

ATHENA SILVER CORP  
Form 10-K/A  
May 21, 2010

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

**FORM 10-K /A-1**

**[ X ] ANNUAL REPORT UNDER SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF  
1934**

For the fiscal year ended December 31, 2008

**[ ] TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

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

Commission file number 000-51808

**ATHENA SILVER CORPORATION**

**(formerly GOLDEN WEST BREWING COMPANY, INC.)**

(Name of Small Business Issuer 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**

Securities registered under Section 12(b) of the Exchange Act: None

Securities registered under Section 12(g) of the Exchange Act: Common Stock, \$.0001 par value

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act

Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act.

*Note* Checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Exchange Act from their obligations under those Sections.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

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Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [ X ]

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 [\_\_\_] (Do not check if a smaller reporting company)

Smaller reporting company [ X ]

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

The aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was sold, or the average bid and asked price of such common equity, as of March 31, 2009, was \$132,276

The number of shares outstanding of the registrant's common stock, as of March 31, 2009, are 3,404,525.

List hereunder the following documents if incorporated by reference and the Part of the Form 10-K (*e.g.*, Part I, Part II, etc.) into which the document is incorporated: (1) Any annual report to security holders; (2) Any proxy or information statement; and (3) Any prospectus filed pursuant to Rule 424(b) or (c) under the Securities Act of 1933. The listed documents should be clearly described for identification purposes

**Exhibits**

See Part IV, Item 15.



## EXPLANATORY NOTE

This Annual Report on Form 10-K/A for the fiscal year ended December 31, 2008 includes restatements of the previously filed consolidated financial statements and data (and related disclosures) for the year ended December 31, 2008. A summary of these restatements and corrections are discussed in Note 2, Restatement of Previously Issued Consolidated Financial Statements, included in the accompanying consolidated financial statements for the year ended December 31, 2008. These corrections are also discussed in Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations. We previously announced, in a Form 8-K filed with the SEC on April 30, 2010 that we would restate our previously reported financial statements as originally filed with the SEC on April 14, 2009 (the Original Report), as a result of the discovery by management of an error during its year-end review, and in conjunction with the annual audit. The information contained in this Annual Report on form 10-K/A amends only Items 6, 7, 8 and 9A of Part II to the Original Report.

This Annual Report on Form 10-K/A does not reflect all events occurring after the original filing of the Original Report or modify or update all the disclosures affected by subsequent events. Information not modified or updated herein reflects the disclosures made at the time of the filing of the Original Report on April 14, 2009. Accordingly, this Form 10-K/A should be read in conjunction with all of our periodic filings, including our amended filings on Form 10-Q/A in relation to the three-month period ended March 31, 2009, and in relation to the three- and six-month period ended June 30, 2009 and in relation to the three- and nine-month period ended September 30, 2009, filed with the SEC in conjunction with the filing of this report.

All subsequent written and oral forward-looking statements attributable to us, or persons acting on our behalf, are expressly qualified in their entirety by the cautionary statements. We assume no duty to update or revise our forward-looking statements based on changes in internal estimates or expectations or otherwise.

This Amendment No. 1 includes changes in Item 9A - Controls and Procedures and reflects management's restated assessment of our disclosure controls and procedures (as defined in Rules 13a-15(e) under the Exchange Act) as of December 31, 2008. This restatement of management's assessment regarding disclosure controls and procedures results from management's determination that a material weakness existed with respect to the internal controls over financial reporting related to accounting for the forgiveness of debt by a related party as of December 31, 2008.

This material weakness existed at December 31, 2008, March 31, 2009 and 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 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.

Except as described in the preceding paragraph to remediate the material weakness described, there have been no changes in the Company's internal control over financial reporting during the fourth

quarter of 2008 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

For additional discussion, see Item 8 Financial Statements and Supplementary Data of this Report.

### **Safe Harbor for Forward-looking Statements**

#### **In General**

This report contains statements that plan for or anticipate the future. In this report, forward-looking statements are generally identified by the words "anticipate," "plan," "believe," "expect," "estimate," and the like. These forward-looking statements include, but are not limited to, statements regarding the following:

- \* our product and marketing plans
- \* consulting and strategic business relationships;
- \* statements about our future business plans and strategies;
- \* anticipated operating results and sources of future revenue;
- \* our organization's growth;
- \* adequacy of our financial resources;
- \* development of new products and markets;
- \* competitive pressures;
- \* changing economic conditions;
- \* expectations regarding competition from other companies; and
- \* our ability to manufacture and distribute our products.

Although we believe that any forward-looking statements we make in this report are reasonable, because forward-looking statements involve future risks and uncertainties, there are factors that could cause actual results to differ materially from those expressed or implied. For example, a few of the uncertainties that could affect the accuracy of forward-looking statements, include:

- \* 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.

In light of the significant uncertainties inherent in the forward-looking statements made in this report, particularly in view of our early stage of operations, the inclusion of this information should not be regarded as a representation by us or any other person that our objectives and plans will be achieved.

## PART I

### ITEM 1. DESCRIPTION OF BUSINESS

#### Overview

We were formed to acquire substantially all of the business assets of Butte Creek Brewing Company, LLC, a California limited liability company. We completed the acquisition of Butte Creek on August 31, 2005. We currently are a holding company for our wholly-owned subsidiary Golden West Brewing Company, a California corporation, which was formed to complete the acquisition and since the acquisition has been operating as Butte Creek Brewing Company. In 2008, we formed a wholly-owned subsidiary in Washington, Golden West Brewing, Inc., which was formed to make an acquisition that did not materialize. We have utilized this subsidiary to make speculative investments in marketable securities. In January 2009, we formed a 99% owned Delaware subsidiary of Golden West Brewing Company (California), Butte Creek Brands, LLC which has entered into a three (3) year contract brewing agreement with Mendocino Brewing Company.

Butte Creek has operated as a premier regional craft brewery in Chico, California since 1996. In January 2009, we discontinued brewing and packaging at our Chico, California brewery and outsourced our brewing under a three (3) year contract brewing agreement with Mendocino Brewing Company in Ukiah, California. Our first production from the Mendocino facility was completed on March 31, 2009. We specialize in marketing certified organic craft beers. Our flagship brews consist of Organic Pale Ale, Organic Porter, Organic India Pale Ale, Organic Pilsner. In addition during 2008, we produced seasonal brews consisting of Organic Spring Run™ Pale Ale, Organic Helltown Hefeweizen and Organic Sustainable Harvest (Fresh Hop) IPA. In 2008, we also marketed three premium specialty organic ales --- Revolution X® Organic Imperial India Pale Ale and Revolution 11 Organic Imperial India Pale Ale, and Trainwreck Organic Barleywine.. In March, 2008, we began shipping a new organic beer under the newly-developed brand Blue Marble Organic Pilsner . Most of our Blue Marble sales were through distributors that supplied it exclusively to Cost Plus World Markets. We also sold Blue Marble directly to Cost Plus World Markets for their stores in California. In 2008, we produced and sold approximately 10,000 cases of Blue Marble. We do not anticipate any sales of Blue Marble in 2009. In 2008, we also marketed three craft brewed ales that are not certified organic; Mount Shasta Extra Pale Ale, Mount Shasta Olde #8 Strong Ale; and, Mount Shasta Rock Hard Ten. . In 2009, we have only produced Organic Pilsner, Organic Pale Ale and Organic India Pale Ale due to shortage of working capital. If and when working capital becomes available, we hope to continue producing these products and the rest of our product line.

We currently distribute our products in a total of 20 states, including our core market of California which is serviced through distributors. All of our distribution occurs through a network of independent alcoholic beverage distributors who are licensed in their respective jurisdictions.

Butte Creek's offices and currently inactive brewery are located at 945 West 2<sup>nd</sup> Street, Chico, California 95928. We are not currently staffing this location and our two employees work from their home offices. Our lease at this location was in default and we were sued by our landlord 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 are required to pay April 2009 rent by April 15, 2009 and May 2009 and each month thereafter by the 5<sup>th</sup> of that month as long as the building remains 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 and future rents due under the lease. We are no longer brewing beer at this location and are attempting to sell our equipment and re-lease the site. Our insurance expired and presently this equipment is uninsured. Our telephone number is (530) 894-7906. In addition, our internet website is located at [www.organicale.com](http://www.organicale.com).

## Description of Operations

Effective October 8, 2004, we executed a definitive Asset Purchase and Sale Agreement to acquire Butte Creek. Under the terms of the Acquisition Agreement, on August 31, 2005, having obtained all necessary regulatory approvals, we completed the purchase of substantially all of the business assets of Butte Creek. In consideration of the Butte Creek assets, we paid:

- \* the sum of \$350,000 in cash all of which has already been advanced;
- \* an additional \$217,400 in advances through August 31, 2005 were capitalized as part of the purchase price;
- \* the assumption of designated in trade and accounts payable in the approximate amount of \$366,000; and
- \* 200,000 shares of our common stock. Those shares were issued pursuant to a Subscription Agreement executed by Butte Creek in which it makes representations to the effect that it acquired the shares for investment purposes and not with the view to subsequent resale or redistribution. The shares are restricted as to resale and issued in reliance upon the exemption from registration contained in Section 4(2) of the Securities Act. The shares may not be distributed to the members of Butte Creek unless pursuant to a registration statement filed under the Securities Act or pursuant to an exemption from the registration requirements of the Securities Act, the existence of which must be demonstrated to the satisfaction of the Company.

## The U.S. Beer Industry

According to publications of the Association of Brewers (*Beertown*, February, 2009), in 2008 the total beer sales in the United States consisted of approximately 212.7 million barrels (each barrel consisting of 31 U.S. gallons). Of those total sales approximately 85% of sales were dominated by the four largest brewing companies: Anheuser Busch, Coors Molson, Miller Brewing Company and Pabst.

The remaining market share of approximately 15% is shared by imported beer and craft beers. In 2008, Craft brewers represented 6.3% of total U.S. Retail Sales and 4% of total U.S. sales production or, 8,569,951 million barrels of craft beer.

## *Beer Styles*

While the beers from the major American brewers are brewed to high quality standards, they are relatively neutral in flavor. They are brewed with less hops and malt than traditional European or craft-brewed beers, creating a less bitter, lighter bodied flavor. In addition, these beers are usually brewed with a high percentage of rice, corn or corn syrup, which further dilutes the flavor and body of the beers. Traditional lager beers use 100% malted barley in the mash (with the exception of specialty wheat beers), which ensures a robust, full-bodied character. The major U.S. brewers have been successful in creating products that appeal to a wide consumer base and have spent heavily to advertise and promote their products. As a result, they have achieved a dominant position in the market for their mass-produced beers. The older regional brewers traditionally produced beers similar in style to the products of major breweries, but several have benefited from the recent boom in specialty, craft-brewed beers as both contract producers and marketers of their own products. Imported beers have long been viewed by the beer-drinking public as being more flavorful and "authentic" than the standard American beers. Although this has not always been the case, the high price and foreign origin of the imported beers created a niche category of "specialty" beers. In recent years, craft-brewed beers have further expanded the "specialty" beer market, and have increased in sales and visibility.

The vast majority of existing craft/microbrewed products in the U.S. are ales. According to a survey published in THE NEW BREWER published by the Brewers Association at [www.beertown.org](http://www.beertown.org), the five most popular beer styles produced in brewpubs are all ales, and among the 130 responding craft/microbrewers, only the fourth most popular style (European Pilsner) is a lager. The cost of building and operating a lager brewery is substantially greater than that for an ale brewery.

The following terms are helpful in understanding our business and industry:

**Craft Brewing:** Beers produced by microbreweries, regional specialty breweries, brewpubs and contract brewers. The common appeal of these beers is a more robust flavor than the standard domestic beers, and an image based on traditional, European beer styles.

**Microbrewery:** Originally used to refer to a small brewery producing less than 10,000 barrels a year, which packages and distributes its beers for sale off site. The cut-off volume has since been increased to 15,000 barrels a year. The new breweries that were founded in the late 1970s and early 1980s were the first to be called microbreweries.

**Regional Specialty Brewery:** A term used to describe those breweries which were founded as microbreweries, but have since outgrown the category, having a capacity to brew between 15,000 and 2,000,000 barrels per year. A new category was needed to distinguish these breweries from the older, established regional breweries. Examples of regional specialty breweries are: Sierra Nevada (Chico, California), Anchor Brewing (San Francisco, California), Rockies Brewing (Boulder, Colorado) and Abita Brewing (Abita Springs, Louisiana).

Brewpub: A brewery that sells its beers exclusively or primarily at its own bar or restaurant. Since the market is restricted to one outlet, brewpubs tend to be quite small (typically in the 500 to 2,000 barrel range). Examples of brewpubs are Zip City (New York, New York), Crescent City Brewhouse (New Orleans, Louisiana), Wynkoop (Denver, Colorado) and Commonwealth (Boston, Massachusetts).

**Contract Brewer:** A company that does not have its own brewery but rather markets beer produced "under contract" by an existing (usually regional) brewery. Examples of contract brewers are Pete's Brewing Company and Neuweiler.

**Hard Cider:** A fermented apple cider with an alcohol content between 7 and 14 percent.

**Draft Cider:** A fermented apple cider with an alcohol content of less than 7 percent.

**Development of Craft-Brewing Industry** Fritz Maytag bought and revived the failing Anchor Brewery in San Francisco in 1965 and is considered the grandfather of the microbrewing movement. However, it wasn't until the late 1970s and early 1980s that the first new microbreweries opened in the U.S., such as New Albion, Redhook, Yakima Brewing & Malting and Sierra Nevada on the West Coast and Newman Brewing Co. (Albany, New York) on the East Coast. By 1983, there were 11 operating microbreweries in the U.S., which were defined as breweries producing less than 10,000 barrels per year (although all were much smaller in 1983). At least one of these (Buffalo Bill's Brewery, Hayward, California) was a brewpub. In the early to mid 1980s, the first contract brewers appeared.

What all of the craft-brewed beers have in common is an appeal based on traditional, highly flavored European beer styles. They have benefited from their contrast with the products of the major brewers, which are much lighter in body and flavor. We believe they also were helped by an increasing concern by consumers about how alcoholic beverages fit into a healthy, active, contemporary lifestyle. Like fine wines, we believe that consumers view craft-brewed beers as beverages of moderation.

### **Craft Beer Industry Segment**

Craft beers are characterized by their full-flavor and are usually produced along traditional European brewing styles. The majority of craft beers are ales, although some are malt lagers. Wheat beers and fruit flavoured ales and lagers have enjoyed recent popularity among craft beer consumers.

The craft beer category consists of:

- \* *Contract brews* - any style brew produced by one brewer for sale under the label of someone else who does not have a brewery or whose brewery does not have sufficient capacity.

\*



*Regional craft brews* - "hand-crafted" brews, primarily ales, sold under the label of the brewery that produced it.

- \* *Microbrews* - "hand-crafted" brews, primarily ales, sold under the label of the brewery that produced it, if the capacity of the brewery does not exceed 15,000 bbl. per year.
  
- \* *Large brewer craft-style brews* - a brand brewed by a national brewer which may only imitate the style of a craft beer. These craft-style brews are often sold under the label of a brewery that does not exist or the label of a brewpub with no bottling capacity. The term "phantom brewery" is sometimes used to describe such brands.

- \* *Brewpub brews* - "hand-crafted" brews produced for sale and consumption at the brewery, which is normally connected with a restaurant/saloon. Brewpub brews are not normally sold for off-site consumption in significant quantities.

In 2008, U.S. craft beer industry annual retail sales reached 8,569,951 million barrels, having a total retail value of \$6.3 billion. That 2008 production volume was divided into the following categories:

	<u>Volume (barrels)</u>	<u>Percent</u>
Regional craft breweries	5,594,670	65.28%
Contract breweries	1,239,346	14.46%
Microbreweries	1,061,388	12.30%
Brewpubs	699,047	7.96%

See *Beertown*, [www.beertown.org](http://www.beertown.org)

According to *Beertown*, a trade publication, as of December 2008, there were a total of 1,527 breweries operating in the United States, consisting of:

- 54 Regional Craft Breweries
- 448 Microbreweries
- 981 Brewpubs
- 20 Large breweries (non-Craft)
- 24 Regional breweries

## **Business Strategy**

Our business objective is to become recognized as the premier developer of organic craft beer brands and marketer in the United States. It is our objective to outsource the production of the finest quality organic craft beers and to market them strategically in niche markets to capitalize on our dedication to the use of organic ingredients, which we consider to be our principal differentiator and competitive advantage.

Our business strategy includes the following key objectives:

- \* Further develop our position as a leading producer and marketer of organic ales and lagers;
- \* Develop new brands and convert to our new model of contract brewing most or all of our products; and,
  
- \* Develop Key Performance Indicators to better monitor and manage our business.

## Products

Butte Creek primarily outsources the production and markets a variety of distinctive certified organic craft beers ranging in color from light to dark. All of our beers planned for 2009 will be outsourced but will remain certified organic: Organic Pale Ale, Organic Pilsner, Organic Porter and Organic India Pale Ale, Revolution X® Organic Imperial IPA, Trainwreck Organic Barley Wine, Organic Helltown Hefeweizen and Sustainable Harvest Organic (Fresh Hop) IPA.

In March, 2008, we also developed a new organic brand under the name Blue Marble Organic Pilsner . We do not plan to produce any Spring Run® Organic Pale Ale or Blue Marble Organic Pilsner in 2009. In making these products, we adhere strictly to the National Organic Program of the United States Department of Agriculture pursuant to which our beers are certified as organic by independent accredited certifiers. All of our beer is made from four traditional ingredients: water, hops, yeast and malted barley. Each beer exhibits unique properties of color, richness, bitterness and aroma, creating a special signature for each beer. In order to maintain full-flavor, our beer is not pasteurized or homogenized. We never use adjuncts in substitute for all grain.

