

American Racing Capital, Inc.  
Form 10-Q/A  
July 01, 2008

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

FORM 10-Q

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

For the Quarterly Period Ended March 31, 2008

OR

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

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

Commission File No. 0-29057

AMERICAN RACING CAPITAL, INC.

(Exact Name of Registrant as Specified in its Charter)

State of Nevada  
(State or Other Jurisdiction of  
Incorporation or Organization)

87-0631750  
(I.R.S. Employer  
Identification #)

P.O. Box 22002, San Diego, California 92192  
(Address of Principal Executive Offices)

(888)-520-1030  
Issuer's Telephone Number

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company.

Large accelerated filer  accelerated filer  non-accelerated filer  smaller reporting company

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

Edgar Filing: American Racing Capital, Inc. - Form 10-Q/A

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: As of March 15, 2008, there were 31,309,449 shares of the issuer's Common Stock, \$.001 par value per share.

---

AMERICAN RACING CAPITAL, INC.

FORM 10-Q

Table of Contents

	Page
Part I: Financial Information	
Item 1: Financial Statements (Unaudited)	3 - 6
Item 2: Management's Discussion and Plan of Operation	10 - 23
Item 3: Controls and Procedures	24
Part II: Other information	
Item 1: Legal Proceedings	25
Item 2: Unregistered Sales of Equity Securities and Use of Proceeds	26
Item 3: Defaults Upon Senior Securities	26
Item 4: Submission of Matters to a Vote of Security Holders	28
Item 5: Other Information	28
Item 6: Exhibits	28
Signatures	30

---

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

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors  
American Racing Capital, Inc.

We have reviewed the accompanying balance sheet of American Racing Capital, Inc. as of March 31, 2008, and the related statements of operations, stockholders' equity (deficit), and cash flows for the three-month periods ended March 31, 2008 and 2007. These interim financial statements are the responsibility of the Corporation's management.

We conducted our reviews in accordance with the standards of the Public Company Accounting Oversight Board (United States). A review of interim financial information consists of principally applying analytical procedures and making inquiries of persons responsible for the financials and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the Public Company Accounting Oversight Board (United States), the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our reviews, we are not aware of any material modifications that should be made to such condensed consolidated financial statements for them to be in conformity with accounting principles generally accepted in the United States of America.

We have previously audited, in accordance with standards of the Public Company Accounting Oversight Board (United States), the balance sheet of American Racing Capital, Inc. as of December 31, 2007 and December 31, 2006, and the related consolidated statements of income, stockholders' equity and cash flows for the year then ended (not presented herein); and in our report dated April 9, 2008, we expressed an opinion with a going concern paragraph on those financial statements. In our opinion, the information set forth in the accompanying balance sheet as of March 31, 2008 is fairly stated, in all material respects, in relations to the balance sheet from which it has been derived.

*/s/ Moore & Associates, Chartered*  
Moore & Associates, Chartered  
Las Vegas, Nevada  
June 24, 2008

**2675 S. JONES BLVD. SUITE 109, LAS VEGAS, NEVADA 89146 (702) 253-7499 Fax: (702) 253-7501**

**AMERICAN RACING CAPITAL, INC.**

## Balance Sheets

	March 31, 2008 (unaudited)	March 31, 2007
<b><u>ASSETS</u></b>		
<b>CURRENT ASSETS</b>		
Cash and cash equivalents	\$ 48,092	\$ 1,635
Prepaid expenses and	\$ 10,000	
<b>Total Current Assets</b>	<b>\$ 58,092</b>	<b>\$ 1,635</b>
Fixed Assets Net	\$ 13,436	
<b>Other Assets</b>		
Goodwill	\$ 1,074,698	\$
Equity Investment	\$ 750,000	\$ 442,612
<b>TOTAL ASSETS</b>	<b>\$ 1,824,698</b>	<b>\$ 444,247</b>
<b><u>LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)</u></b>		
<b>CURRENT LIABILITIES</b>		
Accounts payable and accrued expenses	\$ 181,750	\$ 303,192
Convertible debt payable	\$ 2,000,000	\$ 236,111
Interest Payable on Convertible debt	\$ 71,482	\$ 42,500
<b>TOTAL CURRENT LIABILITIES</b>	<b>\$ 2,253,232</b>	<b>\$ 581,803</b>
<b>STOCKHOLDERS' EQUITY (DEFICIT)</b>		
Perferred stock 10,000,000 shares authorized at \$0.001 par Value; 1,000,000 shares issued and outstanding. Common stock 33,333,333 shares authorized at \$0.001 par value; 31,309,449 shares issued and outstanding		
Additional paid-in capital	\$ 7,401,653	\$ 5,744,021
Accumulated deficit	\$ 6,169,817	\$ (5,910,568)
<b>Total Stockholders' Equity (Deficit)</b>	<b>\$ (1,231,836)</b>	<b>\$ (137,556)</b>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)</b>	<b>\$ 1,824,694</b>	<b>\$ 444,247</b>

