CHAMPIONS SPORTS INC
Form 10-Q/A
August 08, 2005

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-QSB/A

Mark One

[X]	QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
	For the quarterly period ended October 31, 2004
	OR
[ ]	TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
	For the transition period from ________ to ________

Commission file number 0-17263

CHAMPIONS SPORTS, INC.
(Exact name of registrant as specified in its charter)

Delaware	**52-1401755**
(State or other jurisdiction of organization)	(I.R.S. Employer Identification No.)

Suite 214, 2420 Wilson Blvd., Arlington VA 22201
(Address of principal executive offices)
(Zip code)

(703) 526-0400
(Registrant's telephone number, including area code)

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the 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 _x_ No ____

As of December 14 2004, the Registrant had a total of 16,824,658 shares of common stock outstanding.

CHAMPIONS SPORTS, INC. AND SUBSIDIARIES

CONSOLIDATED FINANCIAL STATEMENTS

OCTOBER 31, 2004 AND 2003

CHAMPIONS SPORTS, INC. AND SUBSIDIARIES
INDEX TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
OCTOBER 31, 2004 AND 2003

CHAMPIONS SPORTS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEET

ASSETS	(Restated) October 31, 2004 (UNAUDITED)	(Restated) April 30, 2004 (AUDITED)
CURRENT ASSETS		
Cash and cash equivalents	$ 67,926	$ 120,116
Accounts receivable	10,954	22,713
Inventories	27,214	30,349
Prepaid expenses	7,209	6,750
Total current assets	113,303	179,928
Property and equipment, net	176,729	200,939
Deposits	11,052	11,052
TOTAL ASSETS	$ 301,084	$ 391,919
LIABILITIES AND STOCKHOLDERS' (DEFICIT)		
CURRENT LIABILITIES		
Accounts payable	$ 81,409	$ 92,758
Dividend payable on preferred stock	350,460	350,460
Other accrued expenses	232,860	146,116
Deferred lease commission	656	2,836
Related party payable	9,100	-
Total current liabilities	674,485	592,170
COMMITMENTS AND CONTINGENCIES		
STOCKHOLDERS' (DEFICIT)		
Preferred stock, 10 par value; 56,075 shares authorized; 32,450 shares issued and outstanding	324,500	324,500
Common stock, $.001 par value; 50,000,000 shares authorized 16,824,658 and 8,824,658 shares issued and outstanding, respectively	16,825	8,825
Additional paid-in capital	5,922,349	5,850,349
Subscription receivable	(80,000)	-
Accumulated deficit	(6,557,075)	(6,383,925)
Total stockholders' (deficit)	(373,401)	(200,251)

TOTAL LIABILITIES AND STOCKHOLDERS' (DEFICIT)	$	301,084	$	391,919

CHAMPIONS SPORTS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
FOR THE SIX AND THREE MONHTS ENDED OCTOBER 31, 2004 AND 2003 (UNAUDITED)

	SIX MONTHS ENDED OCTOBER 31,		THREE MONTHS ENDED OCTOBER 31,	
	2004 (Restated)	**2003**	**2004** (Restated)	**2003**
OPERATING REVENUE				
Food and beverage	$ 851,710	$ 986,337	$ 399,998	$ 453,690
Merchandise, memorabilia, and consulting fees	9,384	12,918	6,249	5,755
Other income	4,138	4,820	1,893	1,435
Total operating revenue	865,232	1,004,075	408,140	460,880
COSTS AND OPERATING EXPENSES				
Cost of food and beverage	276,631	274,953	130,516	115,901
Cost of merchandise and memorabilia	1,462	12,414	-	4,852
Restaurant payroll and related costs	306,341	332,977	144,353	153,575
Restaurant occupancy costs	124,856	129,522	63,091	62,156
Other restaurant costs	169,204	184,577	85,023	84,450
General and administrative	135,679	125,328	76,917	60,399
Depreciation and amortization	24,210	24,209	12,104	12,104
Interest	-	-	-	-
Total costs and operating expenses	1,038382	1,083,980	512,004	493,437
NET (LOSS) BEFORE PROVISION FOR INCOME TAXES	(173,150)	(79,905)	(103,864)	(32,557)
Provision for income taxes	-	-	-	-
NET LOSS	(173,150)	(79,905)	(103,864)	(32,557)
Preferred stock dividends	-	(21,580)	-	(10,790)
(LOSS) APPLICABLE TO COMMON STOCKHOLDERS	$ (173,150)	$ (101,485)	$ (103,864)	$ (43,347)
BASIC (LOSS) PER COMMON SHARE	$ (0.02)	$ (0.01)	$ (0.01)	$ (0.01)
WEIGHTED AVERAGE SHARES OUTSTANDING	9,703,779	8,514,459	13,985,948	8,514,459