In 2009, we have only produced Organic Pilsner, Organic Pale Ale and Organic India Pale Ale due to shortage of working capital. If and when working capital becomes available, we hope to continue producing these products and the rest of our product line.

We currently plan on outsourcing the production and marketing the following principal organic brands as working capital permits, each with its own distinctive combination of flavor, color and clarity:

- |   |  |  |
|---|--|--|
| * | Organic Pale Ale   | A medium bodied Ale with a hint of caramel sweetness complemented by a generous hop flavor and aroma.  |
| * | Organic Porter   | A porter with a full bodied malty flavor balanced with a crisp hop bitterness.   |
| * | Organic India Pale Ale                                   | A full-flavored traditional India Pale Ale.  |
| * | Organic Pilsner  | A European-style pilsner that is brewed with German malt and Czech hops to make it a light bodied, clean, straw-colored beer with a refreshing crisp finish. |
| * | <i>Organic Helltown Hefeweizen (seasonal)</i>            | A Bavarian style wheat beer with a cloudy pale golden color and a thick, creamy white head.  |
| * | Sustainable Harvest(Fresh Hop) India Pale Ale (seasonal) | Brewed with freshly picked wet hops, this IPA has grassy, floral & citrus notes from the use of freshly harvested, unprocessed hops.                         |
| * | Trainwreck   | Organic Barley Wine  |
| * | Revolution X   | Organic Imperial India Pale Ale  |

In addition to our current craft brews, we are constantly developing new products in order to be responsive to changing customer tastes. We believe that our continued success will be affected by our ability to be innovative and attentive to consumer desires while maintaining consistently high product quality.

## **BREWING OPERATIONS**

### **The Brewing Process Formerly Used at our Chico Facility and Currently at Our Contract Facility.**

Beer is produced from four main ingredients: malt, hops, yeast and water. Malt, the main ingredient of beer, is produced when barley is moistened, allowed to germinate and then dried. The malted barley is then crushed and mixed with hot water and strained, producing a clear amber liquid called "wort". Wort is boiled in the brew kettle and hops are added which add bitterness and variety to the brew. The mixture is then strained and placed in a fermentation vessel where yeast is added and the beer is allowed to ferment. During fermentation, yeast metabolizes the sugars in the wort and produces alcohol and carbon dioxide.

Upon completion of fermentation, the beer is then transferred to aging tanks where the flavor is developed and matured. The brewing process, from the conversion of raw materials to the serving of beer, is typically completed in 14 to 28 days, depending on the type of beer being brewed. The production schedule for all of our ale products requires a fourteen (14) day cycle. Our lager products requires a twenty-eight (28) day cycle, from brewing through filtration and packaging. The production cycle includes the following steps:

\* Day 1. Mashing. Weighed amounts of milled, malted barley, a cereal grain that provides the body and color to the beer, are mixed and steeped with hot water in a Mash Tun. This serves to extract fermentable and non-fermentable sugars, thus creating a mash. At the end of the mashing process, the sweet, fermentable liquid from the mash, called wort, is run off through screened plates and then transferred into the brew kettle. While the wort is running off, the grain is sprayed with hot water again, a process called "sparing". (This is a process similar to making coffee.)

Once the wort run off is completed, the spent grains are given to local farmers for cattle feed or to local mushroom growers.

\* Day 1. Brewing. When the sweet liquid wort transfer is completed, we start the boil, then add fresh hops that provide bitterness and aroma, thus creating the balance and flavor of our beer.

\* Day 1. Clarification. After approximately an hour and one half of boiling, the wort and the spent hops are transferred into a whirlpool. A centrifugal force is created inside the vessel during whirlpooling. This force separates the malt proteins and the spent hops from the wort.

\* Day 1. Cooling. The wort is pumped from the whirlpool through a heat exchanger which rapidly cools the wort. The cool wort is transferred into a fermenter.

\* Day 1. Inoculation. Pure culture lager yeast or ale yeast is added to the wort in the fermenter and the tank is closed up.

\* Days 2-7. Fermentation. Within three to five days, the yeast has metabolized and utilized the sugars from the wort, creating alcohol and carbon dioxide. Our ales are made with a top fermenting ale strain that actually floats to the top of the fermenter. Our lagers are made with a bottom fermenting lager strain that settles during fermentation.

When the yeast completely settles it is collected from the tank and used in the next lager or ale brew cycle.

\* Days 5-27. Cooling and Conditioning. At the end of the fermentation cycle, our beer is cooled from its fermentation temperature (between 65-70-F for ales and 58-55-F for lagers) to 32- Fahrenheit. Beer flavors mature during this stage. Our beer is then stored for seven to fourteen days. Isinglass finings are added to aid in the clarification process.

\* Day 14. Filtration for Ales. While under pressure, the beer is transferred through cellulose sheets in a Filter Press in order to remove protein haze and yeast while stabilizing and clarifying the beer. The beer is transferred from the Filter Press into a Serving Tank which is counter pressured, for service directly to draft taps at each bar.

\* Day 28. Filtration for Pilsners. Our pilsner beer remains in the Cellar Tank for an additional fourteen days of fermentation. It is then processed in the same manner as our ale.

## **Our Brewing Facilities**

In 2008, all of our products were manufactured exclusively in our Chico, California brewery. All of our 2009 production is expected to be outsourced with brewing and bottling to be done at our new contract brewing location.

In February 2009, Butte Creek Brands, LLC a newly formed 99% owned subsidiary of Golden West Brewing Company (California) signed a three (3) year production agreement with Mendocino Brewing Company to brew our beers.

Bottled products utilize the latest technology in bottle crowns that prevent oxygen from causing deterioration of the beer's fresh taste. Our beer is naturally carbonated and pasteurized to ensure the customers enjoy the full fresh flavour. The shelf life of our bottled beer is 120 days and the shelf life of our keg beer is 90 days.

## **Ingredients and Raw Materials**

In order to be certified as organic under the National Organic Program of the USDA, our craft beers must have no more than 5% non-organic ingredients in the finished product. We use only the finest, all natural and certified organic ingredients available to brew our products whenever possible.



There are many different varieties of hops which are used in the production of beers. The selection of particular varieties of hops influences the bitterness and aroma of the finished product. The selection of hops in any particular recipe contributes to the final signature of the microbrew.

Not all hops are available organically-grown. In fact, in the United States, only one type of hop is organically grown; and all other organically-grown hops must be purchased from international sources, primarily New Zealand.

For microbrews whose recipes call for hops that are not available organically, those products can still be manufactured and marketed as "organic," since hops comprise less than 5% of the finished product. Nevertheless, there is intense competition for organically-grown hops, and quantities are limited.

Our Organic ales and lagers use some non-organic hops but are nevertheless marketed as organic microbrews. Our principal competitors in the organic microbrew market: Wolavers and Eel River Brewing Company, also use non-organic hops. Anheuser-Busch ( A-B ) introduced two certified organic beers in 2008 and has substantially more resources and distribution channels than any of our historical competitors. We don't believe that A-B uses any organic hops. Miller Brewing Company released Henry Weinhard's Organic Amber Premium Ale in 2007. We estimate that there are at least 25 breweries selling beer as certified organic. Our principal hops suppliers are Hopunion and New Zealand Hops Ltd. However, we do not have any other contracts or agreements with any of our hops suppliers for ongoing or future deliveries.

We currently obtain our malted barley (grain) from two principal sources: Gambrinus and Great Western Malting supply our organic barley. We do not have any supply contracts with any of our vendors to meet our grain or hop requirements. As a result, any interruption in our supply of grain or hops could result in a curtailment of our production and loss sales.

We have multiple competitive sources for packing materials, such as bottles, labels, six-pack carriers, crowns and shipping cases, as well as kegs. In 2008 purchases of bottles, six-pack carriers and case boxes from Gamer Packaging and California Glass Company amounted to over 40% of the total purchases from all unaffiliated vendors. In 2009, we expect to purchase glass from our contract brewers. We have no affiliated vendors.

## **Sales and Distribution**

We market and sell our craft beers through a network of wholesale distributors supported by a combination of our sales and marketing personnel and third-party brokers in key markets. We currently distribute our products in a total of 20 states.

In each state where our beer is distributed, we must satisfy the state's regulatory requirements for beer sales. Those requirements generally consist of completing an application and paying a distribution fee. Some states also impose product quality standards which must be met as a condition to distribution. We have not experienced any difficulties in obtaining approvals to distribute in states where we have sought that approval.

Wholesale distributors sell our products to supermarkets, warehouse stores, liquor stores, taverns and bars, restaurants and convenience stores. Most of our brands are also available on draft and these are delivered directly to retail outlets. Our independent distributors also distribute a variety of other alcoholic beverages, including other craft beers, import beers and national beer brands. We rely on our distributors not only to provide product sales and deliveries but also to maintain retail shelf space and to oversee timely rotation of inventory. Favorable consumer demand for microbrewed products and higher profit margins are the two primary factors that contribute to strong interest from distributors in handling our regional microbrewed products. Our success is dependent upon our ability to maintain and develop our third party distributor, bar and restaurant accounts.

We have written distribution agreements with all of our wholesale distributors; however, the agreements are all terminable upon 30 days' written notice and provide no reliable assurance of future performance.

Sales are distributed widely over our customer base with only three large customers comprising a significant portion of sales. For the year ending December 31, 2008, Bison Brewing, Mountain

People's Warehouse and Craft Brewer's Distributing were responsible for 18.9%, 9.1% and 5.6% respectively.

## **Strategic Brewing Relationships**

### *Mateveza USA, LLC*

In November, 2006, we entered into a License, Production and Distribution Agreement with Mateveza USA, LLC, a California limited liability company ( *Mateveza* ). Under the terms of the Mateveza Agreement, we were granted an exclusive license to manufacture, sell and distribute Mateveza's proprietary yerba mate ales within an exclusive territory consisting of the states of California, Oregon, and Washington. Under the terms of the arrangement, we agreed to advance production costs and sell under a jointly-developed marketing plan. We further agreed to pay Mateveza a royalty equal to fifty percent of the net profits generated from the sale of the Mateveza yerba mate ales. We agreed to maintain a minimum manufacturing capacity of 1,000 barrels per year, and have a right of first refusal with respect to any required capacity in excess of that amount. This agreement was terminated in February of 2008 by mutual agreement.

### *Bison Brewing Company*

In February, 2007, we entered into a Production Agreement with Bison Brewing Company, LLC ( *Bison Brewing* ). Under this Agreement, we were a contract brewer for Bison Brewing's craft beers. In consideration of our contract brewing, Bison agreed to pay all direct production costs, including materials, bottling and labor and to share general and administrative expenses of the brewery. This agreement was terminated by mutual consent on December 31, 2008.

All of our contract brewing operations are considered discontinued operations as we are not currently operating a brewing facility.

## **Marketing**

Our marketing efforts are focused on bars, restaurants, grocery stores and retailers of premium beer products in order to obtain shelf and tap space. This is accomplished by intensive one-on-one contact to familiarize our customers thoroughly with our products and our commitment to service. The microbrewers' market is not for the masses but rather it is focused on customers searching for a flavor that is superior and in some cases unique.

We have designed slogans, logos and trade names for use in print advertising. To create additional name recognition and customer identification, we plan to sell T-shirts, sweatshirts and other merchandise featuring our name and logo. Distributors and package store locations are provided with point-of-purchase cards, banners, static stickers and shelf channels as funds permit.

Sales of beer in general are seasonal in nature and are at their highest level in the second and third calendar quarters and at their lowest in the first and fourth calendar quarters. This seasonality has historically had a significant impact on our operations on a quarter-to-quarter basis.

## Dependence on Major Customers

During 2008 and 2007, wholesale distributors were responsible for 73.2% and 68.9% of our sales, respectively. Two distributors (Mountain People's Warehouse and Craft Brewer's Distributing) accounted for 14.7% of our sales for 2008. In addition, we have one customer, Bison Brewing Company, which accounts for 18.9% of our business. We have no long-term commitments or agreements from any of our distributors or customers. Our distributors can terminate their agreements with us on 30 days' notice. The loss of a major distributor or customer could severely impair our sales for a significant period of time. Our contract brewing relationship with Bison Brewing was terminated by mutual consent on December 31, 2008.

## Competition

As of December 31, 2008, there were a total of 1,483 craft breweries that included 981 brew pubs, 448 microbreweries, 54 regional craft breweries and 20 large breweries. During 2008, 42 brew pubs, 9 microbreweries and 3 regional breweries closed, but 61 brew pubs, 53 microbreweries opened, and 1 regional brewery opened.

We compete with other craft brewers on the basis of product quality and freshness, packaging design, distribution, marketing support and regional identification. The beer industry in general and the craft brewing segment in particular is highly competitive and we experience stiff competition and expect that competition to increase in the future. Our products compete with products from large and small domestic and foreign breweries and from an increasing number of regional specialty breweries, microbreweries, brew pubs and contract brewers. Many of these competing breweries, including some existing microbreweries, have significantly greater financial, production, distribution and marketing resources than ours.

Our principal competitors in the organic microbrew market are Wolavers and Eel River Brewing Company. As both are privately held, there is little information available concerning their relative financial strength and resources. Anheuser-Busch (A-B) introduced two certified organic beers in 2006 and has substantially more resources and distribution channels than any of our historical competitors. Miller Brewing Company released Henry Weinhard's Organic Amber Premium Ale in 2007. We estimate that there are at least 25 breweries nationwide selling beer as certified organic.

In addition, we formerly contract microbrewed for Bison Brewing Company, of Berkeley, California under a production sharing agreement executed in February 2007. The beers that we made for Bison are certified organic, although they too use some non-organic hops. Bison Brewing has a California Department of Alcohol Beverage Control license at our facility as part of this contract brewing arrangement. Bison represented approximately 18.9% of gross revenues in 2008, and 15.3% of revenues in 2007. This agreement was terminated on December 31, 2008 by mutual agreement.



## Governmental Regulation

The Company's United States operations are subject to licensing by both state and federal governments, as well as to regulation by a variety of state and local governments and agencies. The Company is licensed to manufacture and sell beer by the Department of Alcoholic Beverage Control in California. Our license issued by California does not permit us to engage in retail sales to consumers on the premises. A federal permit from the United States Bureau of Alcohol, Tobacco Tax and Trade ( TTB ) allows the Company to manufacture fermented malt beverages. To keep these licenses and permits in force, the Company must pay annual fees and submit timely production reports and excise tax returns. Prompt notice of any changes in the operations, ownership, management or company structure must also be made to these regulatory agencies. BATF must also approve all product labels, which must include and alcohol use warning. These agencies require that individuals owning equity securities in the aggregate of 10% or more in the Company be investigated as to their suitability. The Company's production operations must also comply with the Occupational Safety and Health Administrations' workplace safety and worker health regulations and comparable state laws. Management believes that the Company is presently in compliance with the aforementioned laws and regulations.

In the United States, taxation of alcohol has increased significantly in recent years. Currently, the federal tax rate is \$7.00 per bbl. for up to 60,000 bbl. per year and \$18.00 per bbl. for over 60,000 bbl. The California tax rate is \$6.20 per bbl. Federal and state excise taxes on alcoholic beverages are subject to change. It is possible that excise taxes will be increased in the future by both the federal government and State of California. In addition, increased excise taxes on alcoholic beverages are currently being considered in connection with various governmental budget balancing or funding proposals. Any such increased in excise taxes, if enacted, could adversely affect our business. We believe that we currently have all licenses, permits and approvals necessary for our current operations.

However, the TTB has requested that we increase the amount of our brewers bond to \$11,000 from \$4,250. As of March 31, 2009, we have not complied with this request. However, existing permits or licenses could be revoked if we were to fail to comply with the terms of such permits or licenses, and additional permits or licenses could in the future be required for our existing or expanded operations. If licenses, permits or approvals necessary for our brewery were unavailable or unduly delayed, or if any such permits or licenses were revoked, our ability to conduct our business could be substantially and adversely affected.

Various federal and state labor laws govern our relationship with our employees, including minimum wage requirements, overtime, working conditions and immigration requirements. Significant additional government-imposed increased in minimum wages, paid leaves of absence and mandated health benefits, or increased tax reporting and tax payment requirements for employees could have an adverse effect on our results of operations.

On March 15, 2006, we were notified that the California Department of Alcoholic Beverage Control had filed an Accusation alleging that we had violated California regulations by participating in a beer tasting at the Mt. Shasta Board & Ski Park, not sponsored by a non-profit. As a result, we entered into a consent sanction consisting of a temporary suspension of ten days of our manufacturing license which was automatically stayed.





## **Research and Development**

During the last two fiscal years we have not expended any working capital on product research and development.

## **Compliance with Environmental Laws**

We are subject to various federal, state and local environmental laws which regulate the use, storage, handling and disposal of various substances.

Our waste products consist of water, spent grains, hops, glass and cardboard. We have instituted a recycling program for our office paper, newspapers, magazines, glass and cardboard at minimal cost to us. We gave away our spent grain to local cattle ranchers. We have not purchased any special equipment and do not incur any identifiable fees in connection with our environmental compliance.

Our former brewing facility in Chico was subject to various federal, state and local environmental laws which regulate use, storage and disposal of various materials. The Company paid approximately \$1,500 per month towards sewer fees for liquid waste. The sewer discharge from the brewery was monitored and was within the standards set by the Butte County Sewer Department. Presently, we are not brewing at our Chico, California location and plan to contract brew for the foreseeable future.

Various states in which the Company sells its products in the U.S., including California, have adopted certain restrictive packaging laws and regulations for beverages that require deposits on packages. The Company continues to do business in these states, and such laws have not had a significant effect on the Company's sales. The adoption of similar legislation by Congress or a substantial number of states or additional local jurisdictions might require the Company to incur significant capital expenditures to comply.