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

**AMERICAN RACING CAPITAL, INC.**

## Statements of Operations

(unaudited)

	For the Three Months Ended March 31, 2008	For the Three Months Ended March 31, 2007
<b>SALES</b>	\$ 99,530	
<b>COST OF SALES</b>	\$ 44,546	
<b>Gross Profit</b>	\$ 54,984	
<b>EXPENSES</b>		
Consulting and professional fees	\$ 181,250	\$ 378,636
Administrative	\$ 121,111	\$ 70,689
<b>TOTAL EXPENSES</b>	\$ 302,361	\$ 449,325
<b>Loss from operations</b>	\$ (247,377)	\$ (449,325)
<b>OTHER INCOME (EXPENSE)</b>		
Interest expense	\$ 71,482	\$ (98,333)
Equity Loss		\$ (913)
<b>Total Other (Expense)</b>		\$ (99,246)
<b>LOSS – BEFORE DISCONTUNED OPERATIONS \$ 373,843</b>	\$ (548,571)	
<b>NET (LOSS)</b>	\$ (2,276,028)	\$ (548,571)
<b>NET (LOSS) PER COMMON SHARE</b>		
Basic and diluted	\$ (0.01)	\$ (0.02)
<b>WEIGHTED AVERAGE OUTSTANDING SHARES – Basic and diluted</b>	31,309,449	26,444,371

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

**AMERICAN RACING CAPITAL, INC.**  
(unaudited)

	For the Three Months Ended March 31, 2008	For the Three Months Ended March 31, 2007
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net income (loss)	\$ (2,276,028)	\$ (548,571)
Adjustments to reconcile net loss to net cash used by operating activities:		
Depreciation expense	\$ 1,893	
Amortization discount on convertible debt	\$ 297,843	\$ 83,333
Changes in operating assets and liabilities:		
Loss from equity investment	\$ (13,225)	\$ 913
Common stock issued for services	\$ 1,661,589	\$ 366,000
Fair value of warrants granted for debt Gain on discontinued operations		
Changes in operating assets and liabilities:		
Prepaid expenses	\$ 10,000	\$ 755
Accounts payable	\$ 254,472	\$ 75,842
Net Cash Used by Operating Activities	\$ (63,456)	\$ (21,728)
<b>INVESTING ACTIVITIES</b>		
Purchase of subsidiary investment		
Purchase of fixed assets		
Net Cash Used by Investing Activities		
<b>FINANCING ACTIVITIES</b>		
Discontinued Operations		
Cash in consolidated subsidiary		
Proceeds from notes payable-related party	\$ 104,489	
Net Cash Provided by Operating Activities	\$ 104,489	
Common stock issued for services	\$ 366,000	
NET (DECREASE) INCREASE IN CASH	\$ 41,033	\$ (21,728)
CASH AT BEGINNING OF PERIOD	\$ 7,390	\$ 23,363
CASH AT END OF YEAR	\$ 48,423	\$ 1,635
Cash Paid for Interest		
Cash Paid for Taxes		
Non Cash debt of subsidiary assumed	\$ 655,784	

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

**AMERICAN RACING CAPITAL, INC. AND SUBSIDIARY**  
**NOTES TO FINANCIAL STATEMENTS**  
**MARCH 31, 2008**  
(Unaudited)

**2. BASIS OF PRESENTATION**

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with Securities and Exchange Commission requirements for interim financial statements. Therefore, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States for complete financial statements. The financial statements should be read in conjunction with the Form 10-KSB for the year ended December 31, 2007 of American Racing Capital, Inc. and subsidiaries (the "Company" or "ARC").