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CHAMPIONS SPORTS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS CASH FLOWS
FOR THE SIX MONTHS ENDED OCTOBER 31, 2004 AND 2003 (UNAUDITED)

	(Restated) 2004		2003	
CASH FLOW FROM OPERATING ACTIVITIES				
Net loss	$	(173,150)	$	(79,905)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:				
Depreciation and amortization		24,210		24,209
Changes in assets and liabilities				
Decrease in accounts receivable		-		-
Decrease in other current assets		-		-
Decrease in other assets		-		-
Accounts receivable		11,759		-
Inventories		3,135		(3,848)
Prepaid expenses		(459)		(4,449)
Accounts payable		(11,349)		8,433
Other accrued expenses		86,745		(12,326)
Deferred lease concessions		(2,180)		(2,907)
Total adjustments		111,860		9,112
Net cash (used in) operating activities		(61,290)		(70,793)
CASH FLOWS FROM INVESTING ACTIVITIES				
Purchases of property and equipment		-		(2,931)
Net cash (used in) investing activities		-		(2,931)
CASH FLOWS FROM FINANCING ACTIVITIES				
Related party payable		9,100		-
Net cash provided by financing activities		9,100		-
NET (DECREASE) IN CASH AND CASH EQUIVALENTS		(52,190)		(73,724)
CASH AND CASH EQUIVALENTS - BEGINNING OF PERIOD		120,116		195,101
CASH AND CASH EQUIVALENTS - END OF PERIOD	$	67,926	$	121,377

SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:				
Cash paid during the period for:				
Interest paid	$	-	$	-
SUPPLEMENTAL DISCLOSURE OF NON-CASH INFORMATION:				
Exercise of common stock option by officer	$	80,000	$	-

CHAMPIONS SPORTS, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
OCTOBER 31, 2004 AND 2003

NOTE 1- ORGANIZATION AND BASIS OF PRESENTATION

Champions Sports, Inc., (the "Company") a Delaware corporation, promoted a sports theme restaurant bar concept through Company owned and licensed operations. The Company sold the rights to the Champions brand to Marriott International, Inc. (Marriott) and became a licensee of Champions Sports Bar Restaurants. Substantially all memorabilia sales are to Marriott. At October 31, 2004 and 2003, respectively, the Company through its subsidiaries, owns and licenses, without a royalty fee, one Champions Sports Bar Restaurant in San Antonio, Texas.

The condensed consolidated unaudited interim financial statements included herein have been prepared, without audit, pursuant to the rules and regulations of the Securities and Exchange Commission. The condensed consolidated financial statements and notes are presented as permitted on Form 10-QSB and do not contain information included in the Company's annual consolidated statements and notes. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted pursuant to such rules and regulations, although the Company believes that the disclosures are adequate to make the information presented not misleading. The results for the six months ended October 31, 2004 may not be indicative of the results for the entire year.

These statements reflect all adjustments, consisting of normal recurring adjustments, which in the opinion of management, are necessary for fair presentation of the information contained herein.

The Company has amended its previously issued condensed consolidated financial statements for the six and three months ended October 31, 2004. The Company has amended these condensed consolidated financial statements to recognize an additional $80,660 and $40,330 in officer's compensation and related payroll tax expense for the six and three months ended October 31, 2004. In addition, the July 31, 2004 three-month period ended activity was inadvertently reported in place of the October 31, 2004 three-month period ended activity. These transactions resulted in an increase in net loss applicable to common shares of $80,660 and $74,918 for the six and three months ended October 31, 2004 to a net loss of $173,150 and 103,864 as restated, and an increase in the accumulated deficit to $6,557,075.

NOTE 2- SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Principles of Consolidation

The condensed consolidated financial statements include the accounts of the Company and its subsidiaries. All material inter-company transactions have been eliminated in consolidation.

CHAMPIONS SPORTS, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)
OCTOBER 31, 2004 AND 2003

NOTE 2- SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Property and Equipment

Property and equipment are stated at cost. Depreciation and amortization is computed from the date property is placed in service using the straight-line method over estimated useful lives as follows:

	Life
Furniture and equipment	5-15 years
Leasehold improvements	Remaining term of the lease

Depreciation and amortization expense was $24,209 and $24,209 for the six months ended October 31, 2004 and 2003, respectively.