## **Employees and Consultants**

As of April 1, 2009, we had a total of 2 employees, both of whom were full time. The full time employees include Jason Ganis, Master Brewer, and Amy Coderre, Sales Director. Our former General Manager, Tom Atmore, tendered his resignation as general manager effective March 31, 2006; and continued as a consultant until June 30, 2006. Atmore continues to accrue \$1,000 under the terms of his separation and consulting agreement. Effective Jan 1, 2009, our President, Mark Simpson, invoices the company on an hourly basis. Our Chief executive officer, John

Power, is not compensated. Our former CFO, Dan Del Grande resigned effective March 31, 2009.

We do not maintain key man life insurance on any of our employees.

Effective February 21, 2007, our wholly-owned subsidiary entered into an Employment Agreement with Daniel Del Grande, the Manager of Bison Brewing, to serve as Chief Financial Officer of the subsidiary for the period beginning February 21, 2007 and ending the earlier of (i) February 20, 2009 or (ii) the termination of the Production Agreement with Bison Brewing Company, LLC. This Production Agreement was terminated by mutual agreement on December 31, 2008. The employment agreement was extended until March 31, 2009.

Effective December 1, 2007, we entered into an employment agreement with Mark Simpson to serve as President of the Company on a part-time basis. In consideration of his services as President, the Company agreed to grant and issue to Mr. Simpson, subject to vesting, an aggregate of 13,000 shares of the Company's common stock. All of these shares were issued in 2007 and 2008. There is no current agreement to issue any additional shares to Mark Simpson.

Concurrently with the execution of Mr. Simpson's employment agreement, the Company entered into a consultation agreement with Artisan Food and Beverage Group, Inc., ( Artisan ), a consulting firm controlled by Mark Simpson. Under the terms of the consulting agreement, Artisan agreed to provide certain strategic consulting services in consideration of a consulting fee equal to \$4,500 per month. This agreement terminated on December 31, 2008. Mr. Simpson and Artisan continue to perform consulting services on an as needed basis.

### **Trademarks and Intellectual Property**

We consider all of our beer recipes to be trade secrets which we protect by confidentiality and non-disclosure agreements.

We claim common law trademark protection to all of our trademarks, words and design. However, we have applied for federal registrations of certain brand names that are in the development stage but have not sought any protection for our existing brand names except for Golden West Brewing®, Revolution X®, and our service marks Organic Pioneers® and The Official Beer of Planet Earth®. In addition, we filed an application to register the trademark for Blue Marble Organic Pilsner™ that was filed and subsequently abandoned in 2008. We own several other registered trademarks for products that are in the development stage, including Rock Hard Ten®. In 2007 and 2008 we used a federal trademark, Spring Run®, under license from a 3<sup>rd</sup> party

In addition to the domain name [www.ales.com](http://www.ales.com), we have registered the domain name [www.organicale.com](http://www.organicale.com) and [www.buttecreek.com](http://www.buttecreek.com). Both domain addresses link to the same website. We believe that our domain name plays an important role in expanding the awareness of our products on the Internet.

Notwithstanding our efforts to develop and protect our intellectual property rights, trademark protection and the uncertainty surrounding the legal protections of domain names may be unenforceable or limited. As a result, we may not be able to maintain our current trademarks or domain name if they are subject to challenge. We believe that any successful challenge to our use of a trademark or our domain name could have a material adverse impact upon our business, financial condition and future operations.

### **ITEM 1A RISK FACTORS.**

**Due to our history of operating losses our auditors are uncertain that we will be able to continue as a going concern.**

Our consolidated financial statements have been prepared assuming that we will continue as a going concern. Due to our continuing operating losses and negative cash flows from our operations, the reports of our auditors issued in connection with our consolidated financial statements for the fiscal years ended December 31, 2005, 2006, 2007 and 2008 contained an explanatory paragraph indicating

that the foregoing matters raised substantial doubt about our ability to continue as a going concern. We cannot provide any assurance that we will be able to continue as a going concern.

**All of our assets have been pledged as collateral to secure the repayment of loans to third parties, three of whom are related parties. If we default in any of those loans, our assets would be subject to risk of forfeiture.**

All of our assets have been pledged as security to third parties, including three related parties: Power Curve, Inc., a company controlled by John C. Power; John Power individually, and Lone Oak Vineyards, Inc., a company controlled by Brian Power, for the repayment of loans. If we are unable to pay any of those debts in a timely fashion or otherwise breach any of the terms of the loans or security agreements, our assets would be subject to foreclosure by the lender. Should foreclosure occur, it is likely that we would be forced to discontinue operations and our interest in the assets could be forfeited.

**We do not yet have a history of earnings, profit or return on investment and there is no assurance that we will operate profitably or provide a return on investment in the future.**

We have never been profitable, we expect to incur net losses for the foreseeable future and we may never be profitable. We incurred a consolidated net loss of \$( 1,096,660 ) and \$(1, 001,563 ) for the fiscal years ended December 31, 2008 and 2007.

**Our trademarks and other intellectual property rights do not provide us with protection against competition.**

We do not claim intellectual property rights and do not believe that patents and copyrights can protect the recipes and formulas that we use in developing and manufacturing our craft beers. While we try to protect them as trade secrets through agreements with our employees, those agreements may not provide adequate protection against use by others.

We rely heavily on developing brand recognition for our products and claim common law trademark protection for all of our brands. We have applied for and been granted a federal and state registrations for several of our trademarks. However, we cannot be assured that these registrations will successfully preclude others from using the mark.

We do not believe that intellectual property rights, including trademark and copyright laws form a basis for significant competitive advantage or protect us from intense competition.

**We could become involved in costly and disruptive litigation related to our use of trademarks for our products, which could result in adverse judgments against us.**

We are not aware that any of our products or other intellectual property infringe upon the proprietary rights of third parties. However, there can be no assurance that third parties will not claim infringement by us with respect to current or future products. Furthermore, we may initiate claims or litigation against third parties for infringement of our proprietary rights, or for purposes of establishing the validity of our proprietary rights. Litigation, either as plaintiff or defendant, could cause us to incur substantial costs and divert management resources from productive tasks whether or not such litigation is resolved in our favor, which would impair our limited working capital and interfere with our ability to increase our marketing and sales. Parties making claims against us could seek to recover

substantial damages, which we may not have the resources to pay as well as injunctive or other equitable relief, which could effectively block our ability to sell or license our products.

**We owe significant amounts to our creditors, including taxes to federal and state taxing authorities, a portion of which are delinquent. Taxing authorities could shut down our business and foreclose on our assets for non-payment of delinquent taxes. We will continue to need significant capital, without which our business may fail.**

At December 31, 2008, we owed approximately \$79,428 in taxes to the IRS, TTB and State of California and local taxing authorities and in excess of \$1,934,818 in current liabilities to various persons, including, vendors, our officers and directors and other related parties. The taxing authorities to whom we owe unpaid delinquent assessments could pre-emptively shut down our operations for non-payment and foreclose on our assets to collect the taxes. Such an action would likely result in a total business failure. We have targeted the payment of these taxes as our highest priority for the use of offering proceeds, which may be insufficient to pay all of the delinquency. We do not have any commitments for any other funds and there can be no assurance that additional funds will be available on acceptable terms, if at all. We do not have any agreements with our creditors, including our officers and directors, concerning payment of our liabilities and if we are unable to continue in business we would be required to pay those obligations before any payment could be made to any shareholder. .

**If we are unable to increase our production volume, we may not be able to achieve break-even or profitable operations.**

In order to increase production, we will need to purchase additional inventory, which will require additional working capital. There can be no assurance that we can raise working capital or increase sales to a break-even or profitable level.

**If we are unable to expand our product distribution, we may not be able to achieve break-even operation results.**

We have third-party distributor sales in Northern California, as well as in 19 other states; however, those sales are sporadic, unpredictable and difficult to manage. There is no assurance that consumers in new geographic markets will be receptive to our products. We believe that Northern California is likely to continue to be the largest market for our brands, and that regional identification may assist our competitors in other regions. Penetration into other regional markets is an important element of our growth plan, and failure to accomplish this objective will hinder the success of the expansion plan which is necessary to achieve break-even operations.



**We rely heavily upon independent distributors to market our product. Those distributors also market other alcoholic beverages, including other craft beers that are competitive with ours. As a result, distributors over whom we exercise little control can significantly influence the degree to which retailers and consumers buy our products instead of products of competitive microbreweries.**

We distribute our products through a network of independent import distributors for resale to retailers such as restaurants, taverns, and bars as well as to local distributors. Accordingly, we are dependent upon these distributors to sell our beer and to assist us in creating demand for, and promoting market acceptance of our products. We also depend upon them to provide adequate service to our retail

customers. There can be no assurance that our distributors will devote the resources necessary to provide effective sales and promotional support to us.

For the year ending December 31, 2008, Bison Brewing, Mountain People's Warehouse and Craft Brewer's Distributing were responsible for 18.9%, 9.1% and 5.6% respectively. A disruption of our distributors or wholesalers' or the loss of a significant customer, or the termination by any major distributor could have a material adverse impact on our sales and results of operations.

The distributors that we rely upon also market competing imported and domestic craft beers. Although by law distributors are independent of any brewer, a distributor can be controlled if it relies on one or two large brewers who account for the majority of its sales. We have no formal long term written distribution agreements with our distributors; and most distribution arrangements can be terminated by the distributor on 30 days' notice. A down-turn in the performance or loss of a single distributor can have a material adverse impact on sales and, as a result, on our business, financial condition, and results of operations.

**Aging of inventories may result in material losses in the future.**

We do not use preservatives in our products, and accordingly the packaged beer has a shelf life of approximately 120 days from the release date. Our policy is to sell product to distributors with sufficient remaining shelf life to ensure that the beer will be fresh when sold to the consumer. Product that remains unsold after 120 days is returned to us for destruction or other disposition. If and to the extent that near-term sales projections exceed actual performance and result in material excess packaged beer inventories, we may experience inventory write-downs, spoilage and associated losses.

**Our compliance with governmental regulation of environmental matters could pose additional expenses on our business.**

The manufacture and sale of alcoholic beverages is regulated by both federal and state authorities. We have obtained and currently maintain all required federal and state permits, licenses and bonds required to operate our brewery. In addition, our brewery is subject to regulation by the water pollution control divisions of the United States Environmental Protection Agency and the State of California. Although we believe that we are in full compliance with all applicable environmental regulations, there can be no assurance that future changes in those regulations may require us to alter our method of operations or install fixtures and equipment with associated delays and increased costs.

Our waste products consist of water, spent grains, hops, glass and cardboard. Disposal of our waste, including sewer discharge from the brewery, is monitored by local governmental agencies. While we believe we currently comply

with all governmental regulations, if we fail to comply with applicable standards for such disposal, fines could be levied and our business operations suspended until we achieve compliance.

**Possible increases in excise taxes could adversely affect our business.**

Alcoholic beverages are subject to substantial federal and state excise taxes. The federal rate of taxation increases from \$7.00 per bbl. to \$18.00 per bbl. for annual production in excess of 60,000 bbl. Our production rate at our Chico facility was less than 6,000 barrels in 2008. The State of California imposes an excise tax of \$6.20 per bbl. Alcoholic beverages have in recent months have been targets of attempts to increase so-called "sin taxes." If excise taxes are increased, we could have to raise

prices to maintain profit margins. Historically, price increases due to additional excise taxes have not reduced unit sales, but past experience does not necessarily indicate future effects, and the actual effect is likely to depend on the amount of the increase, general economic conditions, and other factors. The occurrence of significant tax increases could require us to increase our prices, which could result in a loss of sales, or erode our margins, which would make it more difficult to achieve profitability.

**Operating hazards related to our business could result in liability risks in excess of our insurance.**

Our operations are subject to certain hazards and liability risks faced by all brewers, such as bottle flaws or potential contamination of ingredients or products by bacteria or other external agents that may be accidentally or wrongfully introduced into products or packaging. Our products are not pasteurized, irradiated or chemically treated and require careful product rotation to prevent spoilage. However, neither spoiled beer nor the bacteria introduced in the brewing process is known to be harmful to human health. We run periodic diagnostic tests on all of our products to assure that they meet our quality control guidelines and comply with federal and state regulatory requirements. While we have not experienced a serious contamination problem in our products, the occurrence of such a problem could result in a costly product recall and serious damage to our reputation for product quality. Our operations are also subject to certain injury and liability risks normally associated with the operation and possible malfunction of brewing and packaging equipment. We currently do not maintain general liability insurance, which formerly included liquor liability coverage, currently limited to \$1,000,000 per occurrence and \$2,000,000 in the aggregate annually. A large uninsured or underinsured damage award could force us to discontinue operations.

**Shifting public attitudes toward alcohol consumption may impact revenues.**

The alcoholic beverage industry has become the subject of considerable societal and political attention in recent years due to increasing public concern over alcohol-related social problems including drunk driving, underage drinking, and health consequences from the misuse of alcohol, including alcoholism. In addition, a number of anti-alcohol groups are advocating increased governmental action on a variety of fronts unfavorable to the beer industry, including the legislation of new labeling or packaging requirements and restrictions on advertising and promotion that could adversely affect the sale of our products. If beer consumption in general were to come into disfavor among domestic consumers, or if the domestic beer industry were subjected to significant additional governmental regulations, our business could be materially adversely affected. In addition, there can be no assurance that the operations of our brewery will not become subject to increased taxation by federal or state agencies, which may materially and adversely affect our operations, revenues and potential profitability. Congress and many state legislatures are considering various proposals to impose additional excise taxes on the production and sale of alcoholic beverages, including beer. Some of the excise tax rates being considered are substantial. Restrictions on the sale and consumption of beer or increases in the retail cost of beer due to increased governmental regulations, taxes or otherwise, could require us to either increase prices, which would dampen sales, or erode our margins, which would make it more difficult to achieve profitability.



**We have no contracts with our suppliers of hops and grain. Supply shortages could adversely affect our business.**

Shortages or increased costs of fuel, water, raw materials or power, or allocations by suppliers could restrict the operations of our brewery. We have no contracts for our hops and grains, so our supply channels could be disrupted without notice.

While we attempt to use organic hops wherever possible, many forms of hops are not available organically. In the United States, only one type of hops is organically grown. All other organically-grown hops must be purchased from foreign sources, and those quantities are limited. As a result, the limited supply of organic hops limits our possible production of 100% organic microbrews. This limited supply impairs our ability to exploit our competitive advantage over non-organic microbrewers. In addition, if we experience difficulty or inability to acquire the particular hops needed for a production run, we may be forced to curtail production and lose potential revenues. All of these factors increase the risk that we will not be able to achieve profitable operations.

**ITEM 1B. UNRESOLVED STAFF COMMENTS.**

None

**ITEM 2. PROPERTIES**

**Corporate Offices**

Our former executive offices and brewery were located at 945 West 2<sup>nd</sup> Street, Chico, California. The entire building consists of approximately 8,280 square feet, of which 1,000 square feet was used for executive offices, 7,280 square feet for our brewery, bottling, shipping and storage. The property is an industrial building which we lease from a member of Butte Creek Brewing, LLC the entity in which we acquired our business in 2005. The lease has a term of five years, expiring in 2010, and provides for monthly rental for the first year of \$3,312 per month. In July 2006, the rent increased to \$3,726 and is subject to an annual adjustment based upon the increase in the Consumer Price Index. There was no CPI adjustment made in 2007. Our two full-time employees currently work from their home offices.

Our lease at this location was in default and we were sued by our landlord in March 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 are required to pay April 2009 rent by April 15, 2009 and May 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 and future rents due under the lease.

**ITEM 3. LEGAL PROCEEDINGS**

There are two material legal proceedings in which either we or any of our affiliates were involved in 2008 and 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. We estimate this amount to be less than \$75,000. We intend to vigorously defend this lawsuit.



2.

On February 9, 2009, BRK Holdings, LLC filed suit against Golden West Brewing Company 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 are required to pay April 2009 rent by April 15, 2009 and May 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 and future rents due under the lease.

**ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS**

None

**PART II****ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS**

Our outstanding shares of Common Stock have traded over-the-counter and quoted on the OTC Bulletin Board (OTCBB) under the symbol GWBC since January 1, 2007. The reported high and low bid and ask prices for the common stock are shown below for the period from January 1, 2007 through December 31, 2008.

	<u>High</u>	<u>Low</u>
<b>2007 Fiscal Year</b>		
January - March	\$0.75	\$0.51
April - June	\$0.65	\$0.35
July - September	\$0.65	\$0.36
October - December	\$1.00	\$0.35
<b>2008 Fiscal Year</b>		
January - March	\$0.80	\$0.51
April - June	\$0.53	\$0.35
July - September	\$0.50	\$0.13
October - December	\$0.75	\$0.05

The bid and ask prices of the Company's common stock as of March 31, 2009 were \$0.05 and \$0.06, respectively, as reported on the OTCBB. The OTCBB prices are bid and ask prices which represent prices between broker-dealers and do not include retail mark-ups and mark-downs or any commissions to the broker-dealer. The prices do not reflect prices in actual transactions. As of March 31, 2009, there were approximately 47 record owners of the Company's common stock.

The OTC Bulletin Board is a registered quotation service that displays real-time quotes, last sale prices and volume information in over-the counter (OTC) securities. An OTC equity security generally is any equity that is not listed or traded on NASDAQ or a national securities exchange. The OTCBB is not an issuer listing service, market or exchange. Although the OTCBB does not have any listing requirements, per se, to be eligible for quotation on the OTCBB issuers must remain current in their filings with the SEC or applicable regulatory authority.

