5,132	8%	Demand	No
Hirschburg	10,000	-	1,672	10%	Demand	No
BRK Holdings, LLC	17,950	-	2,748	12.246%	Demand	No
Dayton Misfeldt Trust	<u>23,937</u>	<u>-</u>	<u>2,693</u>	9%	Dec., 2008	Yes
<b>TOTAL</b>	<b>\$ <u>68,731</u></b>	<b>\$ <u>-</u></b>	<b>\$ <u>12,626</u></b>			

The Company has pledged substantially all of its assets to secure some of its notes and obligations. Should the Company default in the payment of these secured notes, the collateral could be subject to forfeiture.

**4. Related Party Transactions**

Between March and September 2005, the Company borrowed a total of \$125,000 from three lenders: \$50,000 in July 2005 from Power Curve, Inc. (a company controlled by John Power); \$50,000 in May 2005 from Lone Oak Vineyards, Inc. (a company controlled by Brian Power); and \$25,000 in March 2005 from Tiffany Grace, an unaffiliated party. The loans were used to pay off Butte Creek's loans to Tri County Economic Development Corporation, purchase additional equipment and provide working capital. The Tiffany Grace note, which was executed on September 9, 2005 accrues interest at the rate of 9% per annum, is payable in monthly payments of principal and interest based upon a five year amortization, was due in full March, 2008. As of March 31, 2009, the Tiffany Grace note had current maturities of \$ 8,708 .. The Power Curve and Lone Oak notes were executed in September, 2005, accrue interest at the rate of 9% per annum, and were payable in full in 2008. The loans are collateralized by a security interest covering all of our tangible and intangible assets. As of March 31, 2009, the Power Curve and Lone Oak notes had accrued interest of \$7,875 and \$1,440 respectively and short-term maturities of \$50,000 and \$11,054 .. Payments of \$7,000 and \$8,000 were made to Lone Oak and Power Curve, respectively, on their notes in May 2009.

On December 30, 2005, John Power and Power Curve, Inc. converted \$215,000 and \$90,000, respectively, in outstanding advances into collateralized long-term debt. The notes bear interest at 9% and mature December 31, 2008 and are collateralized by a security interest covering all of our tangible and intangible assets but are junior to the security interest granted to Power Curve, Inc. (\$50,000), Lone Oak Vineyards, Inc. (\$25,000), Dayton Misfeldt Trust

(\$25,000) and Tiffany Grace (\$25,000) in September 2005 described above. As of March 31, 2009, these notes had current maturities of \$215,000 and \$90,000 respectively and had accrued interest of \$33,863 and \$14,175 respectively. A payment of \$15,000 was made on the John Power note in May 2009.

As part of the acquisition of Butte Creek, the Company assumed an \$8,136 note payable to Bruce Detweiler, a member of Butte Creek. As of March 31, 2009 the note had accrued interest of \$5,132.

During the twelve months ended December 31, 2007, John Power and Power Curve, Inc. made advances to the Company of \$115,000 and \$155,000, respectively. The advances were uncollateralized and due on demand. On December 31, 2007, John Power and Power Curve, Inc. converted these advances of \$115,000 and \$155,000, respectively, into collateralized long-term debt. The notes bear interest at 8% and matured on December 31, 2008 and are collateralized by all tangible and intangible assets but junior to all prior perfected liens against those assets. On December 31, 2008 John Power forgave the \$115,000 debt, plus \$ 16,100 in accrued interest, and Power Curve forgave \$55,000 of its debt, plus the \$5,700 portion of accrued interest. Consequently, as of March 31, 2009, these notes had current maturities of \$0 and \$100,000 respectively and had accrued interest of \$0 and \$18,000 respectively.

In January, 2008, the Company issued a convertible debenture to represent a portion of its outstanding indebtedness to its legal counsel. The debenture in the principal amount of \$30,000 is not collateralized and is repayable, together with interest at the rate of 8% per annum, on or before December 31, 2008. The debenture is convertible, at the option of the holder, into shares of the Company's common stock at a conversion price of \$0.60 per share. As of March 31, 2009, this debenture remains unpaid and has not been converted by the holder into common stock. The fair value of the beneficial conversion feature represents financing fees under the Agreement, and are valued using the Black Scholes pricing model at the time the advance is made. The total value of the beneficial conversion feature representing deferred financing fees is \$15,110 which was credited to Additional paid in capital and charged to deferred financing fees.

In March, 2008, the Company borrowed the principal sum of \$50,000 from one lender, the proceeds of which were used for working capital. The note is repayable, together with interest at the rate of 10% per annum, on or before May 31, 2008. The promissory note is collateralized by a UCC security interest against the Company's inventory and accounts receivable associated with the launch of its new brand Blue Marble Organic Pilsner. The loan is guaranteed by John C. Power, the Company's Chief Executive Officer. As of March 31, 2009, the balance of this note was \$10,000 plus accrued interest of \$ 1,672.

Effective December, 2008, the Company issued its Convertible Debenture in the principal amount of \$200,000 to evidence a credit facility. The debenture accrues interest at the rate of 6% per annum and is due and payable, in full, on December 31, 2009. The debenture is convertible, at the option of the holder, into shares of the Company's common stock at a conversion price equal to \$0.10 per share, which was at or above the public trading price of the Company's common stock on the date of grant. The debenture is collateralized by the assets owned by our Washington subsidiary and 100% of the common stock of our Washington subsidiary. The debenture was issued to a major shareholder. The fair value of the beneficial conversion feature represents financing fees under the Agreement, and are valued using the Black Scholes pricing model at the time the advance is made. The total value of the beneficial conversion feature applicable to this debenture representing deferred financing fees is \$75,630 which was credited to Additional paid in capital and charged to deferred financing fees.



During the years ended December 31, 2007 and 2008, affiliates of Mr. Power made short-term advances to the Company that remained unpaid as of December 31, 2008 and March 31, 2009 in the amounts of \$107,425 and \$100,000 respectively. The advances are uncollateralized and due on demand and had total accrued interest of \$18,000 and \$21,000 as of December 31, 2008 and March 31, 2009, respectively ..

Subsequent to March 31, 2009, John Power and affiliates of Mr. Power made additional short-term advances to the Company which have been repaid as of May 20, 2009. The advances were uncollateralized and due on demand.