The interim financial statements present the condensed balance sheet, statements of operations and cash flows of the Company. The financial statements have been prepared in accordance with accounting principles generally accepted in the United States.

The interim financial information is unaudited. In the opinion of management, all adjustments necessary to present fairly the financial position of the Company as of March 31, 2008 and the results of operations and cash flows presented herein have been included in the financial statements. Interim results are not necessarily indicative of results of operations for the full year.

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.



## **2. GOING CONCERN**

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

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

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

## **3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

Employee stock based compensation - In December 2004, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards (" SFAS" No. 153" ), " Accounting for Stock-Based Compensation" . SFAS No. 153 amends the transition and disclosure provisions of SFAS No. 123. This statement supersedes APB Opinion No. 25, Accounting for Stock Issued to Employees, and its related implementation guidance. This statement establishes standards for the accounting for transactions in which an entity exchanges its equity instruments for goods or services. This statement requires a public entity to measure the cost of employee services received in exchange for an award of equity instruments based on the grant-date fair value of the award (with limited exceptions). That cost will be recognized over the period during which an employee is required to provide service in exchange for the award—the requisite service period (usually the vesting period). For stock options and warrants issued to non-employees, the Company applies SFAS No. 153, which requires the recognition of compensation cost based upon the fair value of stock options at the grant date using the Black-Scholes Option Pricing Model.

The Company has issued stock and granted no warrants or options to employees for compensation for the three months ended March 31, 2008.

#### 4. SIGNIFICANT EVENTS

On July 25, 2006, the Company entered into a Securities Purchase Agreement (the " Securities Purchase Agreement" ) with New Millennium Capital Partners II, LLC, AJW Qualified Partners, LLC, AJW Offshore, Ltd. and AJW Partners, LLC (collectively, the " Investors" ). Under the terms of the Securities Purchase Agreement, the Investors purchased an aggregate of (i) \$2,000,000 in callable convertible secured notes (the " Notes" ) and (ii) seven year warrants to purchase 10,000,000 shares of the company's common stock at an exercise price of \$0.30 (the " Warrants" ). The Notes carry an interest rate of 6% per annum and a maturity date of July 25, 2009. Pursuant to the Securities Purchase Agreement, the Company must file a registration statement with the U.S. Securities and Exchange Commission within forty-five (45) days of the execution of the Securities Purchase Agreement. The notes are convertible into the Company's common stock at the Applicable Percentage of the average of the lowest three (3) trading prices for the Company's shares of Common Stock during the twenty (20) trading day period prior to conversion. The " Applicable Percentage" means 50%; provided, however, that the Applicable Percentage shall be increased to (i) 55% in the event that a registration statement is filed within thirty days of the closing and (ii) 60% in the event that the registration statement becomes effective within one hundred and twenty days from the Closing. In addition, the Company has granted the investors a security interest in substantially all of its assets, as well as intellectual property and registration rights. The Company recorded an expense of \$72,571 for the issuance of the warrants. The beneficial conversion feature attached to the convertible debt results in a discount of \$1,000,000 which is being amortized over the 36 month term of the debt. The Company recorded amortization expense of \$83,333 during the three months ended March 31, 2008. A summary of the convertible debt as of March 31, 2008 is as follows:

Convertible Debt Payable	\$ 2,000,000
Discount	(763,889)
Net	\$ 1,236,111

On November 21, 2006, the Company entered into a Shareholders' Agreement whereby it acquired 51% of the outstanding shares of Motorsports & Entertainment of Tennessee, Inc., a Nevada corporation ("MET"). MET holds a 80% interest in LJ&J Enterprises of Tennessee, Inc., a Tennessee corporation ("LJ&J"). The Company has since acquired 80% of LJ &J .