The Company's Board of Directors may declare and pay dividends on outstanding shares of common stock out of funds legally available therefore in its sole discretion; however, to date, no dividends have been paid on common stock and the Company does not anticipate the payment of dividends in the foreseeable future.

Trading in our common stock is subject to rules adopted by the Commission regulating broker dealer practices in connection with transactions in "penny stocks." Those disclosure rules applicable to penny stocks require a broker dealer, prior to a transaction in a penny stock not otherwise exempt from the rules, to deliver a standardized risk disclosure document prepared by the Commission. That disclosure document advises an investor that investment in penny stocks can be very risky and that the

investor's salesperson or broker is not an impartial advisor but rather paid to sell the shares. The disclosure contains further warnings for the investor to exercise caution in connection with an investment in penny stocks, to independently investigate the security, as well as the salesperson with whom the investor is working and to understand the risky nature of an investment in this security. The broker dealer must also provide the customer with certain other information and must make a special written determination that the penny stock is a suitable investment for the purchaser and receive the purchaser's written agreement to the transaction. Further, the rules require that, following the proposed transaction, the broker provide the customer with monthly account statements containing market information about the prices of the securities.

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

1. In January 2005, we issued to two investors an aggregate of 120,000 shares of common stock in consideration of \$22,500 in cash and services valued at \$7,500. The investors were John Power and Clifford Neuman, who accepted shares for legal services rendered to the Company. Each investor executed a subscription agreement attesting that he/she/it qualified as an "accredited investor" within the meaning of Rule 501(a) of Regulation D under the Securities Act, or had such knowledge and experience in financial and business matters that their were capable of evaluating the merits and risks of the investment. The securities, which were taken for investment purposes and were subject to appropriate transfer restrictions and restrictive legend, were issued without registration under the Securities Act in reliance upon the exemption set forth in Section 4(2) of the Securities Act.

2. Effective August 31, 2005, we issued to Butte Creek Brewing Company, LLC an aggregate of 200,000 shares of common stock in partial consideration of the assets of Butte Creek. Butte Creek executed a subscription agreement acknowledging that it was capable of evaluating the merits and risks of accepting the shares as partial consideration under the Asset Purchase and Sale Agreement. The securities, which were taken for investment purposes and were subject to appropriate transfer restrictions and restrictive legend, were issued without registration under the Securities Act in reliance upon the exemption set forth in Section 4(2) of the Securities Act.

3. In December 2005, we issued to three investors an aggregate of 180,000 shares of common stock in consideration of \$20,000 in conversion of advances receivable and services valued at \$25,000. Each investor executed a subscription agreement attesting that he/she/it qualified as an "accredited investor" within the meaning of Rule 501(a) of Regulation D under the Securities Act, or had such knowledge and experience in financial and business matters that the y were capable of evaluating the merits and risks of the investment. The securities, which were taken for investment purposes and were subject to appropriate transfer restrictions and restrictive legend, were issued without registration under the Securities Act in reliance upon the exemption set forth in Section 4(2) of the Securities Act.

Based upon the above transaction, it is possible that it could be determined that we violated Section 5 of the Securities Act of 1933. Section 5(a) of the Securities Act prohibits the use of any means or instruments of transportation or communication in interstate commerce or of the mails, to sell a security unless a registration statement is in effect as to such security. Section 5(c) of the Securities Act prohibits the use of any means or instruments of transportation or communication in interstate commerce or of the mails to offer to sell or offer to buy a

security unless a registration statement has been filed as to such security. While we relied upon the exemption from the registration requirements of the Securities Act contained in Section 4(2), which exempts transactions not involving a public offering, those transactions occurred after this registration statement had been filed with the

Securities and Exchange Commission. If that transaction is deemed integrated with the offering covered by this registration statement, which we would dispute, then a Section 5 violation could be found. We are not aware of any pending claims for sanctions against us based upon Section 5 of the Securities Act, and we would vigorously defend any such claims if they arise. However, in our financial statements we have classified the advance payable at September 30, 2005 in the amount of \$10,000 as being subject to rescission.

4. Effective August 21, 2006, 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. The options were granted to five persons who serve as directors, employees or consultants to the Company. One of the recipients subsequently resigned as a Director and forfeited 50,000 options. Presently, there are 350,000 options outstanding that are 66.67% vested. 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. The Company paid no fees or commissions in connection with the issuance of the options.

5. On March 15, 2007, we completed the private placement of units, each unit consisting of one share of the Company's Common Stock ( Common Stock ) and one Warrant exercisable to purchase one additional share of Common Stock at an exercise price of \$0.40 per share for a period of two years from the date of issue ( Warrants ). Collectively, the Common Stock and Warrants are, hereinafter, referred to as Units. The private offering price was \$0.35 per Unit. In total, we have sold 400,000 units. Gross proceeds of the offering were \$140,000 which proceeds were used for working capital. The units were sold to a total of three (3) investors, each of whom qualify as an "accredited investor" within the meaning of Rule 501(a) of Regulation D under the Securities Act of 1933, as amended (the Securities Act). The units, which were acquired for investment purposes and subject to restrictions on transfer, were sold without registration under the Securities Act in reliance upon Section 4(2) of the Securities Act and Regulation D, Rule 506 thereunder. In the offering, the Company paid no fees or commissions to persons who served as placement agents.

6. On July 9, 2007, the Company completed the sale of an aggregate of 282,000 shares of common stock for total consideration of \$93,060, or \$0.33 per share. Of the total consideration, \$73,260 was in cash, and \$19,800 was in satisfaction of an outstanding account payable to the Company's legal counsel. The shares were sold to a total of three investors, each of whom qualifies as an accredited investor within the meaning of Rule 501(a) of Regulation D under the Securities Act. The proceeds of the offering were used for working capital. The shares were acquired for investment purposes and subject to restrictions on transfer, and were sold without registration under the Securities Act in reliance upon Section 4(2) of the Securities Act and Regulation D, Rule 506 thereunder. In the offering, the Company paid no fees or commissions.

7. Effective September 4, 2007, the Company issued an aggregate of 300,000 of Series A Preferred Stock valued at \$0.75 per share. The shares of Preferred Stock were issued in satisfaction and conversion of an aggregate of \$225,000 in outstanding advances payable which had originally been payable to John C. Power and Power Curve, Inc., but which had been assigned to the two investors, both non-affiliates of the Company. Each of the investors

qualified as an an accredited

investor within the meaning of Rule 501(a) of Regulation D under the Securities Act. The shares, which were acquired for investment purposes and subject to restrictions on transfer, were sold without registration under the Securities Act in reliance upon Section 4(2) thereunder. No fees or commissions were paid in the transaction.

8. In September, 2007, the Company sold 100,000 shares of common stock to two investors at a price of \$0.50 per share. The shares were sold to two investors, each of whom qualified as an accredited investor within the meaning of Rule 501(a) of Regulation D under the Securities Act. The shares, which were acquired for investment purposes and subject to restrictions on transfer, were sold without registration under the Securities Act in reliance upon Section 4(2) thereunder. No fees or commissions were paid in the transaction.

9. Effective September 30, 2007, the Company issued an aggregate of 15,000 shares of common stock in satisfaction of an uncollateralized advance payable to a non-affiliate in the amount of \$9,975, principal and interest. The shares were issued to one person who qualified as an accredited investor within the meaning of Rule 501(a) of Regulation D under the Securities Act. The shares, which were acquired for investment purposes and subject to restrictions on transfer, were sold without registration under the Securities Act in reliance upon Section 4(2) thereunder. No fees or commissions were paid in the transaction.

10. On December 1, 2007, we agreed to issue an aggregate of 13,000 shares of common stock under our employment agreement with our President, Mark Simpson. The shares will be issued as compensation for services. As President of the Company, Mr. Simpson qualified as an accredited investor within the meaning of Rule 501(a) of Regulation D under the Securities Act. The shares, which were acquired for investment purposes and subject to restrictions on transfer, were sold without registration under the Securities Act in reliance upon Section 4(2) thereunder. No fees or commissions were paid in the transaction. As of December 31, 2008, 13,000 of these shares were issued for the period of December 2007 through December 31, 2008.

11. Effective December 11, 2007, the Company entered into a Credit Agreement whereby the Company was extended a credit facility by certain individuals, including two affiliates, in the maximum principal amount of \$350,000. Under the Credit Agreement, the Company agreed to pay to the lenders a financing fee in the form of 100 shares of common stock for every \$1,000 in advances made under the Credit Agreement, or up to a total maximum of 35,000 shares. As of the date of this report, the Company has borrowed an aggregate of \$343,000 under the Credit Agreement, and has agreed to issue as a result, a total of 34,300 shares of common stock.

Each of the lenders under the Credit Agreement qualified as accredited investors within the meaning of Rule 501(a) of Regulation D under the Securities Act. The shares, which were acquired for investment purposes and subject to restrictions on transfer, were sold without registration under the Securities Act in reliance upon Section 4(2) thereunder. No fees or commissions were paid in the transaction except as noted.

12. Effective January, 2008, the Company issued its Convertible Debenture in the principal amount of \$30,000 to evidence the Company's outstanding account payable due to its legal counsel. The debenture accrues interest at the



rate of 8% per annum and is due and payable, in full, on 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 equal to \$0.60 per share. The debenture was issued

to the Company's legal counsel who qualifies as an accredited investor within the meaning of Rule 501(a) of Regulation D under the Securities Act. The securities, which were acquired for investment purposes and subject to restrictions on transfer, were sold without registration under the Securities Act in reliance upon Section 4(2) thereunder. No fees or commissions were paid in the transaction.

13. Effective March 12, 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. The shares were valued at \$0.50 per share. The lender qualified as an accredited investor within the meaning of Rule 501(a) of Regulation D under the Securities Act. The shares, which were acquired for investment purposes and subject to restrictions on transfer, were sold without registration under the Securities Act in reliance upon Section 4(2) thereunder. No fees or commissions were paid in the transaction except as noted.

14. Effective December 1, 2007, the Company granted and issued an aggregate of 13,000 shares of common stock to the Chief Financial Officer of its wholly-owned subsidiary. The shares were issued for services performed in December 2007 and 2008. The foregoing person qualified as an accredited investor within the meaning of Rule 501(a) of Regulation D under the Securities Act. The shares, which were acquired for investment purposes and subject to restrictions on transfer, were sold without registration under the Securities Act in reliance upon Section 4(2) thereunder. No fees or commissions were paid in the transaction. As of December 31, 2008, 13,000 of these shares were issued for the period of December 2007 through December 31, 2008.

15. 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 one person who qualifies as an accredited investor within the meaning of Rule 501(a) of Regulation D under the Securities Act. The securities, which were acquired for investment purposes and subject to restrictions on transfer, were sold without registration under the Securities Act in reliance upon Section 4(2) thereunder. No fees or commissions were paid in the transaction.

16.

In March 2009, the Company issued effective April, May, August and December 2008, an aggregate of 6,300 shares of common stock to two investors as a financing fee for a loan to the Company in the principal amount of \$63,000 as part of the credit facility. The shares were valued at between \$0.10 and \$0.50 per share. The lenders qualified as an accredited investor within the meaning of Rule 501(a) of Regulation D under the Securities Act. The shares, which were acquired for investment purposes and subject to restrictions on transfer, were sold without registration under the Securities Act in reliance upon Section 4(2) thereunder. No fees or commissions were paid in the transaction except as noted. The issuance of these shares is also discussed in number #11.

17.

Effective December 31, 2008, the Company granted and issued an aggregate of 6,000 shares of common stock to the President and Chief Financial Officer of its wholly-owned subsidiary. The shares were issued for services performed in 2008. The foregoing persons qualified as accredited investors within the meaning of Rule 501(a) of Regulation D under the Securities Act. The shares, which were acquired for investment purposes and subject to restrictions on transfer, were sold without registration under the Securities Act in reliance upon Section 4(2) thereunder. No fees or

commissions were paid in the transaction. The issuance of these shares is also covered in #10 and #14.

### EQUITY COMPENSATION PLAN INFORMATION

	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuances under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders	125,000	\$0.50	375,000
Equity compensation plans not approved by security holders <sup>(1)</sup>	0	\$0.50	-0-
Total	125,000	\$0.50	375,000

## ITEM 6

### SELECTED FINANCIAL DATA

We have set forth below certain selected financial data. The information has been derived from the financial statements, financial information and notes thereto included elsewhere in this report.

<b>Statement of Operations Data:</b>	<b>Year Ended December 31, 2008 (Restated)</b>	<b>Year Ended December 31, 2007</b>
Total Gross revenues	\$ 811,567	\$ 1,051,764
Operating expenses	\$ 675,047	\$ 740,359
Net loss from discontinued operations	\$ 263,953	\$ 190,017

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Net loss	\$ ( 1,096,660)	\$ (1,001,563)
Net loss attributable to common shareholders	\$ ( 1,110,990)	\$ (1,008,237)
Net loss per common share	\$ (0. 33)	\$ (0.35)
Weighted average shares outstanding	3,371,816	3,025,167

<b>Balance Sheet Data:</b>	<b>December 31, 2008</b>	<b>December 31, 2007</b>
Working capital	\$ (1,681,516)	\$ (420,210)
Total assets	\$ 514,091	\$ 801,597
Total liabilities	\$ 1,934,318	\$ 1,538,148
Stockholders' deficit	\$ (1,420,227)	\$ (736,551)

**ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

**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 net sales decreased by 23% or \$231,408 to \$771,162 in 2008 as compared to \$1,002,570 in 2007.. 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 especially in the first quarter of 2009 as our finished inventory was low as we made the transition to outsourcing our production. We do not have the necessary working capital to maintain adequate inventory levels which will negatively impact our sales also.
- \* 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 compensated full-time employees.
- \* Working Capital Shortage. Our history of working capital deficiencies make it difficult to build finished 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. If additional working capital becomes available, we hope to increase our number of products and dollar amount of our inventory.



- \* 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 not been weak. Numerous efforts have been made to improve our inventory controls. In 2009, all of our inventory will be maintained at independent locations. We believe this will improve our inventory controls.

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 twelve-month period ended December 31, 2008 and should be read in conjunction with the Notes thereto of Golden West Brewing Company, Inc. 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**

### **Restatement of Consolidated Financial Statements**

As indicated in Note 2 to the Notes to our consolidated financial statements, we have restated our financial statements for the year ended December 31, 2008. The discussion in this Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations, gives effect to the restatement of our consolidated financial statements.

### **Operating Results**

*For the year ended December 31, 2008 compared to the year ended December 31, 2007:*

**REVENUES.** Gross Revenues were \$811,567 for the year ended December 31, 2008. Revenues net of excise taxes ( Net Revenues ) for the fiscal year ended December 31, 2008 were \$771,162 a decrease of \$231,408 or 23% as compared to net revenues of \$1,002,570 in the fiscal year ended December 31, 2007. Our lack of working capital and inability to maintain inventory was the primary cause of our decrease in sales.

**COST OF GOODS SOLD** Cost of goods sold for fiscal 2008 was \$717,843 or 93.08% of net revenues compared to \$858,570 or 85.64% of net sales in fiscal 2007. In 2008, we were unable to raise the price of our core brands as fast as our COGS increased. The average selling price per unit of our 6-pack brands grew 5%, while COGS increased 9%; the average selling price per unit of our 22 ounce brands grew ¼ of 1% while COGS increased 17%. Our margins also eroded on our contract brewing contracts.



**GROSS PROFIT** Gross profit for the year ended December 31, 2008 was \$53,319 or 6.92% of net revenues compared to \$144,000 or 14.36% of net revenues for the year ended December 31, 2007.

**OPERATING EXPENSES** Total operating expenses decreased \$65,312 or 8.82% to \$675,047 for the fiscal year ended December 31, 2008 compared to \$740,359 for of the fiscal year ended December 31, 2007. Components of operating expenses were:

- \* Amortization expense was \$3,889 for fiscal year 2008 compared to \$6,542 for fiscal 2007. The decrease was the result of write-off of outdated logos and artwork costs.
- \* Management compensation was \$91,154 for the year ended December 31, 2008 compared to \$119,737 for the year ended December 31, 2007. The decrease was related to a reduction of salaried employees in 2008.
- \* Selling expense was \$103,222 for the fiscal year ended December 31, 2008 compared to \$124,857 for the fiscal year ended December 31, 2007. The decrease was related to reduced trade show and travel expenses due to a lack of working capital.
- \* Legal and Accounting expense was \$107,221 for the fiscal year ended December 31, 2008 compared to \$94,841 for the fiscal year ended December 31, 2007. The increase was the result of the increased cost of maintaining our SEC filings.
- \* Stock Based Compensation was \$13,952 for the year ended December 31, 2008 compared to \$37,866 in the prior fiscal year. The decrease was the result of accelerated vesting of employee options in fiscal year 2007.
- \* Stockholder relations was \$5,000 for the year ended December 31, 2008 compared to \$162,095 for year ended December 31, 2007. The decrease was due to the costs associated with the contracting of an outside investor relations organization in 2007.
- \* Other General & Administrative Operating Expenses increased \$8,350 to \$200,295 for the year ended December 31, 2008 compared to \$191,945 for year ended December 31, 2007.

**OTHER INCOME & EXPENSE.** Net other income and (expense) was \$(210,983) for the fiscal year ended December 31, 2008 compared to \$(215,187) for the fiscal year ended December 31, 2007.

**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 year ended December 31, 2008 of \$263,953 compared to \$190,017 for the same operations for the year ended December 31, 2007.

**LOSS FROM CONTINUING OPERATIONS.** Our \$832,711 loss from continuing operations for the year



ended December 31, 2008 increased \$21,165 or 2.61% as compared to \$811,546 for the fiscal year ended December 31, 2007 mainly due to our \$90,681 decrease in gross profits being offset by our \$65,312 decrease in operating expenses ..