#### *Credit Agreement*

In December, 2007, the Company entered into a Credit Agreement whereby the Company was extended a line of credit by four individual lenders, including two affiliates, in the maximum principal amount of \$350,000. The Credit Agreement terminated on December 31, 2008. The outstanding credit balance under the Credit Agreement accrues interest at the rate of 8% per annum and is payable, at the option of the lender, either in cash or in shares of the Company's common stock valued at the then applicable conversion price. The credit balance is convertible into shares of common stock of the Company at a conversion price equal to 75% of the market price of the Company's common stock on the trading day immediately preceding the conversion date, but in no event is the conversion price to be greater than \$1.00 per share or less than \$0.25 per share. The fair value of the beneficial conversion feature represents financing fees for each advance under the Agreement, and are valued

using the Black Scholes pricing model at the time the advance is made. Expected volatility is based on historical trading activity of the Company's common stock, and was calculated at 95% for advances made in 2007. The risk free interest rate was obtained from published US Treasury data for constant maturity treasury bills and ranged from 3.2% to 5.0%. The expected life of the conversion feature was determined to be the life of the Credit Facility which terminated on December 31, 2008. The total value of the beneficial conversion features applicable to advances under the credit facility during 2008 and 2007 representing deferred financing fees is \$105,660 and \$95,270 which was credited to Additional paid in capital and charged to deferred financing fees associated with the advances under this Agreement.

The Company has also agreed to issue to each lender as a financing fee, 100 shares of common stock for every \$1,000 of advances made under the Credit Agreement. The credit agreement is collateralized by a senior lien and security interest in the Company's tangible and intangible assets. The lenders under the credit agreement are John C. Power, John Gibbs, Shana Capital and Clifford L. Neuman, the Company's legal counsel. As of March 31, 2009 an aggregate amount of \$343,000 has been drawn under this credit facility and 34,300 shares have been issued as loan fees.

On April 28, 2009, Butte Creek Brands, LLC, a Delaware limited liability company (Butte Creek) a wholly-owned subsidiary of Golden West Brewing Company, a California corporation, (GWBCA), itself a wholly-owned subsidiary of Golden West Brewing Company, Inc., a Delaware corporation entered into two loans, each evidenced by a Promissory Note (the Notes) pursuant to which Butte Creek borrowed from each of Clifford L. Neuman and John C. Power the principal amount of \$24,000. The Notes are due and payable July 31, 2009. Each Note is secured by a Security Agreement covering GWBCA's accounts receivable and the filing of a Uniform Commercial Code financing statement. The Note in favor of Mr. Neuman is further secured by a personal guaranty of John C. Power.

The remaining outstanding balances on these notes as of May 15, 2009 are \$24,000 to Neuman plus accrued interest and \$17,844 to Power plus accrued interest.

These related party transactions have not been evaluated for fairness.

## 5. Operating Leases

Effective July 1, 2005, the Company entered into a five year lease for office and warehouse space in Chico, California for Butte Creek. The lease provided for initial monthly rent of \$3,150, which increased to \$3,726 in July 2006 and is subject to annual increases every year starting in July 2007 based on the Consumer Price Index, and expires in 2010.

However, our landlord has not exercised their right to increase our rent based on this lease provision.

On February 9, 2009, BRK Holdings, LLC ( landlord ) filed suit against us for 4 months of delinquent rent of \$14,904 and legal fees of \$800. We have negotiated a settlement that allows us to retain possession of the premises by paying rent on a month-to-month basis. We paid March 2009 rent on March 31, 2009. We have paid April and May 2009 rent and our June rent and each month thereafter is due by the 5<sup>th</sup> of that month as long as the premises remain in our possession. The building contains all of our brewing equipment. If we default on our settlement with the landlord, they are entitled to dispose of any equipment remaining on the premises. We are still liable for the delinquent rent amount of \$14,904, legal fees of \$800 and future rents due under the lease.

## 6. Commitments & Contingencies

### A. Delinquent Taxes

At March 31, 2009, the Company had outstanding payroll tax liabilities of \$41,839. Of these amounts \$34,137 are considered delinquent.

California Redemption Value (CRV) is a tax collected on all package sales to retailers, processed through the California Department of Conservation and refunded through the State's recycling program. The United States Tax and Trade Bureau ("TTB"), and various state agencies collect excise taxes often referred to as "alcohol taxes" with the amount based on the volume of beer sold. At March 31, 2009, the Company had alcohol related taxes payable to federal and state taxing authorities of \$6,129. The detail of those taxes payable is as follows:

<u>Tax Agency</u>	March 31, 2009		
	<u>Due</u>	<u>Delinquent</u>	
Internal Revenue Service	\$40,980	\$34,137	PAYROLL TAXES
CA Employment Development Department	\$ 859	\$ 0	PAYROLL TAXES
Federal Tax and Trade Bureau	\$ 6,493	\$ 3,017	EXCISE TAX
CA Board of Equalization	\$ (364)	\$ 0	EXCISE TAX
CA Board of Equalization	\$ 0	\$ 0	SALES AND USE TAX
CA Department of Conservation	\$ 24,191	\$ 24,191	CRV TAX
CA Franchise Tax Board	\$ 6,600	\$ 6,600	FRANCHISE TAXES



Butte County Tax Collector                                      \$ 3,558      \$ 0                      PROPERTY TAXES

Most of these delinquent taxes payable have been assumed by the Company in connection with our acquisition of Butte Creek as the continuation of regulatory compliance is material to the Company's ability to continue as a going concern. The Company has entered into monthly payment plans with all of the aforementioned agencies. Continued operations could be severely impaired should the Company default on its payment plans with the IRS or any other governmental agency seek to collect any of the delinquent payables before we are able to pay them.

B. There are two material legal proceedings in which either we or any of our affiliates were involved in 2009 which could have a material adverse effect on our business, financial condition or future operations.

1.

On January 6, 2009, Capital Beverage Co. and Capital Coors Co. ( Capital ) filed suit against Crown Imports LLC, Butte Creek Brewing Company and Bison Brewing Company alleging that the defendants had unlawfully cancelled their distribution contracts with Capital. Capital is seeking damages equal to fair market value of the respective brands. This amount is expected not to exceed \$75,000. We intend to vigorously defend this lawsuit but a contingency exists as to the ultimate outcome in this matter.