## Item 2. Management's Discussion and Analysis Or Plan Of Operation

***Forward-Looking Statements and Associated Risks.*** *This Report contains forward-looking statements. Such forward-looking statements include statements regarding, among other things, (a) our growth strategies, (b) anticipated trends in our industry, (c) our future financing plans, (d) our anticipated needs for working capital, (e) our lack of operational experience, and (f) the benefits related to ownership of our common stock. Forward-looking statements, which involve assumptions and describe our future plans, strategies, and expectations, are generally identifiable by use of the words " may," " should," " expect," " anticipate," " estimate," " believe," " intend," or " project" or the negative of these words or other variations on these words or comparable terminology. These forward-looking statements are based largely on the Company's expectations and are subject to a number of risks and uncertainties, including those described in " Business Risk Factors" of the Company's Form 10-KSB for the year ended December 31, 2007. Actual results could differ materially from these forward-looking statements as a result of changes in trends in the economy and the industry, demand for the Company's services,, competition, reductions in the availability of financing and availability of raw materials, and other factors. In light of these risks and uncertainties, there can be no assurance that the forward-looking statements contained in this Report will in fact occur as projected. Any forward-looking statement speaks only as of the date on which such statement is made, and the Company undertakes no obligation to update any forward-looking statement or statements to reflect events or circumstances after the date on which such statement is made or to reflect the occurrence of unanticipated events. New factors emerge from time to time and it is not possible for management to predict all of such factors, nor can it assess the impact of each such factor on the business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements.*

## Overview

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

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

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

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

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

On March 20, 2006, the Board of Directors of the Company, in lieu of a special meeting and pursuant to unanimous written consent, approved a one for one hundred (1-for-100) reverse stock split (the " Reverse Stock Split" ) of the Company's issued and outstanding, which became effective on March 30, 2006 (the " Effective Date" ). On the Effective Date, the Company's issued and outstanding common stock was reduced based on the 1-for-100 ratio and the new trading symbol for the Company was changed to 'ANRC'.

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

## **Critical Accounting Policies And Estimates**

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

### **Revenue Recognition**

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

### **Principles Of Consolidation**

On October 17, 2005, the Company entered into a Share Exchange Agreement, by and among the Company, ARCI and the shareholders of ARCI, pursuant to which, the shareholders of ARCI exchanged with, and delivered to the Company all of the issued and outstanding common stock of ARCI in exchange for 150,000,000 shares of the Company's common stock and 1,000,000 shares of Series A Preferred Stock, which can be converted at any time into three hundred (300) fully paid, nonassessable shares of the Company's common stock. As a result of the Share Exchange Agreement, on October 19, 2005, ARCI became a wholly-owned subsidiary of the Company. The shareholders of Fast One, Inc., DJ Motorsports, Inc. and ARCI became the controlling shareholders of the Company. Accordingly, the financial statements of Fast One, Inc., DJ Motorsports, Inc. and ARCI are presented as the historical financial statements of the Company. The consolidated financial statements shown in this report include the historical operating information of the Fast One, Inc., Davy Jones Motorsports, Inc. and ARCI. All intercompany transactions have been eliminated.

## **Results Of Operations**

### **For The Three Months Ended March 31, 2008 Compared To The Three Months Period Ended March 31, 2007**

#### **Revenues**

Revenue from continuing operations for the three months ended March 31, 2008, was \$99,530 compared to \$-0- in revenue for the three month period ended March 31, 2007. The Company accounts for its investment in LJ&J under the equity method of accounting accordingly and revenues are recognized in the financial statements.

#### **Operating expenses**

Operating expenses from continuing operations for the three months ended March 31, 2008 were \$302,361, as compared to \$449,325, for the three months ended March 31, 2007. Operating expenses in 2007 consisted of \$378,636 in consulting and professional fees paid in connection with acquisitions being considered and \$70,689 in general and administrative expenses.

#### **Net (loss)**

The Company had a net loss of \$ 2,276,028 for the three months ended March 31, 2008, as compared to a net loss of \$548,571 for the three months ended March 31, 2007. The increased loss of \$1,727,457 was mostly attributable to the value of the shares of common stock and warrants issued to consultants valued at \$1,661,589

## Liquidity And Capital Resources

Our financial statements have been prepared on a going concern basis that contemplates the realization of assets and the settlement of liabilities and commitments in the normal course of business. We have incurred losses since inception. We incurred a net loss of \$2,276,028 for the three months ended March 31, 2008, and have an accumulated deficit of \$6,169,817 at March 31, 2008. As of March 31, 2008, we had current assets of \$58,092 and current liabilities of \$2,253,232 resulting in a working capital deficit of \$2,217,936.