Inventories

Inventories consist of goods and supplies held for sale in the ordinary course of business and are stated at the lower of cost, determined on the first-in-first-out basis, or market. The components of inventories at October 31, 2004 were as follows:

		2004
Restaurant food and beverage	$	20,079
Promotional merchandise for sale to restaurant customers		7,135
	$	27,214

Net (Loss) Per Share

Historical net (loss) per common share is computed using the weighted average number of common shares outstanding. Diluted earnings per share (EPS) includes additional dilution from common stock equivalents, such as stock issuable pursuant to the exercise of stock options and warrants. Common stock equivalents were not included in the computation of diluted earnings per share when the Company reported a loss because to do so would be antidilutive for periods presented.

CHAMPIONS SPORTS, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)
OCTOBER 31, 2004 AND 2003

NOTE 2- SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Net (Loss) Per Share (continued)

The following is a reconciliation of the computation for basic and diluted EPS:

	(Restated) October 2004	October 2003
Net loss	$ (173,150)	$ (101,485)
Weighted-average common shares Outstanding (Basic)	9,703,779	8,514,459
Weighted-average common stock Equivalents		
Stock options	-	-
Warrants	-	-
Weighted-average common shares Outstanding (Diluted)	9,703,779	8,514,459

Options and warrants outstanding to purchase stock were not included in the computation of diluted EPS for October 31, 2004 and 2003 because inclusion would have been antidilutive.

Cash and Cash Equivalents

For purposes of the condensed consolidated statements of cash flows, the Company considers all highly liquid debt instruments purchased with a maturity of three months or less, unless restricted as to use, to be cash equivalents. At various times throughout the periods the Company had amounts on deposit at financial institutions in excess of federally insured limits.

Accounts Receivable

Management believes that all accounts receivable as of October 31, 2004 are fully collectible. Therefore, no allowance for doubtful accounts is recorded.

CHAMPIONS SPORTS, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)
OCTOBER 31, 2004 AND 2003

NOTE 2- SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Income Taxes

The Company has adopted the provisions of Statement of Financial Accounting Standards No. 109 (the Statement), Accounting for Income Taxes. The Statement requires an asset and liability approach for financial accounting and reporting for income taxes, and the recognition of deferred tax assets and liabilities for the temporary differences between the financial reporting bases and tax bases of the Company's assets and liabilities at enacted tax rates expected to be in effect when such amounts are realized or settled.

Fair Value of Financial Instruments

The carrying amounts of the Company's financial instruments, including cash and cash equivalents, accounts payable, and accrued expenses, approximate fair values because of the short maturities of these instruments.

Options for Common Stock

The Company uses the intrinsic value method to account for options granted to executive officers, directors and other key employees for the purchase of common stock. No compensation expense is recognized on the grant date, since at that date, the option price equals or is higher than the market price of the underlying common stock. The Company discloses the pro forma effect of accounting for stock options under the fair value method. The Company uses the fair value method to account for options granted to advisors for the purchase of common stock.

CHAMPIONS SPORTS, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)
OCTOBER 31, 2004 AND 2003

NOTE 2- SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Stock-Based Compensation

Employee stock awards under the Company's compensation plans are accounted for in accordance with Accounting Principles Board Opinion No. 25 ("APB 25"), "Accounting for Stock Issued to Employees", and related interpretations. The Company provides the disclosure requirements of Statement of Financial Accounting Standards No. 123, "Accounting for Stock-Based Compensation" ("SFAS 123"), and related interpretations. Stock-based awards to non-employees are accounted for under the provisions of SFAS 123 and has adopted the enhanced disclosure provisions of SFAS No. 148 "Accounting for Stock-Based Compensation- Transition and Disclosure, an amendment of SFAS No. 123".

The Company measures compensation expense for its employee stock-based compensation using the intrinsic-value method. Under the intrinsic-value method of accounting for stock-based compensation, when the exercise price of options granted to employees is less than the estimated fair value of the underlying stock on the date of grant, deferred compensation is recognized and is amortized to compensation expense over the applicable vesting period. In each of the periods presented, the vesting period was the period in which the options were granted.

The Company measures compensation expense for its non-employee stock-based compensation under the Financial Accounting Standards Board (FASB) Emerging Issues Task Force (EITF) Issue No. 96-18, "Accounting for Equity Instruments that are Issued to Other Than Employees for Acquiring, or in Conjunction with Selling, Goods or Services". The fair value of the option issued is used to measure the transaction, as this is more reliable than the fair value of the services received. The fair value is measured at the value of the Company's common stock on the date that the commitment for performance by the counterparty has been reached or the counterparty's performance is complete. The fair value of the equity instrument is charged directly to compensation expense and additional paid-in capital.