2.

Our Chico, California brewery lease was in default and we were sued by BRK Holdings, LLC ( Landlord ) in February 2009 for back rent of \$14,904 and legal fees of \$800. We have negotiated a settlement that allows us to retain possession of the premises by paying rent on a month-to-month basis. We paid March 2009 rent on March 31, 2009. We have paid April and May 2009 rent and are required to pay June 2009 and each month thereafter by the 5<sup>th</sup> of that month as long as the premises remain in our possession. The building contains all of our brewing equipment. If we default on our settlement with the landlord, they are entitled to dispose of any equipment remaining on the premises. We are still liable for the delinquent rent amount of \$14,904, legal fees of \$800 and future rents due under the lease.

## **7. Common and Preferred Stock:**

### PREFERRED STOCK

Effective September 4, 2007, the following transactions were completed:

- 1 John C. Power and Power Curve, Inc. (collectively "Power"), the former being the President, Director and principal shareholder of the Company, assigned to Shana Capital Ltd., a Colorado corporation ("Shana Capital") an advance owed to Power by the Company in the amount of \$112,500.
2. Power assigned to Webquest, Inc., a Colorado corporation ("Webquest") an advance owed to Power by the Company in the amount of \$112,500.
- 3 .. Shana Capital and Webquest each executed and delivered an Agreement to Convert Debt pursuant to which each agreed to convert their respective Advances owed to them by the Company that had been acquired from Power in the amount of \$112,500 into 150,000 shares of Series A Convertible Preferred Stock of the Company (the "Series A Preferred Stock"), or an aggregate of 300,000 shares of Series A Preferred Stock, valued at \$0.75 per share.

## COMMON STOCK

In December, 2007, the Company entered into a Credit Agreement with four individuals providing for a revolving line of credit in the maximum principal amount of \$350,000. The Company agreed to pay a financing fee in the form of 100 shares of common stock for every \$1,000 in advances made under the Credit Agreement. A total of 19,300 shares were issued in 2008 under this agreement. As of March 31, 2009, the Company has borrowed \$343,000 under the Credit Agreement and has issued an aggregate of 34,300 shares of common stock as a financing fee.

On January 15, 2008, the Company issued its Convertible Debenture in the principal amount of \$30,000 evidencing a portion of its outstanding account payable in favor of its legal counsel. The Debenture is convertible at the option of the holder into shares of common stock at a conversion price equal to \$0.60 per share. This debenture remains unpaid and outstanding as of March 31, 2009. The fair value of the beneficial conversion feature represents financing fees under the Agreement, and are valued using the Black Scholes pricing model at the time the advance is made. The total value of the beneficial conversion feature representing deferred financing fees is \$15,110 which was credited to Additional paid in capital and charged to deferred financing fees.

Effective March, 2008, the Company issued an aggregate of 5,000 shares of common stock to one investor as a financing fee for a loan to the Company in the principal amount of \$50,000.

In September 2008, the Company issued an aggregate of 21,225 shares to three unrelated individuals at \$0.30 per share as settlement of an unpaid trade payable.

In 2008, the Company granted and issued an aggregate of 24,000 shares of common stock: 12,000 to its President, Mark Simpson; and, 12,000 shares to its Chief Financial Officer of a wholly-owned subsidiary. The shares were issued for services for the 12month period ended December 31, 2008.

**9. Equity Incentive Plan:**

On December 10, 2004, we adopted our 2004 Equity Incentive Plan for our officers, directors and other employees, plus outside consultants and advisors. That in consideration of their services to the Company, certain consultants, employees, officers and directors were granted non-qualified stock options exercisable to purchase, in the aggregate 400,000 shares of common stock at an exercise price of \$0.50 per share. The foregoing options are exercisable until December 31, 2012, their Expiration Date . The foregoing options are subject to vesting and become exercisable 50% on the date of grant; 16.67% on July 31, 2007; 16.67% on July 31, 2008; and 16.67% on July 31, 2009, subject to the holder continuing to serve in their positions with the Company, or in some other capacity as shall be approved by the Company and the holder, on each vesting date. Options vest over 5 years and the expense for the three month period ended March 31, 2009 was \$3,338 .

The options were granted to five persons who serve as directors, employees or consultants to the Company. Presently only one of the five original recipients is still with the Company. The one remaining option holder has 50,000 options. All of the other options have expired except for 75,000 options that were vested to Scott Burchell as part of his separation agreement with the Company. The options held by Burchell will expire on August 8, 2011. The shares issuable upon exercise of the options will be restricted securities within the meaning of Rule 144 under the Securities Act of 1933, as amended.

Under the Equity Incentive Plan, our employees, outside consultants and advisors may receive awards of non-qualified options and incentive options, stock appreciation rights or shares of stock. A maximum of 500,000 shares of our common stock are subject to the Equity Incentive Plan. No stock appreciation rights, options or bonus stock have been granted under the Equity Incentive Plan.

The Equity Incentive Plan may be administered by the Board or in the Board's sole discretion by the Compensation Committee of the Board or such other committee as may be specified by the Board to

perform the functions and duties of the Committee under the Equity Incentive Plan. Subject to the provisions of the Equity Incentive Plan, the Committee and the Board shall determine, from those eligible to be participants in the Equity Incentive Plan, the persons to be granted stock options, stock appreciation rights and restricted stock, the amount of stock or rights to be optioned or granted to each such person, and the terms and conditions of any stock option, stock appreciation rights and restricted stock.

The following tables present summarized information about fixed price stock options at March 31, 2009:

Options outstanding at December 31, 2007	400,000
Granted	-
Exercised	-
Forfeitures	<u>(275,000)</u>
Options outstanding at December 31, 2008	<u>125,000</u>
Options outstanding at March 31, 2009	<u>125,000</u>

	<u>Weighted Average</u>	<u>Weighted Average</u>	<u>Weighted Average</u>	<u>Number</u>
<u>Exercise Price</u>	<u>Number Outstanding</u>	<u>Contractual Life</u>	<u>Price</u>	<u>Exercisable</u>
\$0.50	350,000	5 years	\$0.50	125,000

The fair value of the options granted in fiscal year 2006 was estimated using the Black-Scholes option pricing model with the following assumptions:

Expected life	6.4 years
Dividend rate	0%
Expected volatility	75%
Risk-free interest rate	4.85%

#### 10. Subsequent Events:

Subsequent to March 31, 2009, John Power and affiliates of Mr. Power made additional short-term advances to the Company which have been repaid as of May 20, 2009. The advances were uncollateralized and due on demand.