NET LOSS. Net loss increased \$95,097 to \$1,096,660 for the fiscal year ended December 31, 2008 compared to \$1,001,563 for the fiscal year ended December 31, 2007. This increase is primarily due to a \$90,681 decrease in gross profits due to a decline in our revenues ..

### **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 nominal cash and cash equivalents and a working capital deficit of \$1,681,516 at December 31, 2008. Our total debt, all short-term, was \$1,217,765 at December 31, 2008. 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. As a result, we recorded an impairment charge of \$82,730 in 2008 to recognize the expected realizable value of our fixed equipment assets. We had an operating loss from discontinued operations of \$263,953 in 2008. 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 (our two best selling beers) under the contract brewing arrangement signed in February 2009.

During the year ended December 31, 2008, the Company's capital expenditures totaled \$4,710 ..



*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 December 31, 2008. The card is uncollateralized and guaranteed by Tom Atmore, Butte Creek's former general manager. The outstanding balance as of December 31, 2008 was \$23,852. Under our separation agreement with Atmore, we were obligated to pay this indebtedness prior to September 30, 2006 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 December 31, 2008 was \$8,703. Under our separation agreement with Atmore, we were obligated to pay this indebtedness prior to September 30, 2006 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 December 31, 2008, the Tiffany Grace note had current maturities of \$8,708 and accrued interest of \$186. The Power Curve and Lone Oak notes were executed in September, 2005, accrue interest at the rate of 9% per annum, and are payable in full in 2008. The loans are collateralized by a security interest covering all of our tangible and intangible assets. As of December 31, 2008, the Power Curve and Lone Oak notes had accrued interest of \$6,750 and \$1,191 respectively and short-term maturities of \$50,000 and \$11,054, respectively. We expect to repay these obligations from the sale of our brewery equipment in Chico, California.

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 December 31, 2008, these notes had current maturities of \$215,000 and \$90,000 respectively and had accrued interest of \$29,025 and \$12,150 respectively.

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 December 31, 2008 the note had accrued interest of \$4,969.





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

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 mature December 31, 2008 and are collateralized by all tangible and intangible assets but junior to all prior perfected liens against those assets. No payments were made on these obligations in 2008. However, on December 31, 2008 John Power forgave the \$115,000 debt, plus accrued interest, and Power Curve forgave \$55,000 of its debt, plus the applicable portion of accrued interest. Consequently, as of December 31, 2008, these notes had current maturities of \$0 and \$100,000 respectively and had accrued interest of \$0 and \$16,000 respectively.

During the year ended December 31, 2007, John Power and affiliates of Mr. Power have made short-term advances to the Company that remained unpaid as of December 31, 2007 and 2008 in the amounts of \$112,744 and \$107,425 respectively. The advances are uncollateralized and due on demand and had accrued interest of \$6,000 in 2007 and \$12,000 in 2008 for total accrued interest of \$18,000.

Subsequent to December 31, 2008, John Power and affiliates of Mr. Power made additional short-term advances to the Company which have been repaid as of April 14, 2009. The advances were uncollateralized and due on demand.

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 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. The debenture is not collateralized. This debenture had not been paid or converted as of March 31, 2009.

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 secured 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 also secured by the personal guarantee of John C. Power, the Company's Chief Executive Officer. As of December 31, 2008, the balance on this note was \$10,000 plus accrued interest of \$1,422.

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 in 2008 and 2007, respectively. No payments were made on this obligation in 2008.

The Company has also agreed to issue to each lender as a financing fee consisting of 100 shares of common stock for every \$1,000 of advances made under the Credit Agreement. The Credit Agreement is secured 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 Captial, Inc. and Clifford L. Neuman, the Company's legal counsel. To date, the Company has drawn advances under the Credit Agreement in the aggregate amount of \$343,000.

### **Delinquent Taxes**

At December 31, 2008, the Company had outstanding payroll tax liabilities of \$ 35,110. 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 December 31, 2008, the Company had alcohol related taxes payable to federal and state taxing authorities of \$8,977. The detail of those taxes payable is as follows:

<u>Tax Agency</u>	December 31, 2008		
	<u>Due</u>	<u>Delinquent</u>	
Internal Revenue Service	\$ 34,552	\$34,137	PAYROLL TAXES



CA Employment Development Department	\$ 558	\$ 0	PAYROLL TAXES
Federal Tax and Trade Bureau	\$ 7,966	\$ 4,491	EXCISE TAX
CA Board of Equalization	\$ 1,010	\$ 0	EXCISE TAX
CA Board of Equalization	\$ 493	\$ 0	SALES AND USE TAX
CA Department of Conservation	\$24,691	\$ 24,691	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 seeking 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 2008, 2007, 2006, 2005, 2004 and 2003, none of which are expected to have a material impact on the Company's consolidated financial position, operations or cash flows.

**ITEM 7A.**

**QUANTITATIVE AND QUALITATIVE DISCLOSURES**

**ABOUT MARKET RISK**

Not applicable



**ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

The following consolidated financial statements are filed as part of this report:

1. Report of Independent Registered Public Accounting Firm
2. Consolidated Balance Sheets as of December 31, 2008 (Restated) and 2007
3. Statement of Operations for the Years Ended December 31, 2008 (Restated) and 2007
4. Consolidated Statement of Stockholders' Deficit (deficit for the years ended December 31, 2008 (Restated) and 2007)
5. Consolidated Statement of Cash Flows for the Years Ended December 31, 2008 (Restated) and 2007
6. Notes to Financial Statements

***Report of Independent Registered Public Accounting Firm***

Board of Directors

Golden West Brewing, Inc.

We have audited the accompanying balance sheet of Golden West Brewing, Inc. and Consolidated Subsidiaries as of December 31, 2008(restated) and December 31, 2007, and the related statements of operations, stockholders' equity (deficit), and cash flows for the two years ended December 31, 2008(restated) and 2007. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States of America). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. The company is not required to have, nor were we engaged to perform an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Golden West Brewing, Inc. and Consolidated Subsidiaries as of December 31, 2008(restated) and December 31, 2007, and the results of its operations and cash flows for the two years ended December 31, 2008(restated) and 2007 in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As described in Note 1, 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 its ability to continue as a going concern. Management's plans in regard to this matter are also discussed in Note 1. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

SCHUMACHER & ASSOCIATES, INC.

Denver, Colorado  
May 4, 2010

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**GOLDEN WEST BREWING COMPANY AND SUBSIDIARIES****CONSOLIDATED BALANCE SHEET****AS OF DECEMBER 31,**

## Current Assets:

	<u>2008 (Restated)</u>	<u>2007</u>
Cash and cash equivalents	\$ 21,201	\$ 4,684
Accounts receivable, net of allowance for doubtful accounts of		
\$0.00 and 23,849 at December 31, 2008 and December 31, 2007	39,178	184,014
respectively		
Inventory (Note 1)	109,495	197,871
Marketable Securities (Note 3)	73,952	
Prepaid Expenses	<u>8,976</u>	<u>6,369</u>
Total current assets	252,802	392,938
Fixed Assets:		
Property and equipment from discontinued operations held for sale (Note 1)	152,590	277,526
Other Assets:		
Intangibles, net of accumulated amortization of \$16,667 and \$12,339		
at December 31, 2008 and December 31, 2007, respectively	16,068	23,588
Deferred financing costs, net of accumulated amortization of		
\$5,858 and \$2,456 at December 31, 2008 and December 31,		
2007, respectively. (Note 4)	84,922	92,814
Other assets	<u>7,709</u>	<u>14,731</u>
Total other assets	<u>108,699</u>	<u>131,133</u>
Total Assets	<u>\$ 514,091</u>	<u>\$ 801,597</u>

## LIABILITIES AND STOCKHOLDERS DEFICIT

## Current Liabilities:

Accounts payable	\$445,353	\$309,887
Accrued expenses	265,105	188,175
Checks issued in excess of funds available	6,095	46,022
Lines of credit payable (Note 4)	32,555	32,602
Advances related parties (Note 4)	7,425	12,744
Notes payable other, current portion (Note 4)	68,731	62,664
Notes payable related party, current portion (Note 4)	<u>1,109,054</u>	<u>161,054</u>
Total current liabilities	1,934,318	813,148

## Long-term liabilities:

Note payable related party, net of current portion (Note 4)	<u>-</u>	<u>725,000</u>
Total long-term liabilities	-	725,000
Total Liabilities	1,934,318	1,538,148

Commitments and Contingencies (Notes 1,2,3,4,5,6,7,8,9,10 ,11 and 12)

## Stockholders Deficit:

Preferred Stock, \$.0001 par value, 5,000,000 shares authorized,

300,000 shares issued and outstanding as of

December 31, 2008 and December 31, 2007.

Common stock, \$.0001 par value, 20,000,000 shares authorized,

3,404,525 and 3,335,000 shares issued and outstanding

as of December 31, 2008 and December 31, 2007, respectively

Additional paid-in capital	1, 898,015	1,485,033
Accumulated (deficit)	<u>(3, 318,612)</u>	<u>(2,221,948)</u>
Total Stockholders Deficit	<u>(1,420,227)</u>	<u>(736,551)</u>
Total Liabilities and Stockholders Deficit	<u>\$ 514,091</u>	<u>\$ 801,597</u>

*See accompanying notes to these financial statements*



***GOLDEN WEST BREWING COMPANY AND SUBSIDIARIES*****CONSOLIDATED STATEMENTS OF OPERATIONS****FOR THE YEAR ENDED DECEMBER 31,**

	<u>2008 (Restated)</u>	<u>2007</u>
Revenues	\$ 811,567	\$ 1,051,764
Less: Excise taxes	<u>(40,405)</u>	<u>(49,194)</u>
Net revenues	771,162	1,002,570
Cost of sales	<u>717,843</u>	<u>858,570</u>
Gross profit (loss)	<u>53,319</u>	<u>144,000</u>
Operating expenses:		
Amortization	3,889	6,542
Deferred Financing Costs	150,314	2,456
Legal and accounting	107,221	94,841
Management compensation	91,154	119,737
Stock-based compensation (Note 11)	13,952	37,886
Stockholder relations	5,000	162,095
Selling expenses	103,222	124,857
Other	<u>200,295</u>	<u>191,945</u>
Total operating expenses	<u>675,047</u>	<u>740,359</u>
Other Income (Expense):		
Miscellaneous income	238	4,308
Bad debt recovery	45,035	-
Gain on equipment sales		1,474
Gain on sale of trademark	7,405	-
Loss on marketable securities	(76,434)	-
Loan fees	(12,380)	-
Interest expense	(174,847)	(98,100)

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Stock warrant financing cost	<u>-</u>	<u>(122,869)</u>
Total other (expense)	<u>( 210,983)</u>	(215,187)
Loss from continuing operations	(832,711)	(811,546)
Discontinued operations		
Revenues from discontinued operations	222,277	201,721
Expenses from discontinued operations	<u>(486,230)</u>	<u>(391,738)</u>
Loss from discontinued operations	(263,953)	(190,017)
Net (Loss)	\$ ( 1,096,664)	\$ (1,001,563)
Preferred dividends	<u>14,326</u>	<u>6,674</u>
Net Loss attributable to common shareholders	\$ ( <u>1,110,990</u> )	<u>(1,008,237)</u>
Net Loss per share	\$ <u>(. 33)</u>	<u>\$ (.35)</u>
Net loss attributable to continuing operations	\$ ( <u>832,711</u> )	\$ <u>(811,546)</u>
Net Loss per share	\$ <u>(. 25)</u>	\$ <u>(.27)</u>
Let loss attributable to discontinued operations	\$ <u>(263,953)</u>	\$ <u>(190,017)</u>
Net Loss per share	\$ <u>(.08)</u>	\$ <u>(.06)</u>
Weighted Average Shares		
Outstanding	<u>3,371,816</u>	<u>3,025,167</u>

*See accompanying notes to these financial statements*



***GOLDEN WEST BREWING COMPANY, INC. AND SUBSIDIARIES*****CONSOLIDATED STATEMENT OF STOCKHOLDERS' DEFICIT  
DECEMBER 31, 2008 (Restated)**

	Preferred Stock		Common Stock		Additional	Accumulated (Deficit)	Totals
	<u>Shares</u>	<u>Amount</u>	<u>Shares</u>	<u>Amount</u>	<u>Capital</u>		
Balance, December 31, 2006			2,418,000	241	594,845	(1,220,385)	(625,299)
Stock issued for cash at \$0.35, March, 2007			400,000	40	129,385		129,425
Stock purchase warrants issued in financing, March, 2007					122,869		122,869
Stock issued for cash at \$0.33, July, 2007			282,000	28	93,032		93,060
Stock issued for cash at \$0.50, September, 2007			100,000	10	49,990		50,000
Advances converted to Preferred Stock at \$0.75,  September, 2007	300,000	30			224,970		225,000
Advance and accrued interest converted to stock,  September, 2007			15,000	2	9,973		9,975
Paid-in capital related to common stock  previously subject to rescission					10,000		10,000
Shares issued for investor relations at \$1.10,  September, 2007			100,000	10	109.990		110,000
Shares issued for loan fees at 0.70, December, 2007			15,000	2	10,498		10,500
Shares issued for compensation at \$0.60, December, 2007			5,000	1	2,999		3,000
Stock-based compensation options					37,886		37,886
Deferred financing costs on line of credit					95,270		95,270

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Dividends on Preferred Stock					(6,674)		(6,674)
Net (Loss)	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(1,001,563)</u>	<u>(1,001,563)</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, December 1, 2008			6,000		600		600
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

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Dividends on Preferred Stock for the year ended					(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)

*See accompanying notes to these financial statements*

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

	For the years ended	
	December 31,	
	<u>2008</u>	<u>2007</u>
	<u>(Restated)</u>	
Cash Flows from Operating Activities:		
Net loss	\$( 1,096,664)	\$ (1,001,563)
Adjustments to reconcile net loss to net cash used in		
operating activities:		
Depreciation	31,141	29,793
Amortization of intangibles	3,889	8,998
Stock-Based Compensation and expenses	21,452	161,386
Stock purchase warrants issued in financing	-	122,869
Deferred financing costs	206,788	2,456
Common stock issued for loan fees	11,255	-
Loss on marketable securities	76,434	-
(Gain) on sale of trademarks	(7,405)	-
(Gain) loss on sale of equipment	6,356	(1,474)
Impairment to Fixed Assets	<u>82,730</u>	<u>-</u>
	432,640	324,028
Changes in operating assets and liabilities:		
(Increase) decrease in:		
Accounts Receivable	144,836	(76,155)
Inventories	88,376	(5,856)
Prepaid expenses	(2,607)	11,265
Marketable Securities	( 150,386)	-
Increase (decrease) in:		
Checks written in excess of funds available	(39,927)	36,762
Accounts payable	141,833	29, 919
Accrued Expenses	<u>84,405</u>	<u>6,129</u>
	266,530	(2,064)
Net cash (used in) operating activities	( 397,495)	( 675,471)

Cash Flows from (used in) Investing Activities:		
Proceeds from sale of fixed assets	-	7,014
Investment in fixed assets	-	(39,812)
Net proceeds from ( investment in ) intangibles and other assets	<u>22,767</u>	<u>( 18,492)</u>
Net cash from (used in) investing activities	22,767	( 48,240)
Cash Flows from Financing Activities:		
Debt issuance costs - net	(2,456)	-
Net proceeds from sale of common stock	-	252,685
Proceeds from issuance of preferred stock	-	225,000
Net increase in lines of credit, advances and notes payable	<u>393,747</u>	<u>250,366</u>
Net cash from financing activities	391,244	728,051
Increase (Decrease) in Cash and Cash Equivalents	\$ 16,517	\$ 4,340
Cash and Cash Equivalents, beginning of period	<u>4,684</u>	<u>344</u>
Cash and Cash Equivalents, end of period	<u>\$ 21,201</u>	<u>\$ 4,684</u>

*See accompanying notes to these financial statements*

**GOLDEN WEST BREWING COMPANY AND SUBSIDIARY**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS (cont d)**

	<u>2008 (Restated)</u>	<u>2007</u>
Supplemental schedule of cash flow information:		
Cash paid for interest	\$	\$
	118,373	98,100
Cash paid for income tax	\$	\$
Supplemental disclosures of non-cash investing and financing activities:		
Accrued and unpaid preferred stock dividends	\$	\$
	14,326	6,674
Common stock issued for demand notes related parties	\$	\$
	383,819	
Common stock issued for accounts payable	\$	\$
	6,367	
Common stock issued for loan fees related parties	\$	\$
	11,255	10,500
Common stock issued for preferred shares	\$	\$
	225,000	
Common stock issued for deferred financing fees	\$	\$
	196,400	95,270
Common stock issued for preferred stock	\$	\$

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	225,000	-
Preferred stock issued for advances and accrued interest	\$	\$
		234,975
Forgiveness of demand notes related parties	\$	\$
	170,000	
Forgiveness of accrued expenses related parties	\$	\$
	21,800	

*See accompanying notes to these financial statements*

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**GOLDEN WEST BREWING COMPANY AND SUBSIDIARY**

**NOTES TO FINANCIAL STATEMENTS**

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

This summary of significant accounting policies of 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 (hereinafter referred to as The Company on a consolidated basis) 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.

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 December 31, 2008 and December 31, 2007, and its results of operations for the twelve month periods ended December 31, 2008 and 2007 and its cash flows for the twelve month periods ended December 31, 2008 and 2007 and the statement of stockholder's deficit as of December 31, 2008 and December 31, 2007. The accompanying financial statements should be read in conjunction with the notes thereto filed as a part of the Company's annual report on Form 10-K. 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 as a result 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. 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 was fairly valued at \$152,590 as of December 31, 2008 and is listed on the Balance Sheet as property and equipment assets held for sale.