CHAMPIONS SPORTS, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)
OCTOBER 31, 2004 AND 2003

NOTE 2- SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Recent Accounting Pronouncements

On October 3, 2001, the FASB issued Statement of Financial Accounting Standards No. 144, “Accounting for the Impairment or Disposal of Long-Lived Assets” (“SFAS 144”), that is applicable to financial statements issued for fiscal years beginning after December 15, 2001. The FASB’s new rules on asset impairment supersede SFAS 121, “Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to Be Disposed Of,” and portions of Accounting Principles Board Opinion 30, “Reporting the Results of Operations.” This Standard provides a single accounting model for long-lived assets to be disposed of and significantly changes the criteria that would have to be met to classify an asset as held- for-sale. Classification as held-for-sale is an important distinction since such assets are not depreciated and are stated at the lower of fair value and carrying amount. This Standard also requires expected future operating losses from discontinued operations to be displayed in the period (s) in which the losses are incurred, rather than as of the measurement date as presently required. The adoption of SFAS No. 144 did not have a significant impact on the Company’s results of operations or financial position.

In April 2002, the FASB issued SFAS No. 145, Rescission of FASB Statements No. 4, 44 and 64, Amendment of FASB Statement No. 13, and Technical Corrections. This statement rescinds SFAS No. 4, Reporting Gains and Losses from Extinguishment of Debt, and an amendment of that statement, SFAS No. 44, Accounting for Intangible Assets of Motor Carriers, and SFAS No. 64, Extinguishments of Debt Made to Satisfy Sinking-Fund Requirements. This statement amends SFAS No. 13, Accounting for Leases, to eliminate inconsistencies between the required accounting for sales-leaseback transactions and the required accounting for certain lease modifications that have economic effects that are similar to sales-leaseback transactions.

Also, this statement amends other existing authoritative pronouncements to make various technical corrections, clarify meanings, or describe their applicability under changed conditions. Provisions of SFAS No. 145 related to the rescissions of SFAS No. 4 were effective for the Company on November 1, 2002 and provisions affecting SFAS No. 13 were effective for transactions occurring after May 15, 2002. The adoption of SFAS No. 145 did not have a significant impact on the Company’s results of operations or financial position.

In June 2003, the FASB issued SFAS No. 146, Accounting for Costs Associated with Exit or Disposal Activities. This statement covers restructuring type activities beginning with plans initiated after December 31, 2002. Activities covered by this standard that are entered into after that date will be recorded in accordance with provisions of SFAS No. 146. The adoption of SFAS No. 146 did not have a significant impact on the Company’s results of operations or financial position.

CHAMPIONS SPORTS, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)
OCTOBER 31, 2004 AND 2003

NOTE 2- SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Recent Accounting Pronouncements (Continued)

In December 2002, the FASB issued Statement No. 148, "Accounting for Stock-Based Compensation-Transition and Disclosure, an amendment of FASB Statement No. 123"("SFAS 148"). SFAS 148 amends FASB Statement No. 123, "Accounting for Stock-Based Compensation," to provide alternative methods of transition for an entity that voluntarily changes to the fair value based method of accounting for stock-based employee compensation. It also amends the disclosure provisions of that Statement to require prominent disclosure about the effects on reported net income of an entity's accounting policy decisions with respect to stock-based employee compensation. Finally, this Statement amends Accounting Principles Board ("APB") Opinion No. 28, "Interim Financial Reporting", to require disclosure about those effects in interim financial information. SFAS 148 is effective for financial statements for fiscal years ending after December 15, 2002. The Company will continue to account for stock-based employee compensation using the intrinsic value method of APB Opinion No. 25, "Accounting for Stock Issued to Employees," but has adopted the enhanced disclosure requirements of SFAS 148.

In April 2003, the FASB issued SFAS Statement No. 149, "Amendment of Statement 133 on Derivative Instruments and Hedging Activities", which amends and clarifies financial accounting and reporting for derivative instruments, including certain derivative instruments embedded in other contracts (collectively referred to as derivatives) and for hedging activities under FASB Statement No. 133, Accounting for Derivative Instruments and Hedging Activities. This Statement is effective for contracts entered into or modified after June 30, 2003, except for certain hedging relationships designated after June 30, 2003. Most provisions of this Statement should be applied prospectively. The adoption of this statement did not have a significant impact on the Company's results of operations or financial position.

In May 2003, the FASB issued SFAS Statement No. 150, "Accounting for Certain Financial Instruments with Characteristics of both Liabilities and Equity". This Statement establishes standards for how an issuer classifies and measures certain financial instruments with characteristics of both liabilities and equity. It requires that an issuer classify a financial instrument that is within its scope as a liability (or an asset in some circumstances). This statement is effective for financial instruments entered into or modified after May 31, 2003, and otherwise is effective at the beginning of the first interim period beginning after June 15, 2003, except for mandatorily redeemable financial instruments of nonpublic entities, if applicable. It is to be implemented by reporting the cumulative effect of a change in an accounting principle for financial instruments created before the issuance date of the Statement and still existing at the beginning of the interim period of adoption. The adoption of this statement did not have a significant impact on the Company's results of operations or financial position.