B. In May 2009, we entered into an agreement to sell the majority of our brewing equipment for \$170,000 and received a deposit of \$30,000 towards the purchase. In January 2009, we discontinued brewing operations at our Chico, California brewery. As a result of the decision to close our brewing facility, we expensed an impairment



charge to fixed assets of \$82,730 in 2008 .. We have retained an independent equipment broker to sell our brewery equipment and are obligated to pay him a 10% commission on any completed transactions. As a result, our equipment and property was fairly valued at \$152,590 and \$139,116 as of December 31, 2008 and March 31, 2009 respectively and is listed on the Balance Sheet as Assets Held For Sale

C. On April 28, 2009, Butte Creek Brands, LLC, a Delaware limited liability company ( Butte Creek ) a wholly-owned subsidiary of Golden West Brewing Company, a California corporation, ( GWBCA ), itself a wholly-owned subsidiary of Golden West Brewing Company, Inc., a Delaware corporation entered into two loans, each evidenced by a Promissory Note (the Notes ) pursuant to which Butte Creek borrowed from each of Clifford L. Neuman and John C. Power the principal amount of \$24,000. The Notes are due and payable July 31, 2009. Each Note is secured by a Security Agreement covering GWBCA 's accounts receivable and the filing of a Uniform Commercial Code financing statement. The Note in favor of Mr. Neuman is further secured by a personal guaranty of John C. Power.

The remaining outstanding balance on these notes as of May 15, 2009 are \$24,000 to Neuman plus accrued interest and \$17,844 to Power plus accrued interest.

## ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following management's discussion and analysis of financial condition and results of operations ( MD&A ) gives effect to the restatement discussed in Note 2 of the Notes to the Consolidated Financial Statements.

### Plan of Operations

Golden West Brewing Company, Inc. (the "Company" or "Golden West") was formed in December 2003 to acquire substantially all of the business assets of Butte Creek Brewing Company, LLC ("Butte Creek" or "Butte"). We are currently a holding company for our wholly-owned subsidiary Golden West Brewing Company, a California corporation, which acquired the assets and certain liabilities of Butte Creek on August 31, 2005. Butte Creek has been operating as a craft brewery in Chico, California since 1996. In January 2009, we discontinued operations at our brewery in Chico, California and entered into a contract brewing agreement through our 99% owned subsidiary to brew our beers at Mendocino Brewing Company in Ukiah, California. Butte Creek specializes in brewing and marketing certified organic craft beers. We face numerous operational challenges. The following are the key issues and challenges facing the Company:

- \* Sales. Our shortage of working capital has forced us to reduce inventories and new products. Our closure of our brewing facility in Chico, California will also negatively impact our sales as we transition to a contract brewing model. Furthermore, we have discontinued all of our contract brewing for other customers. We expect sales in 2009 to be significantly below our 2008 sales as we make the transition to outsourcing our production. We are seeking financing to build inventory and sales. Our new contract facility produced our Organic IPA and Pale Ale in March 2009 that wasn't available to our distributors until April 2009. Our Organic Pilsner and Porter wasn't produced until May 2009 and isn't expected to be available to our distributors until June 2009. We do not have the necessary working capital to maintain adequate inventory levels which may negatively impact our sales.
- \* Increase Gross Profit Margin. Our goal is to increase our gross profit margin to 25% of sales. This will likely require us to raise our prices in 2009. We believe the conversion from an operating brewery to a contract model will help us increase our gross profit margin in 2009.
- \* Control Selling, General & Administrative Expenses. As a result of converting to a contract brewing model, we have been able to reduce our selling and G&A expenses. We have eliminated most of our controllable expenses. As of April 1, 2009, we only have 2 salaried full-time employees.



- \* Working Capital Shortage. Our history of working capital deficiencies make it difficult to raise capital to build inventory. We owe delinquent taxes to the IRS and several Federal and State agencies. As a result, we have only been able to produce two products under our new contract brewing agreement that weren't available for sale until April 2009. If additional working capital becomes available, we hope to increase our number of products and dollar amount of our inventory. Our next production run is expected to be completed by the end of May 2009.
- \* Lack of Marketing Materials. We have very limited marketing budgets and are not competitive with other breweries of our size in the amount and quality of marketing materials needed to support our distribution network.
- \* Continued Operating Losses. Our history of operating losses makes it difficult to raise capital for our working capital needs. We believe that our new contract brewing model will help us reduce our operating losses in 2009.
- \* Lack of Inventory Controls. Historically our inventory controls have been weak. Prior efforts to improve our inventory controls had been unsuccessful. In 2009, all of our inventory will be maintained at independent warehouses. We believe this will improve our inventory control.

Both Golden West and Butte Creek have sustained losses from operations. Golden West has a working capital deficit which raises substantial doubts about their ability to continue as a going concern. Our audited financial statements have received going concern qualifications from our Independent Registered Public Accounting Firm.

The following discussion and analysis is for the three period ended March 31, 2009 and should be read in conjunction with the Notes of our unaudited financial statements for the same period. We were a development stage entity prior to our acquisition of Butte Creek on August 31, 2005.

### **Critical Accounting Policies and Estimates**

In the ordinary course of business, we have made a number of estimates and assumptions relating to the reporting of results of operations and financial condition in the preparation of our financial statements in conformity with accounting principles generally accepted in the United States of America. Actual results could differ significantly from those estimates under different assumptions and conditions. We believe that the following discussion addresses our most critical accounting policies, which are those that are most important to the portrayal of our financial condition and results. We constantly re-evaluate these significant factors and make adjustments where facts and circumstances dictate.

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and the accompanying notes. The actual results could differ from those estimates. Our financial statements are based upon a number of significant estimates, the allowance for doubtful accounts, obsolescence of inventories and the estimated useful lives selected for property and equipment. Due to the uncertainties inherent in the estimation process, it is at least



reasonably possible that the estimates for these items could be further revised in the near term and such revisions could be material.