We also had a loss from discontinued operations of \$263,953 in 2008 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 December 31, 2008 and 2007 are classified as follows:

**GOLDEN WEST BREWING COMPANY AND SUBSIDIARY****NOTES TO FINANCIAL STATEMENTS**

Inventory Class	2008	2007
Finished Product	\$ 34,550	\$ 83,338
Manufacturing Materials	63,925	92,451
Goods in Process	11,020	22,082
Total	\$ 109,495	\$ 197,871

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 December 31, 2008 and 2007 are classified as follows:

Fixed Asset Class	Life	2008	2007
Manufacturing equipment	5-15 yrs	\$ -	\$ 240,965
Draft equipment and kegs	5 yrs	-	21,494
Vehicles	5 yrs	-	2,670
Computers and lab equipment	5 yrs	-	823
Office furniture and fixtures	5 yrs	-	148
Leasehold improvements	30 yrs	-	3,667
Trademarks and domain names	n/a	-	6,330
Assets held for sale	n/a	152,590	-
Totals		\$ 152,590	\$ 276,097

As a result of the closure of our brewing facility, we expensed an impairment charge to fixed assets of \$82,730. 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 was fairly valued at \$152,590 as of December 31, 2008 and is listed on the Balance Sheet as Assets Held For Sale.

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. Our failure to properly insure these premises and equipment

or failure to pay rent on a monthly basis could result in a much greater impairment charge 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

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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 December 31, 2007 and 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 \$7,735 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.

As part of the 2006 annual impairment review, we elected to impair 100% of the remaining goodwill associated with the Butte Creek acquisition in August 2005.

Recent Accounting Pronouncements - There were various accounting standards and interpretations issued during 2008 and 2007, 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.

**GOLDEN WEST BREWING COMPANY AND SUBSIDIARY****NOTES TO FINANCIAL STATEMENTS**

**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 sale of marketable securities and/or assets, potential loan proceeds combined with improved results from operations as a result of our new production outsourcing model will be sufficient for the continued viability of the company, however there can be no assurance that any of the foregoing 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 Statement of Operations Effects of Restatement*

#### **Consolidated Statement of Operations for the Year Ended December 31, 2008**

	Originally			Restated
	<u>Reported</u>	<u>Restatement</u>	<u>Reclassifications</u>	<u>Amount</u>
			(a)	
Revenues	\$ 811,567	\$ -	\$ -	\$ 811,567
Cost of sales	717,843	-	-	717,843
Gross profit	53,319	-	-	53,319

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Expenses applicable to continuing operations	655,864	191,800	19,183	886,030
Loss from continuing operations	(621,728)	(191,800)	(19,183)	(832,711)
Loss from discontinued operations	(263,953)	-	-	(263,953)
Net loss	\$ (904,864)	\$ (191,800)	-	\$ (1,096,664)
Preferred dividends	14,326	-	-	14,326
Net loss attributable to common shareholders	\$ (919,190)	\$ (191,800)	-	\$ (1,110,990)
Basic and diluted net loss per share	\$ (.27)	\$ (.06)	-	\$ (.33)
Net loss attributable to continuing operations	\$ (640,911)	\$ (191,800)	-	\$ (832,711)
Basic and diluted net loss per share	\$ (.19)	\$ (.06)	-	\$ (.25)
Net loss attributable to discontinued operations	\$ (263,953)	\$ -	-	\$ (263,953)
Basic and diluted net loss per share	\$ (.08)	\$ -	\$ -	\$ (.08)
Basic and diluted weighted average shares outstanding	3,371,816	-	-	3,371,816

(a) Certain amounts have been reclassified in the 2008 consolidated financial statements to conform to the 2009 consolidated statements included in the Company's 2009 Form 10-K filed on May 4, 2010. Such reclassifications had no effect on the Company's 2008 net loss.

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*Consolidated Balance Sheet Effects of Restatement*

**Consolidated Balance Sheet as of December 31, 2008**

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

*Consolidated Statement of Cash Flows Effects of Restatement*

**Consolidated Statement of Cash Flows for the Year Ended December 31, 2008**

	<u>Originally Reported</u>	<u>Restatement</u>	<u>Reclassifications</u>	<u>Restated Amount</u>
Cash Flows from Operating Activities:			(a)	
Net loss	\$ (904,864)	\$ (191,800)	-	\$ (1,096,664)
Net cash (used in) operating activities	(222,916)	(191,800)	17,222	(397,494)



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Net cash from (used in) investing activities	9,365	-	13,402	22,767
Net cash from financing activities	230,068	191,800	(30,624)	391,244
Increase (Decrease) in Cash and Cash Equivalents	16,517	-	-	16,517
Cash and Cash Equivalents, beginning of period	<u>4,864</u>	=	-	<u>4,684</u>
Cash and Cash Equivalents, end of period	\$	\$	\$	\$
	21,201	-	-	21,201

(a) Certain amounts have been reclassified in the 2008 consolidated financial statements to conform to the 2009 consolidated statements included in the Company's 2009 Form 10-K filed on May 4, 2010. Such reclassifications had no effect on the Company's 2008 net loss.

### 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. As of December 31, 2008, this subsidiary owned the following marketable securities:

<u>No. of Shares</u>	<u>Security</u>	<u>Cost</u>	<u>MV @ 12/31/08</u>	<u>Unrealized g/l</u>
19,353	Edge Petroleum Convertible Preferred	\$114,286	\$32,126	(\$82,160)
22,000	Dollar Thrifty Auto Group	\$ 22,346	\$24,198	+\$1,852
1,200	SL Green Realty Corp Series C Preferred Stock			
		<u>\$ 16,875</u>	<u>\$17,628</u>	<u>+\$753</u>
Total		\$153,507	\$73,952	(\$79,555)

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We expensed an impairment charge of \$79,555 to record the fair value at 12-31-08 of our marketable securities.

In 2008, we bought and sold securities that resulted in net income of \$3,120.89.

<u>No. of Shares</u>	<u>Security</u>	<u>Gain/Loss</u>
1,000	Wachovia Bank Preferred Stock	+\$1,909.81
5,000	Dollar Thrifty Auto Group	+\$1,211.08

**4. Lines of Credit, Advances and Notes Payable:**

On November 1, 2004, J. Andrew Moorer, a former Director of the Company, made an uncollateralized advance of \$8,750. The advance continued to be uncollateralized and due on demand. This advance started to accrue interest at 8% on January 1, 2006 and had accrued interest as of September 30, 2007 of \$1,225. On September 30, 2007 the balance of the advance plus accrued interest totaling \$9,975 was converted to 15,000 shares of common stock.

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 December 31, 2008, 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 December 31, 2008, the Power Curve and Lone Oak notes had accrued interest of \$6,750 and \$1,191 respectively and short-term maturities of \$50,000 and \$11,054 ..

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 December 31, 2008, these notes had current maturities of \$215,000 and \$90,000 respectively and had accrued interest of \$29,025 and \$12,150 respectively.

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 December 31, 2008 the note had accrued interest of \$4,969.

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.

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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 December 31, 2008, these notes had current maturities of \$0 and \$100,000 respectively and had accrued interest of \$0 and \$16,000 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 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 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

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**GOLDEN WEST BREWING COMPANY AND SUBSIDIARY**

**NOTES TO FINANCIAL STATEMENTS**

Chief Executive Officer. As of December 31, 2008, the balance of this note was \$10,000 plus accrued interest of \$ 1,422.

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 year ended December 31, 2007, John Power and affiliates of Mr. Power have made short-term advances to the Company that remained unpaid as of December 31, 2007 and 2008 in the amounts of \$112,744 and \$107,425 respectively. The advances are uncollateralized and due on demand and had accrued interest of \$6,000 in 2007 and \$12,000 in 2008 for total accrued interest of \$18,000.

Subsequent to December 31, 2008, John Power and affiliates of Mr. Power made additional short-term advances to the Company which have been repaid as of April 14, 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

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**GOLDEN WEST BREWING COMPANY AND SUBSIDIARY****NOTES TO FINANCIAL STATEMENTS**

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 December 31, 2008 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 December 31, 2008. 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 December 31, 2008 was \$23,852.

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 December 31, 2008 was \$8,703.

<b>Notes Payable</b>	<b>Current</b>	<b>Long-Term</b>	<b>Accrued</b>	<b>Interest</b>	<b>Maturity</b>	
<b>December 31, 2008</b>	<b>Portion</b>	<b>Portion</b>	<b>Interest</b>	<b>Rate</b>	<b>Date</b>	<b>Collateralized</b>
<b>Lines of Credit</b>						
Bank of America (Atmore)	\$ 8,703	-	-	27.98%	Demand	No
Wells Fargo (Atmore)	<u>23,852</u>	<u>-</u>	<u>-</u>	14.25%	Demand	No
<b>TOTAL</b>	<u>\$ 32,555</u>	<u>-</u>	<u>-</u>			
<b>Notes Payable - Related Parties</b>						
Power Curve, Inc. #1	\$ 50,000	-	\$ 6,750	9%	Sep., 2008	Yes
Power Curve, Inc. #2	90,000	-	12,150	9%	Dec., 2008	Yes
Power Curve, Inc. #3	100,000	-	16,000	8%	Dec., 2008	Yes
John C. Power #1	215,000	-	29,025	9%	Dec., 2008	Yes
Credit Facility	343,000	-	24,214	8%	Dec., 2008	No
Lone Oak Vineyards	11,054	-	1,191	9%	Sep., 2008	Yes
John Gibbs	200,000	-	1,574	6%	Dec., 2009	Yes
	<u>100,000</u>	<u>-</u>	<u>18,000</u>	12%	Demand	No





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**5. Related Party Transactions**

On November 1, 2004, J. Andrew Moorer, a former Director of the Company, made an uncollateralized advance of \$8,750. The advance continued to be uncollateralized and due on demand. This advance started to accrue interest at 8% on January 1, 2006 and had accrued interest as of September 30, 2007 of \$1,225. On September 30, 2007 the balance of the advance plus accrued interest totaling \$9,975 was converted to 15,000 shares of common stock.

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 December 31, 2008, 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 are payable in full in 2008. The loans are collateralized by a security interest covering all of our tangible and intangible assets. As of December 31, 2008, the Power Curve and Lone Oak notes had accrued interest of \$6,750 and \$1,191 respectively and short-term maturities of \$50,000 and \$11,054, respectively ..

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 December 31, 2008, these notes had current maturities of \$215,000 and \$90,000 respectively and had accrued interest of \$29,025 and \$12,150 respectively.

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 December 31, 2008 the note had accrued interest of \$4,969.

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 mature 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 \$5,700 in accrued interest. Consequently, as of December 31, 2008, these notes had current maturities of \$0 and \$100,000 respectively and had accrued interest of \$0 and \$16,000 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 and is repayable, together with interest at the rate of 8% per annum, on or before December 31, 2008. The

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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. The debenture is unsecured. 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 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 also guaranteed by John C. Power, the Company's Chief Executive Officer. As of December 31, 2008, the balance of this note was \$10,000 plus \$1,422 in accrued interest.

On March 15, 2007, we completed the private placement of units, each unit consisting of one share of the Company's Common Stock ( Common Stock ) and one Warrant exercisable to purchase one additional share of Common Stock at an exercise price of \$0.40 per share for a period of two years from the date of issue ( Warrants ). Collectively, the Common Stock and Warrants are, hereinafter, referred to as Units . The private offering price was \$0.35 per Unit. In total, we sold 400,000 units. The units were sold to a total of three (3) investors, each of whom qualified as an "accredited investor" within the meaning of Rule 501(a) of Regulation D under the Securities Act of 1933, as amended (the Securities Act ). One of the three investors was John Power, The Company's C.E.O. and Director. These warrants expired on March 15, 2009.

On July 19, 2007, we completed a private placement of 282,000 shares at \$0.33 per share for a total of \$93,060 in proceeds. Brian Power, a Director, acquired 100,000 of these shares for cash. Our attorney, Clifford L. Neuman, acquired 60,000 of these shares by converting \$19,800 in accrued fees payable.

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

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**GOLDEN WEST BREWING COMPANY AND SUBSIDIARY**

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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.

Effective December 1, 2007, the Company entered into an employment agreement with its President, Mark Simpson, providing for the issuance to Mr. Simpson of an aggregate of 13,000 shares of the Company's common stock as compensation for his services as President. Concurrently, the Company also entered into a consulting agreement with Artisan Food and Beverage Group, Inc., a company owned and controlled by Mr. Simpson, providing for the provision of consultation services to the Company in consideration of a consulting fee in the amount of \$4,500 per month. The consulting agreement terminated on December 31, 2008 and \$9,000 is still due and payable under this agreement.

During the year ended December 31, 2007, John Power and affiliates of Mr. Power have made short-term advances to the Company that remained unpaid as of December 31, 2007 and 2008 in the amounts of \$112,744 and \$107,425 respectively. The advances are uncollateralized and due on demand and had accrued interest of \$6,000 in 2007 and \$12,000 in 2008 for total accrued interest of \$18,000.

Subsequent to December 31, 2008, John Power and affiliates of Mr. Power made additional short-term advances to the Company which have been repaid as of April 14, 2009. The advances were uncollateralized and due on demand.

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 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. The debenture is uncollateralized and remains 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.

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 also

guaranteed by John C. Power, the Company's Chief Executive Officer. As of December 31, 2008, the balance on this note was \$10,000 plus accrued interest of \$ 1,422.

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**GOLDEN WEST BREWING COMPANY AND SUBSIDIARY**

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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 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 were 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 secured 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.



These related party transactions have not been evaluated for fairness.

## **6. 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

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based on the Consumer Price Index, and expires in 2010. A CPI adjustment to the rent was not made in 2007 or 2008.

Future minimum lease payments under this lease are as follows:

Year Ending December 31,

2009	\$44,712
2010	\$22,356

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 are required to pay April 2009 rent by April 15, 2009 and May 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 and future rents due under the lease.

## **7. Commitments & Contingencies**

### *A. Delinquent Taxes*

At December 31, 2008, the Company had outstanding payroll tax liabilities of \$35, 110. 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 December 31, 2008, the Company had alcohol related taxes payable to federal and state taxing authorities of \$8, 976. The detail of those taxes payable is as follows:

December 31, 2008

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<u>Tax Agency</u>	<u>Due</u>	<u>Delinquent</u>	
Internal Revenue Service	\$34,552	\$34,137	PAYROLL TAXES
CA Employment Development Department	\$ 558	\$ 0	PAYROLL TAXES
Federal Tax and Trade Bureau	\$ 7,966	\$ 4,491	EXCISE TAX
CA Board of Equalization	\$ 1,010	\$ 0	EXCISE TAX
CA Board of Equalization	\$ 493	\$ 0	SALES AND USE TAX
CA Department of Conservation	\$24,691	\$24,691	CRV TAX
CA Franchise Tax Board	\$ 6,600	\$ 6,600	FRANCHISE 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

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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 2008 and 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 are required to pay April 2009 rent by April 15, 2009 and May 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 and future rents due under the lease.

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

During 2005 and 2006, the Company filed an SB-2 registration statement and a post-effective amendment to facilitate a public offering of its common stock. The filings were declared effective by the Securities and Exchange Commission on February 14, 2006 and June 30, 2006, respectively. The offering consisted of a minimum of 400,000 shares at \$0.50 per share and a maximum of 1,000,000 shares at \$0.50 per share. The Company completed the offering on August 3, 2006 having sold 408,000 shares and received gross proceeds of \$204,000. The proceeds were partially offset by \$150,000 of costs associated with the completion of the Offering.

On March 15, 2007, we completed the private placement of units. Each unit consisted of one share of the Company's Common Stock and one Warrant exercisable to purchase one additional share of Common Stock at an exercise price of \$0.40 per share for a period of two years from the date of issue. The private offering price was \$0.35 per Unit. All 400,000 units were sold to a total of three investors, each of whom qualified as an "accredited investor" within the meaning of Rule 501(a) of Regulation D under the Securities Act of 1933, as amended (the Securities Act ). One of the three investors was

John Power, The Company's President and Director. The gross proceeds of the offering were \$140,000, while costs associated with the offering totaled \$10,575, resulting in net proceeds of \$129,425.

The fair value of the warrants issued in the private placement was estimated utilizing the Black-Scholes pricing model with the following assumptions: expected life of 2 years; expected volatility of 50%; risk free interest rate of 4.57% and no dividend yield. The fair value of the warrants totaling \$122,869 has been charged to other expenses as financing costs for the year ended December 31, 2007.

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On July 19, 2007, we completed a private placement of 282,000 shares at \$0.33 per share for a total of \$93,060 in proceeds. Brian Power, a Director, acquired 100,000 of these shares for cash. Our attorney, Clifford L. Neuman, acquired 60,000 of these shares by converting \$19,800 in accrued fees payable.

Effective September 30, 2007, the Company issued an aggregate of 15,000 shares of common stock in satisfaction of an uncollateralized advance payable to a non-affiliate in the amount of \$9,975, principal and interest. The shares were issued to one person who qualified as an accredited investor within the meaning of Rule 501(a) of Regulation D under the Securities Act. The shares, which were acquired for investment purposes and subject to restrictions on transfer, were sold without registration under the Securities Act in reliance upon Section 4(2) thereunder. No fees or commissions were paid in the transaction.

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

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.

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

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.

As part of the foregoing transactions, the Company s Board of Directors authorized, adopted and approved a designation of a series of preferred stock consisting of an aggregate of 300,000 of Series A Convertible Preferred Stock. The Company s Certificate of Incorporation previously authorized the Board of Directors to adopt one or more series of preferred stock within the authorized limitation of 5,000,000 shares. The adoption by the Board of Directors of the Series A Preferred Stock did not require further



shareholder approval. During the calendar year ending 2007 the company accrued \$6,674 of accrued dividends.