CHAMPIONS SPORTS, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)
OCTOBER 31, 2004 AND 2003

NOTE 2- SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Recent Accounting Pronouncements (Continued)

In November 2002, the FASB issued Interpretation No. 45 ("FIN 45"), Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others. FIN 45 requires a company, at the time it issues a guarantee, to recognize an initial liability for the fair value of obligations assumed under the guarantees and elaborates on existing disclosure requirements related to guarantees and warranties. The recognition requirements are effective for guarantees issued or modified after December 31, 2002 for initial recognition and initial measurement provisions. The adoption of FIN 45 did not have a significant impact on the Company's results of operations or financial position.

In January 2003, the FASB issued FASB Interpretation No. 46 ("FIN 46"), Consolidation of Variable Interest Entities, an Interpretation of ARB No. 51. FIN 46 requires certain variable interest entities to be consolidated by the primary beneficiary of the entity if the equity investors in the entity do not have the characteristics of a controlling financial interest or do not have sufficient equity at risk for the entity to finance its activities without additional subordinated financial support from other parties. FIN 46 is effective for all new variable interest entities created or acquired after January 31, 2003. For variable interest entities created or acquired prior to February 1, 2003, the provisions of FIN 46 must be applied for the first interim or annual period beginning after June 15, 2003. The adoption of FIN 46 did not have a significant impact on the Company' results of operations or financial position.

Reclassifications

Certain amounts for the six months ended October 31, 2003 have reclassified to conform to the presentation of the October 31, 2004 amounts. The reclassifications have no effect on net loss for the six months ended October 31, 2003.

NOTE 3- RELATED PARTY PAYABLE

In October 2004, the Company received an advance from an officer of the Company for certain working capital needs. These funds were repaid in November 2004.

CHAMPION SPORTS, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)
OCTOBER 31, 2004 AND 2003

NOTE 4- <u>COMMITMENTS AND CONTINGENCIES</u>

Operating leases

The Company leases, as tenant, restaurant space under an operating lease which expires June 30, 2005. The lease escalates for increases in the landlord's expenses for increases in the Consumer Price Index, and requires additional rentals based on a percentage of restaurant sales over a defined amount. The lease grants the Company certain concessions, which are amortized to lease expense over the term of the lease.

Rental expense charged to expense during the six months ended October 31, 2004 and 2003 was $101,144 and $129,522, respectively. Future minimum payments under the noncancellable restaurant lease as of October 31, 2004 are as follows:

2005	$ 93,440

NOTE 5- <u>CAPITAL LEASE OBLIGATION</u>

The Company leased equipment under a capital lease. The equipment cost of $32,286 was amortized over its useful life and such amortization was included in the depreciation and amortization expense for 2003. During 2003, the lease expired and the Company purchased the equipment.

NOTE 6- MARRIOTT LICENSE

The Company is an exclusive supplier of sports memorabilia and a consultant to all new Champions Sports Bars located in Marriott and Renaissance Hotels worldwide.

NOTE 7- <u>OTHER ACCRUED EXPENSES</u>

This account primarily represents accrued officer's payroll and related payroll taxes totaling $188,207 as October 31, 2004.

CHAMPION SPORTS, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)
OCTOBER 31, 2004 AND 2003

NOTE 8- STOCKHOLDERS' DEFICIT

Common Stock

The Company has 50,000,000 shares authorized and 16,824,658 shares issued and outstanding at October 31, 2004.

On October 11, 2004, an officer of the Company exercised his stock option to acquire 8,000,000 shares of restricted common stock at $.01 per share.

There were no other issuances of common stock during the six months ended October 31, 2004 and 2003, respectively.

Preferred Stock

The Company has 56,075 shares of preferred stock authorized and 32,450 shares issued and outstanding at October 31, 2004.

The Series A preferred stock requires a dividend of 12 percent per annum, and the dividends are are to be accrued on the Company's book if not paid. The dividend may be paid in common stock of the Company at the Company's discretion. The number of shares comprising the dividend paid in common stock shall be determined by dividing $1.20 by the closing bid price for the common stock on the payment date. The Series A preferred stock is preferred in liquidation or dissolution up to the amount of their par value ($10 per share). The Series A preferred stock in 2004 converted into 15 shares of the Company's common stock. There were no conversions in 2003.

For each of the nine fiscal years ended April 30, 2004, the Company deferred payment of the annual dividend on the Series A preferred stock. For the quarters ended October 31, 2004 and 2003, the deferral was $0 and $15,938, respectively. Preferred stock dividends in arrears at July 31, 2004 aggregated $350,460 ($10.83 per preferred share). Effective November 2003, pursuant to a board resolution, the Company cancelled its payment and/or accruing of preferred stock dividends.