### **Overview - Factors Affecting Results of Operations**

Sales in the craft beer industry generally reflect a degree of seasonality, with the first and fourth quarters historically being the slowest and the rest of the year typically demonstrating stronger sales. We have historically operated with little or no backlog and, therefore, our ability to predict sales for future periods is limited.

Our sales are affected by several factors, including consumer demand, price discounting and competitive considerations. We compete in the craft brewing market as well as in the much larger specialty beer market, which encompasses producers of import beers, major national brewers that produce fuller-flavored products, and large spirit companies and national brewers that produce flavored alcohol beverages. Beyond the beer market, craft brewers also face competition from producers of wines and spirits. The craft beer segment is highly competitive due to the proliferation of small craft brewers, including contract brewers, and the large number of products offered by such brewers. Imported products from foreign brewers have enjoyed resurgence in demand since the mid-1990s. Certain national domestic brewers have also sought to appeal to this growing demand for craft beers by producing their own fuller-flavored products. The wine and spirits market has experienced a surge in the past several years, attributable to competitive pricing, increased merchandising, and increased consumer interest in spirits. Because the number of participants and number of different products offered in this segment have increased significantly in the past ten years, the competition for bottled product placements and especially for draft beer placements has intensified.

### **Operating and Financial Review and Prospects**

#### **Operating Results**

*For the three months ended March 31, 2009 compared to the three months ended March 31, 2008:*

**REVENUES.** Gross Revenues and Revenues net of excise taxes ( Net Revenues ) were \$48,110 and \$46,230, respectively, for the three months ended March 31, 2009. Net Revenues were decreased \$227,752 or 83 .. 1% as compared to net revenues of \$273,982 for the three months ended March 31, 2008. Our lack of working capital and inability to maintain adequate inventory was the primary cause of our decrease in sales. Furthermore, we closed our brewery in January 2009 and eliminated all of our contract brewing sales. It also took longer to commence outsourcing of our production than we had anticipated.

**COST OF GOODS SOLD** Cost of goods sold for the three months ended March 31, 2009 was \$42,844 or 89% of beer sales revenues compared to \$211,734 or 77.3% of net sales for the three months ended March 31, 2008. Our Cost of Goods Sold as a percentage of sales increased due to higher prices for raw materials and a substantial decrease in our production due to the closure of our brewing facility in January 2009

**GROSS PROFIT** Gross profit for the three months ended March 31, 2009 was \$ 3,386 or 7.3 % of net revenues compared to \$62,248 or 22.7% of net revenues for the three months





ended March 31, 2008. Our Gross Profit decreased due to our significant reduction of sales and our higher Cost of Goods Sold as described above

OPERATING EXPENSES Total operating expenses decreased \$94,438 or 51.8% to \$87,723 for the three months ended March 31, 2009. Components of operating expenses were:

- \* Amortization expense was \$1,250 for the three months ended March 31, 2009 compared to \$1,586 for the three months ended March 31, 2008.
- \* Management compensation was \$11,250 for the three months ended March 31, 2009 compared to \$ 35,586 for the three months ended March 31, 2008. The decrease was related to a reduction of salaried employees.
- \* Selling expense was \$5,256 for the three months ended March 31, 2009 compared to \$34,542 for the three months ended March 31, 2008. We aggressively reduced our selling expense as we did not have sufficient inventory levels to warrant selling efforts in the quarter. We reduced our trade show, travel expenses and all discretionary selling expenses.
- \* Legal and Accounting expense was \$26,797 for the three months ended March 31, 2009 compared to \$19,582 for the three months ended March 31, 2008. The increase was the result of the increased cost of maintaining our SEC filings.
- \* Stock Based Compensation was \$3,338 for the three months ended March 31, 2009 compared to \$3,338 in the prior fiscal year.
- \* Deferred Financing Costs were \$17,453 for the quarter ended March 31, 2009 which were reduced by 55% from the same period in 2008. Deferred financing costs applicable to the \$343,000 Credit Facility were completely amortized during 2008 resulting in a decrease in deferred financing cost amortization in 2009.
- \* Other General & Administrative Operating Expenses decreased \$26,333 or 54% to \$22,379 for the three months ended March 31, 2009 compared to \$48,712 for three months ended March 31, 2008.

OPERATING LOSS. The operating loss for the three months ended March 31, 2009 decreased \$35,574 or 29.7% to \$84,338 compared to \$119,912 for the three months ended March 31, 2008. The primary reason for the reduced operating loss was our substantial reduction in operating expenses.

DISCONTINUED OPERATIONS. In the first quarter of 2009 the company closed its manufacturing facility in Chico, CA and entered into a three (3) year contract with Mendocino Brewing Company, Inc. to outsource the production of our certified organic beers. As a result, the company sustained a loss from discontinued operations of for the three months ended March 31, 2009 of \$37,302 compared to a loss for discontinued operations of \$23,192 for the comparable period in 2008. The increase was related to costs incurred with the shut-down of our Chico, California brewery.



**OTHER INCOME & EXPENSE.** Net other income and expense was a loss of \$50,773 for the three months ended March 31, 2009 compared to loss of \$36,653 for the three months ended March 31, 2008. The higher loss was primarily the result of our sale of marketable securities during the three months ended resulting in a net loss from the sale of securities for this three months ended March 31, 2009 of \$17,703. In addition, we also had a loss on the sale of equipment in the amount of \$6,753.

**NET LOSS.** Net loss decreased \$7,345 or 4% to \$172,412 for the three months ended March 31, 2009 compared to \$179,757 for the three months ended March 31, 2008. The reduction in our net loss was the result of the significant reduction in operating expenses of \$94,437 that was only partially off-set by our reduced gross profit of \$58,862, increased loss from discontinued operations of \$14,110 and Other Expense that increased by \$14,120.

### **Liquidity and Capital Resources**

We have required capital principally for the purchase of Butte Creek and the funding of operating losses and working capital. To date, we have financed our capital requirements through the sale of equity and short and long-term borrowings primarily from related parties. We expect to meet our future financing needs and working capital and capital expenditure requirements through cash on hand, borrowings and offerings of debt or equity securities, although there can be no assurance that our future financing efforts will be successful. The terms of future financings could be highly dilutive to existing shareholders.