The Certificate of Designations, Preferences and Rights of Series A Convertible Preferred Stock has previously been filed with the Commission. Following is a summary of the relative rights and preferences of the Series A Preferred Stock, which summary is qualified in its entirety by reference to the Certificate.

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<u>Stated Value</u>	\$0.75 per share
<i>Liquidation Preference</i>	\$0.75 per share, senior to shares of Common Stock
<i>Dividends</i>	7% per year, payable, at the option of the Company, either in cash or in shares of Common Stock, valued at 100% of Fair Market Value on the Dividend Payment Date.
<i>Conversion Rights</i>	Convertible into shares of Common Stock, at the option of the holder at an initial conversion price of \$0.75 per share.
<i>Voting Rights</i>	Holder of Series A Preferred Stock exercise full voting rights together with holders of shares of Common Stock, voting as a group.

The Company sold 100,000 shares of common stock at \$0.50 per share to two investors in September 2007 in a private transaction.

Beginning in December, 2007, the Company commenced issuing 1,000 shares of common stock per month of service pursuant to its Employment Agreement with its President, Mark Simpson. A total of 13,000 shares were issued to Mr. Simpson.

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 applicable to this debenture representing deferred financing fees is \$15,110 which was credited to Additional paid in capital and charged to deferred financing fees.

In December 2007, the Company granted a one-time bonus of 1,000 common shares to three employees for a total of 3,000 common shares. The shares were valued at \$.50 per share and were expensed in 2007.

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 2007 and 2008, the Company granted and issued an aggregate of 26,000 shares of common stock: 13,000 to its President, Mark Simpson; and, 13,000 shares to its Chief Financial Officer of a wholly-

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owned subsidiary. The shares were issued for services for the 13 month period ended December 31, 2008.

**9 .. Income Taxes**

The Company has an estimated net operating loss carry forward of approximately \$3, 381,838 and \$2,285,175 at December 31, 2008 and December 31, 2007, respectively, to offset future taxable income. The net operating loss carry forward, if not used, will expire in various years through 2025, and may be restricted if there is a change in ownership. No deferred income taxes have been recorded because of the uncertainty of future taxable income to be offset.

Significant components of the Company's net deferred income tax asset are as follows:

	<u>December</u> <u>31, 2008</u> <u>(Restated)</u>	<u>December</u> <u>31,2007</u>	<u>Prior</u> <u>Years</u>
Net operating losses carry forward	\$ 1,096,664	\$ 1,001,564	\$ 1,283,611
Effective Tax rate	37 ..5%	37 ..5%	37 ..5%
Deferred income tax	411,249	375,586	481,354
Deferred income tax allowance	( 411,249)	( 375,586)	( 481,354)
Net deferred income tax asset	\$ -	\$ -	\$ -

The reconciliation of income tax (benefit) computed at the federal statutory rate to income tax expense (benefit) for all periods presented is as follows:

	2008
Tax (benefit) at Federal statutory rate	( 34.0 )%
State tax (benefit) net of Federal benefit	(3. 5)%
Valuation allowance	37.5%
Tax provision (benefit)	-

**10. Investor Relations Agreement**

The Company entered into a 6-month contract effective October 15, 2007 with an unrelated company to provide Investor Relations. The Company paid Red Chip Companies, Inc. \$50,000 cash and 100,000 shares of common stock valued at \$110,000 for an aggregate of \$160,000 for these services that was expensed in the year ended December 31, 2007.

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**11. 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 2008 expense was \$13,952.

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 December 31, 2008:

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>

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<u>Exercise</u>	<u>Weighted Average</u>	<u>Weighted Average</u>	<u>Weighted Average</u>	<u>Number</u>
<u>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%

**12. Subsequent Events:**

A Subsequent to December 31, 2008, John Power and affiliates of Mr. Power made additional short-term advances to the Company which have been repaid as of April 14, 2009. The advances were uncollateralized and due on demand.

B. 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. 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 was fairly valued at \$152,590 as of December 31, 2008 and is listed on the Balance Sheet as Assets Held For Sale.



We also had an operating loss from discontinued operations of \$263,953 in 2008 related to the closure of our brewing facility.

C. 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.

D. 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 are required to pay April 2009 rent by April 15, 2009 and May 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 and future rents due under the lease.

E. The Chief Financial Officer of our California subsidiary, Dan Del Grande, resigned effective March 31, 2009.

**ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

None.

**ITEM 9A. 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 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 and we refer you to Exchange Act Rule 13a-15(e). 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.

**MANAGEMENT'S ANNUAL REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING**

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

- 1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
  
- 2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and,
  
- 3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the Company's financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Therefore, even those systems determined to be effective can provide only reasonable assurance of achieving their control objectives. Furthermore, smaller reporting companies face additional limitations. Smaller reporting companies employ fewer individuals and find it difficult to properly segregate duties. Often, one or two individuals control every aspect of the Company's operation and are in a position to override any system of internal control. Additionally, smaller reporting companies tend to utilize general accounting software packages that lack a rigorous set of software controls.

Our management, with the participation of the President, evaluated the effectiveness of the Company's internal control over financial reporting as of December 31, 2008. In making this assessment, our management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control -- Integrated Framework. Based on this evaluation, our management, with the participation of the President, concluded that, as of December 31, 2008, our internal control over financial reporting was not effective due to material weaknesses in the system of internal control.

A material weakness is a control deficiency, or a combination of control deficiencies, that results in a more than remote likelihood that a material misstatement of the Company's annual or interim financial statements will not be prevented or detected. As of December 31, 2008, the following significant deficiencies in our internal control over financial reporting were identified:

(1) The Company has not properly segregated duties as one or two individuals initiate, authorize, and complete all transactions. The Company has not implemented measures that would prevent the individuals from overriding the internal control system. The Company does not believe that this control deficiency has resulted in deficient financial reporting because the Principal Executive Officer and our Principal Financial Officer is aware of his responsibilities under the SEC's reporting requirements and personally certifies the financial reports.

(2) The Company has installed accounting software that does not prevent erroneous or unauthorized changes to previous reporting periods and does not provide an adequate audit trail of entries made in the accounting software.

(3) Due to a shortage in working capital, the Company has lacked the resources to retain and maintain adequate human resources to implement formal systems and documented procedures or conduct sufficient testing that permit the timely accumulation of information and preparation of financial statements.

(4) The Company does not maintain an employee handbook, and reviews were not current.

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 a 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.

## **CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING**

During 2008, there were no changes in the Company's internal controls over financial reporting, known to the Principal Executive Officer and our Principal Financial Officer, that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

## **LIMITATIONS ON CONTROLS**

Disclosure controls and procedures, no matter how well designed and implemented, can provide only reasonable assurance of achieving the Company's disclosure objectives. The likelihood of achieving such objectives is affected by limitations inherent in such controls and procedures, including the fact that human judgment in decision making can be faulty and that breakdowns in internal controls can occur because of human failures such as simple errors or mistakes or intentional circumvention of the established process.

This annual report does not include an attestation report of the Company's registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the Company's registered public accounting firm pursuant to temporary rules of the Securities and Exchange Commission that permit the Company to provide only management's report in this Form 10-K.

## **ITEM 9B. OTHER INFORMATION**

None.

## **PART III**

**ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE**

Directors and Executive Officers

Our executive officers, key employees and directors and their respective ages and positions are set forth below:

<u>Name</u>	<u>Age</u>	<u>Position</u>
John C. Power <sup>(1)</sup>	46	Chief Executive Officer, President, Chief Financial Officer, Principal Accounting Officer, Secretary and Director

Brian Power <sup>(1)</sup>	43	Director
Mark Simpson	48	President

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<sup>(1)</sup> John C. Power and Brian Power are brothers.

*John C. Power*, age 46, has been a director of Golden West since its inception in December 2003 and Chief Financial Officer since March 2005. He has served as President from December 2005 to December 2007 and as Secretary since January, 2007. Since March 2008, Mr. Power has also served as a director of Reserve Energy Corporation, a small private oil and gas exploration and production company. From September 2008 to the present, Mr. Power has served as an officer and director of Hungry Hunter, Inc. a California based restaurant enterprise. He was President (since September 1992) and Director (since September 1989) of Redwood MicroCap Fund, Inc., a registered closed-end investment company regulated under the Investment Company Act of 1940, until March 2005. In addition, until March 2005, he served as Vice President of TriPower Resources, Inc., an oil and gas exploration company, (since December 1993), President and Director of Alta California Broadcasting, Inc. which operates local market radio stations, (since May 1994), President and Director of Four Rivers Broadcasting, Inc., also a radio broadcaster, (since May 1997), and Managing Member of Nova Redwood, LLC, which held undeveloped real property which has now been sold, (since November 1999). He is Co-Managing Member of Wyoming Resorts, LLC, which owns and operates an historic hotel in Thermopolis, Wyoming, (since June 1997), Managing Member of Montana Resorts, LLC, which is a holding company for Yellowstone Gateway Resorts, LLC, (from May 2002), Managing Member of Yellowstone Gateway Resorts, LLC, which owned and operated the Gallatin Gateway Inn, (from May 2002) and was co-Managing Member of Napa Canyon, LLC, which owns undeveloped real estate in Napa, California, (since September 2001). On November 16, 2004, Yellowstone Gateway Resorts, LLC filed a voluntary petition in bankruptcy under Chapter 11 of the U.S. Bankruptcy Code in response to an adverse arbitration award in favor of a former employee. Yellowstone Gateway Resorts, LLC was successfully reorganized under Chapter 11. He served as Director of Redwood Energy, Ltd. from 1994 to 2004, President and Director of Redwood Broadcasting, Inc. from December 1994 to June 1998, President and Director of Power Surge, Inc., which was involved in radio broadcasting from December 1996 to June 1998. He also serves as President of Power Curve, Inc., a private investment company, (since 1986), Managing Member of Sea Ranch Lodge and Village, LLC, which owned and operated the Sea Ranch Lodge in Sonoma County, California, (since December 1997), Managing Member of Best of Sea Ranch, LLC, which owns a 50% interest in Sea Ranch Escapes which is involved in home rentals at the Sea Ranch (since December 2004) and co-Managing Member of Napa Partners, LLC, which is a real estate holding company (since November 1999). He also served as Managing Member of Sea Ranch California, LLC from December 1997 to June 2004. Mr. Power attended Occidental College and University of California at Davis.



On June 1, 1998, the Securities and Exchange Commission issued an Order instituting proceedings alleging, among other things, that John C. Power, one of our directors, violated Section 10(b) of the Securities Exchange Act of 1934 and Rule 10(b)(5) promulgated thereunder by participating in a manipulation through his personal account of the public trading market for the stock of Premier Concepts, Inc., from approximately June 1994 through December 1994. On November 15, 2005, the US Court of Appeals for the District of Columbia Circuit issued an Opinion and Order dismissing the matter.

*Brian Power*, age 43, was CEO, President and Director of Golden West since its inception in December 2003. He resigned as President and CEO in December 2005. He has been President and Director from February 1997 to the present of Lone Oak Vineyards, Inc., a California real estate investment company. From October 1998 to present, he has been founder and managing member of Spirit of Adventure, LLC, formed to develop deep ocean exploration technologies and design and build high technology-based manned submersibles. From February 2002 to present, he has been founder and managing member of West Indies Investments, LLC, a company that sponsors tourist excursions in Providenciales, Turks and Caicos Islands, and the British West Indies. He has been Director of Snuba, Inc. from 1996 to present, a licensor of and manufacturer of patented dive apparatus. From September 1996 to April 2002, he was a Director of Combined Penny Stock Fund, Inc., a registered closed-end investment management company regulated under the Investment Company Act of 1940; and from May 2000 to December 2001, served as managing member of Binghampton Meadows, LLC, a single purpose real estate development entity located in Solano County, California. Mr. Power attended Solano Community College and the University of California at Davis.

*Mark Simpson*, age 48, Brewmaster and Winemaker, has twenty-three years experience in food and beverage manufacturing. He is the founder and owner of Artisan Group Food and Beverage Group, Inc., through which he provides consulting services to a wide variety of clients engaged in brewing, winemaking and culinary arts. He started his career with Molson Breweries, working with their core brands, as well as brewing international brands under license such as: Lowenbrau, Coors and Kirin. From 1992 to 2001, he was Brewmaster at Vancouver's Granville Island Brewing, where he developed award winning brands such as Cypress Honey Lager, the Belgian influenced Christmas Ale and cask aged Scottish Ale. From 2001 to 2005, Mark worked for RJ Spagnols, a division of Vincor International, in a winemaking role, as Director of Research & Development and Quality Assurance. He has a Bachelor of Science degree in Microbiology from the University of British Columbia, 1982; he is a member of the British Columbia Wine Institute and Brewer's Association of America; a faculty member of the British Columbia Institute of Technology, Food Technology Department; and a past Chairman and founder of the Craft Brewers Association of British Columbia.

During the last five years, except as disclosed above, none of our directors or officers has:

- a. had any bankruptcy petition filed by or against any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within two years prior to that time;
- b. been convicted in a criminal proceeding or subject to a pending criminal proceeding;
- c. been subject to any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business,

securities or banking activities; or

- d. been found by a court of competent jurisdiction in a civil action, the Commission or the Commodity Futures Trading Commission to have violated a federal or state securities or commodities law, and the judgment has not been reversed, suspended, or vacated.

Our executive officers are elected annually at the annual meeting of our Board of Directors held after each annual meeting of shareholders. Our directors are elected annually at the annual meeting of our shareholders. Each director and executive officer will hold office until his successor is duly elected and qualified, until his resignation or until he shall be removed in the manner provided by our by-laws.

We currently do not have standing audit, compensation or nominating committees of the Board of Directors. We plan to form audit, compensation and nominating committees when it is necessary to do so to comply with federal securities laws or to meet listing requirements of a stock exchange or the Nasdaq Stock Market.

We have adopted a Code of Ethics applicable to our directors and executive officers. That Code of Ethics can be viewed at the SEC website: [www.sec.gov](http://www.sec.gov). We do not maintain a website. We will provide a copy of the Code of Ethics upon written request to the Company.

Except for the filial relationship between John C. Power and Brian Power, no other family relationship exists among our directors. There do not exist any arrangements or understandings between any director and any other person pursuant to which any director was elected as such.

## **2004 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. 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. As required by Section 422 of the Internal Revenue Code of 1986, as amended, the aggregate fair market value of our common stock underlying incentive stock options granted to an employee exercisable for the first time in any calendar year may not exceed \$100,000. The foregoing limitation does not apply to non-qualified options. The exercise price of an incentive option may not be less than 100% of the fair market value of the shares of our common stock on the date of grant. The same limitation does not apply to non-qualified options. An option is not transferable, except by will or the laws of descent and distribution. If the employment of an optionee terminates for any reason, (other than for cause, or by reason of death, disability or retirement), the optionee may exercise his options within a 90-day period following such termination to the extent he was entitled to exercise such options at the date of termination. A maximum of 500,000 shares of our common stock are subject to the Equity Incentive Plan. As of the

date of this prospectus, no options, stock appreciation rights or bonus stock have been granted under the Equity Incentive Plan. The purpose of the Equity Incentive Plan is to provide employees, including our officers and employee directors, and non-employee consultants and advisors, with an increased incentive to make significant and extraordinary contributions to our long-term performance and growth, to join their interests with the interests of our shareholders, and to facilitate attracting and retaining employees of exceptional ability.

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.

As of the date of this Report, we have granted options exercisable to purchase an aggregate of 400,000 shares under the Plan, of which options to purchase 275,000 shares have forfeited.

### **Director Compensation**

Under our Equity Incentive Plan, each of our directors and officers is eligible to receive options to purchase shares of our common stock. To date, we have granted Brian Power and J. Andrew Moorer each options to purchase 50,000 shares of common stock at an exercise price of \$.50 per share. Mr. Moorer resigned from the board of directors in December 2006, and as a result, his options have since terminated without exercise. We plan to make annual grants to directors in the future, but the basis of such grants has not yet been established.

### **Indemnification and Limitation on Liability of Directors**

Our certificate of incorporation limits the liability of a director for monetary damages for his conduct as a director, except for:

- \* Any breach of the duty of loyalty to us or our stockholders,
- \* Acts or omissions not in good faith or that involved intentional misconduct or a knowing violation of law,
- \* Dividends or other distributions of corporate assets from which the director derives an improper personal benefit.
- \* Liability under federal securities law

The effect of these provisions is to eliminate our right and the right of our stockholders (through stockholder's derivative suits on our behalf) to recover monetary damages against a director for breach of his fiduciary duty of care as a director, except for the acts described above. These provisions do not limit or eliminate our right or the right of a stockholder to seek non-monetary relief, such as an injunction or rescission, in the event of a breach of a director's

duty of care.

Our certificate of incorporation also provides that we shall indemnify, to the full extent permitted by Delaware law, any of our directors, officers, employees or agents who are made, or threatened to be made, a party to a proceeding by reason of the fact that he or she is or was one of our directors, officers, employees or agents. The indemnification is against judgments, penalties, fines, settlements, and reasonable expenses incurred by the person in connection with the proceeding if certain standards are met. Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to our directors, officers and controlling persons in accordance with these provisions, or otherwise, we have been advised that, in the opinion of the SEC, indemnification for liabilities arising under the Securities Act of 1933 is against public policy as expressed in the Securities Act and is, therefore, unenforceable.