Common Stock Options

The Company in 1993 adopted a stock option plan, which expired on August 2, 2002. No options were exercised under the plan. All options granted by the Company were granted pursuant to board resolutions and not under the stock option plan.

CHAMPION SPORTS, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)
OCTOBER 31, 2004 AND 2003

NOTE 9- GOING CONCERN

As shown in the accompanying condensed consolidated financial statements, the Company has sustained net operating losses for the six months ended October 31, 2004 and 2003, and has sustained large accumulated deficits. In addition, the Company is in search of acquiring a business, or finding a suitable merger candidate.

Management has restructured the Company and is continuing to search for a more profitable company to acquire.

The Company's future success is dependent upon its ability to achieve profitable operations and generate cash from operating activities, and upon additional financing. There is no guarantee that the Company will be able to raise enough capital or generate revenues to sustain its operations.

The condensed consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

NOTE 10- PROVISION FOR INCOME TAXES

Deferred income taxes will be determined using the liability method for the temporary differences between the financial reporting basis and income tax basis of the Company's assets and liabilities. Deferred income taxes will be measured based on the tax rates expected to be in effect when the temporary differences are included in the Company's consolidated tax return. Deferred tax assets and liabilities are recognized based on anticipated future tax consequences attributable to differences between financial statement carrying amounts of assets and liabilities and their respective tax bases.

At October 31, 2004, deferred tax assets consist of the following:

Deferred tax asset	$	1,484,000
Less: valuation allowance		(1,484,000)
Net deferred tax asset	$	-0-

At October 31, 2004, the Company had federal net operating loss carryforwards in the approximate amounts of $4,240,000 available to offset future taxable income. The Company established valuation allowances equal to the full amount of the deferred tax assets due to the uncertainty of the utilization of the operating losses in future periods.

CHAMPION SPORTS, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)
OCTOBER 31, 2004 AND 2003

NOTE 11- SUBSEQUENT EVENT

In November 2004, the Company received a down payment from Marriott, for the memorabilia and consulting fee for the new Champions Sports Bar Restaurant that is projected to open in the Marriott hotel in Louisville, Kentucky in March 2005.

NOTE 12- RESTATEMENT OF PREVIOUSLY ISSUED FINANCIAL STATEMENTS

The Company has amended its previously issued condensed consolidated financial statements for the six and three months ended October 31, 2004. The Company has amended these condensed consolidated financial statements to recognize an additional $80,660 and $40,330 in officer's compensation and related payroll tax expense for the six and three months ended October 31, 2004. In addition, the July 31, 2004 three-month period ended activity was inadvertently reported in place of the October 31, 2004 three-month period ended activity. These transactions resulted in an increase in net loss applicable to common shares of $80,660 and $74,918 for the six and three months ended October 31, 2004 to a net loss of $173,150 and 103,864 as restated, and an increase in the accumulated deficit to $6,557,075.

Item 2. Managements Discussion and Analysis of Financial Condition and Results of Operations

THERE IS SUBSTANTIAL DOUBT ABOUT THE COMPANY'S ABILITY TO CONTINUE AS A GOING CONCERN DUE TO RECURRING LOSSES AND WORKING CAPITAL SHORTAGES, WHICH MEANS THAT THE COMPANY MAY NOT BE ABLE TO CONTINUE OPERATIONS UNLESS IT OBTAINS ADDITIONAL FUNDING. THE COMPANY IS ACTIVELY PURSUING MERGER OR ACQUISITION CANDIDATES AND OTHER FINANCING POSSIBILITIES TO MEET ITS LIQUIDITY NEEDS. THERE IS NO ASSURANCE THAT THE COMPANY WILL BE ABLE TO STRUCTURE A MERGER OR ACQUISITION, OR RAISE ADDITIONAL FINANCING TO CONTINUE OPERATIONS ON TERMS SATISFACTORY TO THE COMPANY

Results of Operation

For the six months ended October 31, 2004, the Company's net loss from operations was $173,150 ($0.02) per common share. For the three month period ended October 31, 2004, the Company's net loss from its operations was $103,864 ($0.01) per common share.

For the six months ended October 31, 2003, the Company's net loss from operations was $79,905. For the three months ended October 31, 2003, the Company's net loss from operations was $32,557 before preferred stock dividends of $10,790, resulting in a net loss available for common shareholders of $43,347.

The Company's assets decreased to $301,084 at October 31, 2004 from $391,919 at April 30, 2004, as a result of the net loss for the six-month period.