We have no commitments, understandings or arrangements for any additional working capital. If we are unable to secure additional financing to cover our operating losses until break-even operations can be achieved, we may not be able to continue as a going concern.

We had negative cash and cash equivalents and a working capital deficit of \$1,819,278 at March 31, 2009. Our total debt, all short-term, was \$ 1,224,241 at March 31, 2009. We do not have sufficient cash on hand or available credit facilities to continue operations and are dependent upon securing loans or the sale of equity to provide adequate working capital to continue operations. We have raised capital through the sales of unregistered securities and advances and/or loans from its officers and directors to acquire Butte Creek, and fund operating losses and working capital needs after its acquisition. There are no assurances that we will be able to secure additional capital to maintain the operations.

In January 2009, we discontinued brewing operations at our Chico, California brewery. In February 2009, we entered into a three (3) year contract brewing agreement with an unrelated brewery located in California and as a result will outsource the brewing and bottling of all our beers in 2009. This transition to a contract brewing model will require a significant investment in inventory. There is no assurance that working capital will be available to fund our new contract brewing model. As of March 31, 2009, we have only had sufficient working capital to brew Organic IPA and Organic OPA under the contract brewing arrangement signed in February 2009. In May 2009, we commenced brewing our Organic Porter and Organic Pilsner.

During the three months ended March 31, 2009, the Company had no capital expenditures.



*Lines of Credit*

The Company assumed a \$25,000 balance on a credit card issued by Wells Fargo Bank, with interest at the rate of 14.25 % as of March 31, 2009. The card is uncollateralized and guaranteed by Tom Atmore, Butte Creek's former general manager. The outstanding balance as of March 31, 2009 was \$24,438. Under our separation agreement with Atmore, we were obligated to pay this indebtedness but did not have the resources to pay this obligation. We are delinquent on our monthly payments for this obligation.

The Company assumed a \$15,400 line of credit on a Butte Creek credit card with Bank of America/MBNA with interest at the rate of 27.98 %. The debt on the credit card is uncollateralized but guaranteed by Tom Atmore, Butte Creek's former general manager. The outstanding balance as of March 31, 2009 was \$9,193. Under our separation agreement with Atmore, we were obligated to pay this indebtedness but did not have the resources to pay this obligation. We are delinquent on our monthly payments for this obligation.

*Notes Payable*

Between March and September 2005, the Company borrowed a total of \$125,000 from three lenders: \$50,000 in July 2005 from Power Curve, Inc. (a company controlled by John Power); \$50,000 in May 2005 from Lone Oak Vineyards, Inc. (a company controlled by Brian Power); and \$25,000 in March 2005 from Tiffany Grace, an unaffiliated party. The loans were used to pay off Butte Creek's loans to Tri County Economic Development Corporation, purchase additional equipment and provide working capital. The Tiffany Grace note, which was executed on September 9, 2005 accrues interest at the rate of 9% per annum, is payable in monthly payments of principal and interest based upon a five year amortization, was due in full March, 2008. As of March 31, 2009, the Tiffany Grace note had current maturities of \$ 8,708 .. The Power Curve and Lone Oak notes were executed in September, 2005, accrue interest at the rate of 9% per annum, and were payable in full in 2008. The loans are collateralized by a security interest covering all of our tangible and intangible assets. As of March 31, 2009, the Power Curve and Lone Oak notes had accrued interest of \$7,875 and \$1,440 respectively and short-term maturities of \$50,000 and \$11,054 .. Payments of \$7,000 and \$8,000 were made to Lone Oak and Power Curve, respectively, as payment on these notes in May 2009.

On December 30, 2005, John Power and Power Curve, Inc. converted \$215,000 and \$90,000, respectively, in outstanding advances into collateralized long-term debt. The notes bear interest at 9% and mature December 31, 2008 and are collateralized by a security interest covering all of our tangible and intangible assets but are junior to the security interest granted to Power Curve, Inc. (\$50,000), Lone Oak Vineyards, Inc. (\$25,000), Dayton Misfeldt Trust (\$25,000) and Tiffany Grace (\$25,000) in September 2005 described above. As of March 31, 2009, these notes had current maturities of \$215,000 and \$90,000 respectively and had accrued interest of \$33,863 and \$14,175 respectively. A payment of \$15,000 was made to John Power in May 2009.

As part of the acquisition of Butte Creek, the Company assumed an \$8,136 note payable to Bruce Detweiler, a member of Butte Creek. As of March 31, 2009 the note had accrued interest of \$5,132.



During the twelve months ended December 31, 2007, John Power and Power Curve, Inc. made advances to the Company of \$115,000 and \$155,000, respectively. The advances were uncollateralized and due on demand. On December 31, 2007, John Power and Power Curve, Inc. converted these advances of \$115,000 and \$155,000, respectively, into collateralized long-term debt. The notes bear interest at 8% and matured on December 31, 2008 and are collateralized by all tangible and intangible assets but junior to all prior perfected liens against those assets. On December 31, 2008 John Power forgave the \$115,000 debt, plus \$ 16,100 in accrued interest, and Power Curve forgave \$55,000 of its debt, plus the \$5,700 portion of accrued interest. Consequently, as of March 31, 2009, these notes had current maturities of \$0 and \$100,000 respectively and had accrued interest of \$0 and \$18,000 respectively.

In January, 2008, the Company issued a convertible debenture to represent a portion of its outstanding indebtedness to its legal counsel. The debenture is in the principal amount of \$30,000 is not collateralized and is repayable, together with interest at the rate of 8% per annum, on or before December 31, 2008. The debenture is convertible, at the option of the holder, into shares of the Company's common stock at a conversion price of \$0.60 per share. As of March 31, 2009, this debenture remains unpaid and has not been converted by the holder into common stock. The fair value of the beneficial conversion feature represents financing fees under the Agreement, and are valued using the Black Scholes pricing model at the time the advance is made. The total value of the beneficial conversion feature representing deferred financing fees is \$15,110 which was credited to Additional paid in capital and charged to deferred financing fees.