**Compliance with Section 16(a) of the Exchange Act**

Under the Securities Laws of the United States, the Company's Directors, its Executive (and certain other) Officers, and any persons holding more than ten percent (10%) of the Company's common stock are required to report their ownership of the Company's common stock and any changes in that ownership to the Securities and Exchange Commission. Specific due dates for these reports have been established and the Company is required to report in this report any failure to file by these dates. All of these filing requirements were satisfied by its Officers, Directors, and ten-percent holders except for Mr. Gibbs who failed to file one report covering one transaction in a timely fashion. In making these statements, the Company has relied on the written representation of its Directors and Officers or copies of the reports that they have filed with the Commission.

**ITEM 11. EXECUTIVE COMPENSATION**

The following table and discussions summarize all plan and non-plan compensation earned by or paid to our chief executive officer for our last three completed fiscal years. No executive officer received total annual salary and bonus of at least \$100,000 during those periods.

**SUMMARY COMPENSATION TABLE**

Name	Nonqualified						
and	Non equity			Deferred			
Principal	Salary	Stock	Options	Incentive Plan	Compensation	All Other	
Position	Year (\$)	Bonus	Awards	Awards	Compensation	Earnings	Compensation Total
John C. Power, CEO	2008	- 0 -	- 0 -	-	-	-	- 0 -
John C. Power, CEO	2007	- 0 -	- 0 -	-	-	-	- 0 -
Mark Simpson, Pres.	2008 (1)	-0-	12,000	-	-	-	12,000
			(2)				



(1) The Company entered into a consultation agreement with Artisan Food and Beverage Group, Inc., ( Artisan ), a consulting firm controlled by Mark Simpson. Under the terms of the consulting agreement, Artisan agreed to provide certain strategic services in consideration of a consulting fee equal to \$4,500 per month. This agreement expired on December 31, 2008. Any services provided in 2009 will be on an hourly basis.

(2) Effective December 1, 2007, we also entered into a thirteen-month employment agreement with Mark Simpson to serve as President of the Company. In consideration of his services as President, the Company issued Mr. Simpson 1,000 shares per month for an aggregate of 13,000 shares of the Company's common stock. Mr. Simpson continues to serve as President.

The following table sets forth information concerning unexercised options, stock that has not vested and equity incentive plan awards for each named executive officer outstanding as of the end of the most recently completed fiscal year:

**OUTSTANDING EQUITY AWARDS AT FISCAL YEAR END TABLE**

Name	Option Awards			Stock Awards					
	Number of Securities Underlying Unexercised Options	Number of Securities Underlying Unexercised Options	Equity Incentive Plan Awards; Number of Securities Underlying Unexercised Option	Equity Incentive Plan Awards; Number of Securities Underlying Unexercised Option	Equity Incentive Plan Awards; Number of Securities Underlying Unexercised Option	Equity Incentive Plan Awards; Number of Securities Underlying Unexercised Option	Equity Incentive Plan Awards; Number of Securities Underlying Unexercised Option	Equity Incentive Plan Awards; Number of Securities Underlying Unexercised Option	Equity Incentive Plan Awards; Number of Securities Underlying Unexercised Option
	Exercisable	Unexercisable	Options	Price	Date	Vested	Vested	Vested	Vested
John Power	-0-	-0-	-0-	-	-	-0-	-	-0-	-
Brian Power	50,000	50,000	-0-	-	-	-0-	-	-0-	-

Effective February 21, 2007, our wholly-owned subsidiary entered into an Employment Agreement with Daniel Del Grande, the Manager of Bison Brewing, to serve as Chief Financial Officer of the subsidiary for the period beginning February 21, 2007 and ending the earlier of (i) February 20, 2009 or (ii) the termination of the Production Agreement with Bison Brewing Company, LLC. The Production Agreement terminated by mutual consent on December 31, 2008. The employment agreement was extended to March 31, 2009.

The following table sets forth information concerning compensation paid to the Company's directors during the most recently completed fiscal year:

**DIRECTOR COMPENSATION TABLE**

Name	Fees		Nonqualified				Compensation Total
	in Cash	Stock Awards	Option Awards	Non-Equity Incentive Plan Compensation	Deferred Earnings	All Other Compensation	
John Power	0	0	0	0	0	0	0
Brian Power	0	0	0	0	0	0	0

**ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS**

The following table sets forth information with respect to beneficial ownership of our common stock by:

- \* each person who beneficially owns more than 5% of the common stock;
- \* each of our executive officers named in the Management section;
- \* each of our Directors; and



\* all executive officers and Directors as a group.

The table shows the number of shares owned as of March 31, 2009 and the percentage of outstanding common stock owned as of March 31, 2009. Each person has sole voting and investment power with respect to the shares shown, except as noted.

Name and Address of <u>Beneficial Owner</u> <sup>(1)</sup>	Amount and Nature of Beneficial <u>Ownership</u> <sup>(2)</sup>	Ownership as a Percentage of outstanding <u>common shares</u> <sup>(3)</sup>
Mark F. Simpson	13,000	nil
Daniel Del Grande	13,000	nil
John Gibbs	659,500	19.37%
807 Wood N Creek Ardmore, OK 73041		
John C. Power	633,000	18.59%
Post Office Box 114 Sea Ranch, CA 95497		
Brian Power	150,000 <sup>(4)</sup>	4.28%
Butte Creek Brewing Company, LLC	200,000	5.87%
500 Orange Street Chico, California <sup>(5)</sup>		
Clifford Neuman	213,000 <sup>(6)</sup>	6.16%

1507 Pine Street

Boulder, CO

All officers and directors as a group (four persons)	809,000	23.4%
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- (1) Unless otherwise stated, address is 945 West 2<sup>nd</sup> Street, Chico, California 95928.
- (2) Under SEC Rules, we include in the number of shares owned by each person the number of shares issuable under outstanding options or warrants if those options or warrants are exercisable within 60 days of the date of this prospectus. In calculating percentage ownership, we calculate the ownership of each person who owns exercisable options by adding (i) the number of exercisable options for that person only to (ii) the number of total shares outstanding and dividing that result into (iii) the total number of shares and exercisable options owned by that person.

- (3) Shares and percentages beneficially owned are based upon 3,404,525 shares outstanding on March 31, 2009.
- (4) Includes 50,000 shares that may be acquired under stock option plan.
- (5) Voting and investment power is exercised by the sole manager of Butte Creek, who is Thomas Atmore.
- (6) Includes 50,000 shares issuable upon conversion of a Convertible Debenture in the principal amount of \$30,000.

**ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS  
AND DIRECTOR INDEPENDENCE**

On November 1, 2004, J. Andrew Moorer, a former Director of the Company, made an uncollateralized advance of \$8,750. The advance continued to be uncollateralized and due on demand. This advance started to accrue interest at 8% on January 1, 2006 and had accrued interest as of September 30, 2007 of \$1,225. On September 30, 2007 the balance of the advance plus accrued interest totaling \$9,975 was converted to 15,000 shares of common stock.

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, and is due in full March, 2008. As of December 31, 2008, 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 are payable in full in 2008. The loans are collateralized by a security interest covering all of our tangible and intangible assets. As of December 31, 2008, the Power Curve and Lone Oak notes had accrued interest of \$ 6,750 and \$ 1,191 respectively and short-term maturities of \$50,000 and \$11,054 ..

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 December 31, 2008, these notes had no current maturities and long-term maturities of \$215,000 and \$90,000 respectively and had accrued interest of \$9,675 and \$4,050 respectively.

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 December 31, 2008 the note had accrued interest of \$4, 969 ..



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 mature December 31, 2008 and are collateralized by all tangible and intangible assets but junior to all prior perfected liens against those assets. As of December 31, 2008, these notes had no current maturities and long-term maturities of \$ 0 and \$1 00 ,000 respectively and had accrued interest of \$ 0 and \$ 16,000 respectively.

On March 15, 2007, we completed the private placement of units, each unit consisting of one share of the Company's Common Stock ( Common Stock ) and one Warrant exercisable to purchase one additional share of Common Stock at an exercise price of \$0.40 per share for a period of two years from the date of issue ( Warrants ). Collectively, the Common Stock and Warrants are, hereinafter, referred to as Units . The private offering price was \$0.35 per Unit. In total, we sold 400,000 units. The units were sold to a total of three (3) investors, each of whom qualified as an "accredited investor" within the meaning of Rule 501(a) of Regulation D under the Securities Act of 1933, as amended (the Securities Act ). One of the three investors was John Power, The Company's C.E.O. and Director.

On July 19, 2007, we completed a private placement of 282,000 shares at \$0.33 per share for a total of \$93,060 in proceeds. Brian Power, a Director, acquired 100,000 of these shares for cash. Our attorney, Clifford L. Neuman, acquired 60,000 of these shares by converting \$19,800 in accrued fees payable.

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.



As part of the foregoing transactions, the Company's Board of Directors authorized, adopted and approved a designation of a series of preferred stock consisting of an aggregate of 300,000 of Series A Convertible Preferred Stock. The Company's Certificate of Incorporation previously authorized the Board of Directors to adopt one or more series of preferred stock within the authorized limitation of 5,000,000 shares. The adoption by the Board of Directors of the Series A Preferred Stock did not require further shareholder approval.

During the year ended December 31, 2007, John Power and affiliates of Mr. Power have made short-term advances to the Company that remained unpaid as of December 31, 2007 and 2008 in the amounts of \$112,744 and \$107,425 respectively. The advances are uncollateralized and due on demand and had accrued interest of \$6,000 in 2007 and \$12,000 in 2008 for total accrued interest of \$18,000.

Subsequent to December 31, 2008, John Power and affiliates of Mr. Power made additional short-term advances to the Company which have been repaid as of April 14, 2009. The advances were uncollateralized and due on demand.

Effective December 1, 2007, the Company entered into an employment agreement with its President, Mark Simpson, providing for the issuance to Mr. Simpson of an aggregate of 13,000 shares of the Company's common stock as compensation for his services as President. Concurrently, the Company also entered into a consulting agreement with Artisan Food and Beverage Group, Inc., a company owned and controlled by Mr. Simpson, providing for the provision of consultation services to the Company in consideration of a consulting fee in the amount of \$4,500 per month. The consulting agreement terminated on December 31, 2008.

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 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. This debenture remains outstanding as of March 31, 2009.

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 secured 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 also secured by the personal guarantee of John C. Power, the Company's Chief Executive Officer. As of December 31, 2008, the balance on this note was \$10,000 plus \$1,422 in accrued interest.

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 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 of \$ 105,660 and \$ 95,270 were 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 secured 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, Stephen Calandrella and Clifford L. Neuman, the Company's legal counsel. To date, an aggregate of \$343,000 has been drawn under this credit facility.

## **ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES**

We understand the need for our principal accountants to maintain objectivity and independence in their audit of our financial statements. To minimize relationships that could appear to impair the objectivity of our principal accountants, our Board of Directors has restricted the non-audit services that our principal accountants may provide to

us primarily to tax services and audit related services. We are only to obtain non-audit services from our principal accountants when the services offered by our principal accountants are more effective or economical than services available from other service providers, and, to the extent possible, only after competitive bidding. These determinations are among the key practices adopted by the Board of Directors. The board has adopted policies and procedures for pre-approving work performed by our principal accountants.

The following table details the aggregate fees billed to the Company by Schumacher & Associates, Inc., its principal accountant, for each of the last two fiscal years:

	<u>2008</u>	<u>2007</u>
Audit fees - audit of annual financial statements and review of financial statements included in our quarterly reports, services normally provided by the accountant in connection with statutory and regulatory filings.	\$ 29,400	\$ 24,800
Audit-related fees - related to the performance of audit or review of financial statements not reported under "audit fees" above	\$ 5,100	\$ 8,100
Tax fees - tax compliance, tax advice and tax planning	-	-
All other fees - services provided by our principal accountants other than those identified above	-	-
Total fees paid or accrued to our principal accountants	\$ 34,500	\$ 32,900

After careful consideration, the Board of Directors has determined that payment of the audit fees is in conformance with the independent status of the Company's principal independent accountants.

**PART IV**

**ITEM15 EXHIBITS AND FINANCIAL STATEMENT SCHEDULES**

*	2.1	Asset Purchase and Sale Agreement dated October 8, 2004
*	2.2	Amendment No. 1 to Asset Purchase and Sale Agreement
*	2.3	Amendment No. 2 to Asset Purchase and Sale Agreement dated July 31, 2005
*	2.4	Amendment No. 3 to Asset Purchase and Sale Agreement dated August 31, 2005
*	3.1	Amended and Restated Certificate of Incorporation
***	3.1.1	Certificate of Designations, Preferences and Rights of Series A Convertible Preferred Stock
*	3.2	By-Laws
*	4.1	2004 Equity Incentive Plan
*	4.2	Form of Subscription Agreement
*	4.3	Specimen common stock certificate
*	10.1	Lease Agreement
*	10.2	Form of Escrow Agreement
*	10.3	Amended Trademark Assignment
*	10.3.2	Initial Assignment of Trademark
*	10.4	Lock-up Letter for Brian Power
*	10.5	Lock-up Letter for John C. Power
*	10.6	Lock-up Letter for J. Andrew Mooror
*	10.7	Amended Fund Escrow Agreement
*	10.8	Lease Agreement with Golden West Brewing Company
*	10.9	Security Agreement in favor of Power Curve, Inc., Lone Oak Vineyards, Inc. and Tiffany Grace.
*	10.10	Promissory Note dated September 9, 2005, Tiffany Grace, Holder
*	10.11	Promissory Note dated September 9, 2005, Lone Oak Vineyards, Inc., Holder
*	10.12	Promissory Note dated September 9, 2005, Power Curve, Inc., Holder
*	10.13	Assignment and Assumption dated August 31, 2005 between Butte Creek Brewing Company, LLC, Golden West Brewing Company and Golden West Brewing Company, Inc.
*	10.14	Amended and Restated Assignment and Assumption
*	10.15	August 7, 1998 Distribution Agreement
*	10.16	Territorial Agreement



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*	10.17	November 4, 2002 Distribution Agreement
*	10.18	June 1, 2001 Authorization
*	10.19	July 22, 2004 Authorization
*	10.20	September 1, 2005 Authorization
*	10.22	Second Amended Fund Escrow Agreement
*	10.23	Contract with New Zealand Hops, Ltd., 2006
*	10.24	Contract with New Zealand Hops, Ltd., 2007
*	10.25	Second Amended and Restated Assignment and Assumption
*	10.26	Third Amended Fund Escrow Agreement
*	10.27	Secured Promissory Note with John C. Power
*	10.28	Secured Promissory Note with Power Curve, Inc.
*	10.29	General Security Agreement with John C. Power and Power Curve, Inc.
**	10.30	Production Agreement with Bison Brewing Co.

- \*\* 10.31 Employment Agreement with David Del Grande
- \*\* 10.32 License, Production and Distribution Agreement dated November 1, 2006 with Mateveza USA, LLC
- \*\*\*\* 10.33 Employment Agreement with Mark Simpson
- \*\*\*\* 10.34 Consultation Agreement with Artisan Food and Beverage Group
- \*\*\*\*\* 10.35 Credit Agreement dated December 11, 2007
- \*\*\*\*\* 10.36 Promissory Note dated March 12, 2008
- \*\*\*\*\* 10.37 Security Agreement dated March 12, 2008
- \*\*\*\*\* 10.38 Guaranty Agreement dated March 12, 2008
- \*\*\*\*\* 10.39 Convertible Debenture dated December 31, 2008
- \*\*\*\*\* 10.40 Security Agreement dated December 31, 2008
- \*\*\*\*\* 10.41 Hypothecation Agreement dated December 31, 2008
- \*\*\*\*\* 10.42 Mendocino Production Agreement
- \*\*\*\*\* 10.43 Exclusive Consignment Agency Agreement
- # 10.44 Settlement Stipulation with BRK Holdings, LLC
- \*\* 14 Code of Ethics
- \* 21.0 List of Subsidiaries
- # 31. Certification required by Section 13a-14(a) of the Exchange Act.
- # 32. Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
  
- \* Incorporated by reference from the Company's Registration Statement on Form SB-2, SEC File No. 121351 as declared effective by the Commission on February 14, 2006.
  
- \*\* Incorporated by reference from the Company's Current Report on Form 8-K dated March 1, 2007 and filed with the Commission on March 8, 2007.
  
- \*\*\* Incorporated by reference from the Company's Current Report on Form 8-K dated September 4, 2007 and filed with the Commission on September 14, 2007.
  
- \*\*\*\* Incorporated by reference from the Company's Current Report on Form 8-K dated December 4, 2007 and filed with the Commission on December 6, 2007.
  
- \*\*\*\*\* Incorporated by reference from the Company's Current Report on Form 8-K dated December 11, 2007 and filed with the Commission on December 18, 2007.

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\*\*\*\*\*  
Incorporated by reference from the Company's Current Report on Form 8-K dated March 12, 2008 and filed with the Commission on March 14, 2008.

\*\*\*\*\*  
Incorporated by reference from the Company's Current Report on Form 8-K dated December 31, 2008 and filed with the Commission on January 6, 2009.

\*\*\*\*\*  
Incorporated by reference from the Company's Current Report on Form 8-K dated February 11, 2009 and filed with the Commission on February 13, 2009.

\*\*\*\*\*  
Incorporated by reference from the Company's Current Report on Form 8-K dated March 2, 2009 and filed with the Commission on March 5, 2009.

# Filed herewith

**SIGNATURES**

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

ATHENA SILVER CORPORATION (formerly  
GOLDEN WEST BREWING COMPANY, INC. )

Date: May 20, 2010

By: /s/ John C. Power

John C. Power, Chief Executive Officer,  
Chief Financial Officer,  
Principal Accounting Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

SIGNATURE	TITLE	DATE
<u>/s/ John C. Power</u>	Chief Executive Officer, Chief Financial Officer, Principal Accounting Officer, Secretary & Director	May 20, 2010
John C. Power		

/s/ *Brian Power*

Director

May 20, 2010

Brian Power