Revenues

The Company's total revenues decreased by 13.8% for the six-month period and decreased 11.4% for the three months period ended October 31, 2004. The Company's total revenues were $865,232 and $1,004,075 for the six months ended October 31, 2004 and 2003. By component, food and beverage sales decreased 13.6% for the comparable six-month periods. For the three-month period, food and beverage sales decreased 11.8% from the same for the comparable period. This decrease is attributed to a decrease in customer traffic, as few conventions were booked during the period. Also the local NBA franchise changed venues from close proximity to the restaurant location to several miles away, which eliminated pre and post games customer traffic. Merchandise and memorabilia sales for the six months ended October 31, 2004 were $9,384 compared to $12,918 in the comparable period. The Company did not provide any sports memorabilia to Marriott hotels during the six months ended October 31, 2004.

Expenses

Cost of food and beverage were 32.5% and 27.9% of food and beverage sales of for the six months ended October 31, 2004 and 2003. This variance is attributed to an increase in wholesale prices, especially in beef, poultry and produce. While the Company implemented retail price increases during FY 2004, in order to remain competitive, they were not sufficient to absorb all of the wholesale price increases. Subsequently, the Company has increased menu prices, again during the three months ended October 31, 2004 to reflect the increased costs.

Restaurant payroll and related costs were 36.0% compared to 33.8% of related sales for the six months ended October 31, 2004 and 2003. The payroll costs as a percentage increase is attributed to the decline in food and beverage sales. The actual amount decreased $26,636 from the comparable period. Restaurant occupancy costs were 14.7% compared to 13.1% of restaurant sales for the six-month comparable periods. Again, the percentage increase is attributed to the decline in food and beverage sale, as the actual amount decreased slightly form the pervious period. Other restaurant costs were 19.9% and 18.7% of sales for the comparable periods. General and administrative expenses for the Company's corporate office were $135,679 or 15.7% of the Company's total revenues for the six months ended October 31, 2004 compared to $125,328 or 12.5% for the six months ended October 31, 2003. The Company has amended its previously issued condensed consolidated financial statements for the six and three months ended October 31, 2004. The Company has amended these condensed consolidated financial statements to recognize an additional $80,660 and $40,330 in officer's compensation and related payroll tax expense for the six and three months ended October 31, 2004. In addition, the July 31, 2004 three-month period ended activity was inadvertently reported in place of the October 31, 2004 three-month period ended activity. These transactions resulted in an increase in net loss applicable to common shares of $80,660 and $74,918 for the six and three months ended October 31, 2004 to a net loss of $173,150 and 103,864 as restated, and an increase in the accumulated deficit to $6,557,075.

Depreciation and amortization expense represented 2.8% of the Company's total revenues during each six-month period ended October 31, 2004 and 2.4% for the six-month period ended October 31, 2003.

Liquidity and Capital Resources

The Company's cash position on October 31, 2004 was $67,926 compared to $120,116 on April 30, 2004, as decrease of $52,190. For the six months ended October 31, 2004 the Company's operating activities used $61,290 in cash compared to $70,793 in the comparable period.

For the six months ended October 31, 2003, the Company replaced aging equipment for the San Antonio Champions restaurant for $2,931.

During the six months ended October 31, 2004 and 2003, the Company met its cash needs from its revenues and cash reserves and from cash flow from its San Antonio restaurant. During the six months ended October 31, 2004, an officer of the Company advanced the Company $9,100 to meet its immediate obligations, subsequently; the $9,100 has been repaid.

On October 31, 2004 the Company's working capital was a negative $561,182 versus a negative $412,242 on April 30, 2004. The Company is uncertain that it will be able to meet its cash requirements for the next twelve months from its cash reserves and from its operating activities.

Stockholder's deficit increased to $(373,401) as of October 31, 2004 compared to $(200,251) as of April 30, 2004, as a result of the net loss for the six-month period.

During the three month period ended October 31, 2004, an officer of the Company exercised an option to purchase 8,000,000 of the Company's common shares at $0.01 per common share. The officer executed an interest bearing note payable to the Company for $80,000, which is secured by the common shares issued.

The Company's Board of Directors voted to defer the annual meeting of shareholders in order to preserve the Company's cash position.

Other

The Company is facing liquidity problems and is uncertain that it will be able to continue operations without an infusion of cash. The Company continues to review and evaluate its operations and priorities. The Company is actively pursuing merger or acquisition candidates and other financing possibilities to meet its liquidity needs. There is no assurance that the Company will be able to structure a merger or acquisition, or raise additional financing to continue operations on terms satisfactory to the Company.

The lease for the Company owed San Antonio restaurant will expire on June 30, 2005. The landlord has indicated that it will not be renewed. Consequently, the restaurant will cease operations on that date, furthering the Company's liquidity problems.