In March, 2008, the Company borrowed the principal sum of \$50,000 from one lender, the proceeds of which were used for working capital. The note is repayable, together with interest at the rate of 10% per annum, on or before May 31, 2008. The promissory note is collateralized by a UCC security interest against the Company's inventory and accounts receivable associated with the launch of its new brand Blue Marble Organic Pilsner. The loan is guaranteed by John C. Power, the Company's Chief Executive Officer. As of March 31, 2009, the balance of this note was \$10,000 plus accrued interest of \$1,672.

Effective December, 2008, the Company issued its Convertible Debenture in the principal amount of \$200,000 to evidence a credit facility. The debenture accrues interest at the rate of 6% per annum and is due and payable, in full, on December 31, 2009. The debenture is convertible, at the option of the holder, into shares of the Company's common stock at a conversion price equal to \$0.10 per share. The debenture is collateralized by the marketable securities held by our Washington subsidiary and 100% of the common stock of our Washington subsidiary. The debenture was issued to a major shareholder. The fair value of the beneficial conversion feature represents financing fees under the Agreement, and are valued using the Black Scholes pricing model at the time the advance is made.

The total value of the beneficial conversion feature applicable to this debenture representing deferred financing fees is \$75,630 which was credited to Additional paid in capital and charged to deferred financing fees.

During the years ended December 31, 2007 and 2008, affiliates of Mr. Power made short-term advances to the Company that remained unpaid as of December 31, 2008 and March 31, 2009 in the





amounts of \$107,425 and \$100,000 respectively. The advances are uncollateralized and due on demand and had total accrued interest of \$18,000 and \$21,000 as of December 31, 2008 and March 31, 2009, respectively

Subsequent to March 31, 2009, John Power and affiliates of Mr. Power made additional short-term advances to the Company which have been repaid as of May 20, 2009. The advances were uncollateralized and due on demand.

### *Credit Agreement*

In December, 2007, the Company entered into a Credit Agreement whereby the Company was extended a line of credit by four individual lenders, including two affiliates, in the maximum principal amount of \$350,000. The Credit Agreement terminates on December 31, 2008. The outstanding credit balance under the Credit Agreement accrues interest at the rate of 8% per annum and is payable, at the option of the lender, either in cash or in shares of the Company's common stock valued at the then applicable conversion price. The credit balance is convertible into shares of common stock of the Company at a conversion price equal to 75% of the market price of the Company's common stock on the trading day immediately preceding the conversion date, but in no event is the conversion price to be greater than \$1.00 per share or less than \$0.25 per share. The fair value of the beneficial conversion feature represents financing fees for each advance under the Agreement, and are valued using the Black Scholes pricing model at the time the advance is made. Expected volatility is based on historical trading activity of the Company's common stock, and was calculated at 95% for advances made in 2007. The risk free interest rate was obtained from published US Treasury data for constant maturity treasury bills and ranged from 3.2% to 5.0%. The expected life of the conversion feature was determined to be the life of the Credit Facility which terminates on December 31, 2008. The total value of the beneficial conversion features applicable to advances under the credit facility during 2008 and 2007 representing deferred financing fees is \$105,660 and \$95,270 which was credited to Additional paid in capital and charged to deferred financing fees associated with the advances under this Agreement.

The Company has also agreed to issue to each lender as a financing fee, 100 shares of common stock for every \$1,000 of advances made under the Credit Agreement. The credit agreement is collateralized by a senior lien and security interest in the Company's tangible and intangible assets. The lenders under the credit agreement are John C. Power, John Gibbs, Shana Capital and Clifford L. Neuman, the Company's legal counsel. As of March 31, 2009 an aggregate amount of \$343,000 has been drawn under this credit facility and 34,300 shares have been issued as loan fees.

On April 28, 2009, Butte Creek Brands, LLC, a Delaware limited liability company (Butte Creek) a wholly-owned subsidiary of Golden West Brewing Company, a California corporation, (GWBCA), itself a wholly-owned subsidiary of Golden West Brewing Company, Inc., a Delaware corporation (the Company) entered into two loans, each evidenced by a Promissory Note (the Notes) pursuant to which Butte Creek borrowed from each of Clifford L. Neuman and John C. Power the principal amount of \$24,000. The Notes are due and payable July 31, 2009. Each Note is secured by a Security Agreement covering GWBCA's accounts receivable and the filing of a Uniform Commercial Code financing statement. The Note in favor of Mr. Neuman is further secured by a personal guaranty of John C. Power.



The remaining outstanding balance on these notes as of May 15, 2009 are \$24,000 to Neuman plus accrued interest and \$17,844 to Power plus accrued interest.

**Delinquent Taxes**

At March 31, 2009, the Company had outstanding payroll tax liabilities of \$41,839. Of these amounts \$34,137 are considered delinquent.

California Redemption Value (CRV) is a tax collected on all package sales to retailers, processed through the California Department of Conservation and refunded through the State's recycling program. The United States Tax and Trade Bureau ("TTB"), and various state agencies collect excise taxes often referred to as "alcohol taxes" with the amount based on the volume of beer sold. At March 31, 2009, the Company had alcohol excise taxes payable to federal and state taxing authorities of \$ 6,129 .. The detail of those taxes payable is as follows:

<u>Tax Agency</u>	March 31, 2009		
	<u>Due</u>	<u>Delinquent</u>	
Internal Revenue Service	\$40,980	\$34,137	PAYROLL TAXES
CA Employment Development Department	\$ 859	\$ 0	PAYROLL TAXES
Federal Tax and Trade Bureau	\$ 6,493	\$ 3,017	EXCISE TAX
CA Board of Equalization	\$ (364)	\$ 0	EXCISE TAX
CA Board of Equalization	\$ 0	\$ 0	SALES AND USE TAX
CA Department of Conservation	\$ 24,191	\$ 24,191	CRV TAX
CA Franchise Tax Board	\$ 6,600	\$ 6,600	FRANCHISE TAXES
Butte County Tax Collector	\$ 3,558	\$ 0	PROPERTY TAXES

Most of these delinquent taxes payable have been assumed by the Company in connection with our acquisition of Butte Creek as the continuation of regulatory compliance is material to the Company's ability to continue as a going concern. The Company has entered into monthly payment plans with all of the aforementioned agencies. Continued operations could be severely impaired should the Company default on its payment plans with the IRS or any other governmental agency seek to collect any of the delinquent payables before we are able to pay them.

### **Off Balance Sheet Arrangements**

The Company does not have and has never had any off-balance sheet arrangements.

### **Overview of Product Distribution**

Our products are available for sale directly to consumers in draft and bottles at restaurants, bars and liquor stores, as well as in bottles at supermarkets, warehouse clubs and convenience stores. Like substantially all craft brewers, our products are delivered to these retail outlets through a network of local distributors whose principal business is the distribution of beer and, in some cases, other alcoholic beverages, and who traditionally have local distribution relationships with one or more national beer brand.

Sales in the craft beer industry generally reflect a degree of seasonality, with the first and fourth quarters historically being the slowest and the rest of the year typically demonstrating stronger sales. We have historically operated with little or no backlog and, therefore, our ability to predict sales for future periods is limited.

### **Certain Considerations: Issues and Uncertainties**

We do not provide forecasts of future financial performance or sales volume, although this report contains certain other types of forward-looking statements that involve risks and uncertainties. While we are hopeful about our long-term prospects, the following issues and uncertainties, among others, should be considered in evaluating its business prospects and any forward-looking statements.

Changes in general economic and business conditions effecting the craft/microbrew industries;

Developments that make our products less competitive;

Changes in our business strategies including our conversion to a contract brewer;

The level of demand for our products; and

Availability of sufficient working capital.

### **Recent Accounting Pronouncements**

There were various accounting standards and interpretations issued during 2009, and 2008, none of which are expected to have a material impact on the Company's consolidated financial position, operations or cash flows.

**ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

Our cash and cash equivalents are nominal and do not yield any return. Our credit facilities are at fixed rates and are not subject to market risk.

**ITEM 4. CONTROLS AND PROCEDURES**

The Company's Principal Executive Officer and Principal Financial Officer, John C. Power, has established and is currently maintaining disclosure controls and procedures for the Company. The disclosure controls and procedures have been designed to provide reasonable assurance that the information required to be disclosed by the Company in reports that it files under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC and to ensure that information required to be disclosed by the Company is accumulated and communicated to the Company's management as appropriate to allow timely decisions regarding required disclosure. Our management necessarily applied its judgment in assessing the costs and benefits of such controls and procedures, which, by their nature, can provide only reasonable assurance regarding management's control objectives.

The Principal Executive Officer and Principal Financial Officer conducted an update review and evaluation of the effectiveness of the Company's disclosure controls and procedures and have concluded, based on his evaluation as of the end of the period covered by this Report, that our disclosure controls and procedures are not effective to provide reasonable assurance that information required to be disclosed in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Commission's rules and forms and to ensure that the information required to be disclosed by the Company is accumulated and communicated to management, including our principal executive officer and our principal financial officer, to allow timely decisions regarding required disclosure. The principal deficiency in our disclosure controls and procedures is our lack of a dedicated Chief Financial Officer who is primarily responsible for our public disclosures and financial reporting.

On April 26, 2010, the Company concluded that it will amend its Annual Report on Form 10-K for the fiscal year ended December 31, 2008 and Forms 10-Q for the quarters ended, March 31, 2009, June 30, 2009, and September 30, 2009 to properly account for forgiveness of debt and interest by a related party. Gains on forgiveness of debt previously recognized in the consolidated statement of operations should have been recorded as capital contributions to additional paid-in capital in the consolidated balance sheet and in the consolidated statement of stockholders' deficit.

These accounting errors and the corresponding restatements have resulted in management's determination that another material weakness existed with respect to the internal controls over financial reporting related to accounting for non-recurring complex accounting transactions. The material weakness existed at December 31, 2008, March 31,

2009, June 30, 2009, September 30, 2009 and December 31, 2009 and was not identified until April 2010. To remediate this material weakness, in April 2010, management retained a financial consultant to design, implement and

improve processes and controls to ensure that (a) all material transactions are properly recorded, reviewed and approved; (b) all significant accounts are reconciled on a timely basis; (c) duties are properly segregated to the extent practicable; and, (d) complex accounting issues are properly evaluated and accounted for in accordance with GAAP.

Although management has implemented these additional control procedures to remediate this material weakness, we believe that additional time and testing are necessary before concluding that the material weakness has been remediated.

Our Principal Executive and Principal Financial Officer does not expect that our disclosure controls or internal controls will prevent all error and all fraud. Although our disclosure controls and procedures were designed to provide reasonable assurance of achieving their objectives and our principal executive and financial officer has determined that our disclosure controls and procedures are effective at doing so, a control system, no matter how well conceived and operated, can provide only reasonable, not absolute assurance that the objectives of the system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented if there exists in an individual a desire to do so. There can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions.

## **OTHER INFORMATION**

### **Item 1. Legal Proceedings**

None, except as previously disclosed.

### **Item 1A Risk Factors**

None.

### **Item 2. Unregistered Sales of Equity Securities and Use of Proceeds from Registered Securities**

None.

### **Item 3. Defaults Upon Senior Securities**





The Company is currently in default under the following commitments:

1.

Promissory Notes in favor of Power Curve, Inc. (\$50,000 plus \$7,875 in interest), Lone Oak Vineyards, Inc. (\$11,054 plus \$1,440 in interest), Tiffany Grace (\$9,089) and the Dayton Misfeldt Trust (\$23,937 plus \$2,693 in interest) which are secured by a senior lien on all tangible and intangible assets of Golden West Brewing Company, a California corporation.

2.

Credit Facility in the amount of \$343,000 and accrued interest of \$31,074 matured on December 31, 2008 and was not repaid.

3.

Notes payable to John C. Power and a company controlled by John C. Power in the amount of \$355,000 plus accrued interest of \$66,038 matured on December 31, 2008 and was not repaid.

**Item 4. Submission of Matters to a Vote of Security Holders**

None, except as previously disclosed.

**Item 5. Other Information**

None, except as previously disclosed.

**Item 6. Exhibits**

Exhibits

31

Certification

32

Certification pursuant to 18 U.S.C. Section 1350



**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. .

**GOLDEN WEST BREWING COMPANY, INC.**

Date: May 21 , 2009

By: /s/ John C. Power

John C. Power, Chief Financial

Officer, Principal Accounting Officer