Furthermore, The Company's independent auditor has expressed substantial doubt that the Company can continue as a going concern.

Subsequent Event

In November 2004, the Company received a down payment from Marriott, for the memorabilia and consulting fee for the new Champions Sports Bar Restaurant that is projected to open in the Marriott hotel in Louisville, Kentucky in March 2005.

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This document contains "forward-looking statements" (within the meaning of the Private Securities Litigation Act of 1995) that inherently involve risk and uncertainties. The Company generally uses words such as "believe," "may," "could," "will," "intend," "expect," "anticipate," "plan," and similar expressions to identify forward-looking statements. One should not place undue reliance on these forward-looking statements. The Company's actual results could differ materially from those anticipated in the forward-looking statements for many unforeseen factors, which may include, but are not limited to, changes in general economic conditions, the ongoing threat of terrorism, customer acceptance of products offered, other general competitive factors, ability to have access to financing sources on reasonable terms and other risks that are described in this document. Although the Company believes the expectations reflected in the forward-looking statements are reasonable, they relate only to events as of the date on which the statements are made, and the Company's future results, levels of activity, performance or achievements may not meet these expectations. The Company does not intend to update any of the forward-looking statements after the date of this document to conform these statements to actual results or to changes in the Company's expectations, except as required by law.

Item 4. CONTROLS AND PROCEDURES

Disclosure controls are procedures that are designed with the objective of ensuring that information required to be disclosed in Company's reports under the Securities Exchange Act of 1934, such as this Form 10Q-SB, is reported in accordance with the Securities and Exchange Commission's rules. Disclosure controls are also designed with the objective of ensuring that such information is accumulated and communicated to management, including the Chief Executive Officer and Chief Financial Officer as appropriate to allow timely decisions regarding required disclosure.

Within the 90 days prior to the date of this report, the Company carried out an evaluation under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures pursuant to the Securities Exchange Act Rule 13a-14. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures are effective in timely alerting them to material information relating to the Company (including its consolidated subsidiaries) required to be in the Company's periodic SEC filings. There were no significant changes in the Company's internal controls or in other factors that could significantly affect these controls subsequent to the date of their evaluation.

Certifications of the Chief Executive Officer and Chief Financial Officer regarding, among other items, disclosure controls and procedures are included immediately after the signature section of this Form 10Q-SB.

Part II. Other Information

Item 4. Submission of Matters to A Vote of Security Holders

None

Item 6. Exhibits and Reports on Form 8-K

Form 8-K was filed on October 13, 2004 relating to the exercise of a stock option for 8,000,000 common shares by an officer of the Company.

SIGNATURES

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

CHAMPIONS Sports, Inc.

/s/ James Martell
James Martell
Chairman, President and Chief Executive Officer

/s/ James E. McCollam
James E. McCollam
Corporate Secretary, Chief Accounting
Officer and Controller

December 14, 2004

CERTIFICATION OF CHIEF EXECUTIVE OFFICER

Section 302 Certification

I, JAMES MARTELL, certify that:

(1) I have reviewed this quarterly report on Form 10Q-SB of CHAMPIONS SPORTS, INC., a Delaware corporation (the "registrant");

(2) Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

(3) Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;

(4) The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and have:

(a) Designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

(b) Evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and

(c) Presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

(5) The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

(b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal controls; and

(6) The registrant’s other certifying officers and I have indicated in this quarterly report whether there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with

regard to significant deficiencies and material weaknesses.

Date: December 14, 2004

By: /s/ JAMES MARTELL
JAMES MARTELL
Chief Executive Officer

CERTIFICATION OF CHIEF FINANCIAL OFFICER

Section 302 Certification

I, JAMES E. MCCOLLAM, certify that:

(1) I have reviewed this quarterly report on Form 10Q-SB of CHAMPIONS SPORTS, INC., a Delaware corporation (the "registrant");

(2) Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report.

(3) Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;

(4) The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and have:

(a) Designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

(b) Evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and

(c) Presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

(5) The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

(b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

(6) The registrant's other certifying officers and I have indicated in this quarterly report whether there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: December 14, 2004

By: /s/ JAMES E. McCOLLAM
JAMES E. McCOLLAM
Chief Financial Officer

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350 AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the report of Champions Sports, Inc. (the "Company") on Form 10-QSB for the six months ended October 31, 2004 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), each of the undersigned, in the capacities and on the dates indicated below, hereby certifies pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to their knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operation of the Company.

Dated: December 14, 2004

By: /s/ James M. Martell
James M. Martell, Chief Executive Officer

Dated: December 14, 2004

By: /s/ James E. McCollam
James E. McCollam, Chief Financial Officer