For the three months ended March 31, 2008, the Company used net cash in its operations of \$61,231, no cash was used in investing activities and no cash was provided by financing activities.

Included in our liabilities, is \$2,000,000 in convertible debt net of the discount for the beneficial conversion feature of \$1,527,778. Notes payable to related parties of \$328,282 are also included in our liabilities. In the third quarter of 2006, the Company secured funding through the issuance of notes and warrants. On July 25, 2006, the Company entered into a Securities Purchase Agreement (the " Securities Purchase Agreement" ) with New Millennium Capital Partners II, LLC, AJW Qualified Partners, LLC, AJW Offshore, Ltd. and AJW Partners, LLC (collectively, the " Investors" ). Under the terms of the Securities Purchase Agreement, the Investors purchased an aggregate of (i) \$2,000,000 in callable convertible secured notes (the " Notes" ) and (ii) seven year warrants to purchase 10,000,000 shares of the Company's common stock at an exercise price of \$0.30 (the " Warrants" ). The Notes carry an interest rate of 6% per annum and a maturity date of July 25, 2009. The notes are convertible into the Company's common shares at fifty percent (50%) (the " Applicable Percentage" ) of the average of the lowest three (3) trading prices for our shares of common stock during the twenty (20) trading day period prior to conversion. However, the Applicable Percentage shall be increased to (i) 55% in the event that a registration statement is filed within thirty days of the closing and (ii) 60% in the event that the registration statement becomes effective within one hundred and twenty days from the Closing. In addition, the Company has granted the investors a security interest in substantially all of its assets and intellectual property as well as registration rights.



## **Plan Of Operation**

The Company's plan of operations seeks to integrate race track design and development operations with a professional racing team and a national driving school network to leverage the popularity and growth of the motor sports industry.

For the next 12 months, the Company anticipates that it will need \$2,500,000 for general working capital purposes, including funds for event and administrative operations, in addition to funding necessary to acquire and develop race track projects. The Company will seek debt financing to launch any new race track projects and will seek equity funding or a combination of debt/equity financing for operations.

## **RISK FACTORS**

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

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

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

Since our inception, through March 31, 2008 we have not been profitable and have lost money on both a cash and non-cash basis. For the three months ended March 31, 2008, we incurred a net loss of \$2,276,028. As of March 31, 2008, our accumulated deficit was \$6,169,817. Future losses are likely to occur, as we are dependent on spending money to evaluate and pursue motor sports development projects. No assurances can be given that we will be successful in maintaining operations or reaching profitable operations. Accordingly, we may continue to experience liquidity and cash flow problems.

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

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

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

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

**We Have Been The Subject Of A Going Concern Opinion From December 31, 2006 and 2005. From Our Independent Auditors, Which Means That We May Not Be Able To Continue Operations Unless We Can Become Profitable or Obtain Additional Funding**

Our independent auditors had added an explanatory paragraph to their audit opinions issued in connection with our financial statements for the year ended December 31, 2007, which stated that the financial statements raise substantial doubt as to our ability to continue as a going concern. Our ability to make operations profitable or obtain additional funding will determine our ability to continue as a going concern. Our financial statements do not include any adjustments that might result from the outcome of this uncertainty. We will have to raise additional funds to meet our current obligations and to cover operating expenses through the year ending December 31, 2008. If we are not successful in raising additional capital we may not be able to continue as a going concern.

**We Are Subject To A Working Capital Deficit, Which Means That Our Current Assets On March 31, 2007 Were Not Sufficient To Satisfy Our Current Liabilities**

As of March 31, 2008, we had current assets of \$58,092 and current liabilities of \$2,253,232 resulting in a working capital deficit of \$2,195,140. Current assets are assets that are expected to be converted to cash within one year and, therefore, may be used to pay current liabilities as they become due. Our working capital deficit means that our current assets on March 31, 2008 were not sufficient to satisfy all of our current liabilities on that date. We will have to raise capital or debt to fund the deficit or cease our business operations.

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

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

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

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

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

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

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

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

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

**Additional Financing May Potentially Dilute The Value Of Our Stockholders' Shares**

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

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

Our success largely depends on the efforts and abilities of our key executive and consultants, including our President and Chief Executive Officer. The loss of the services of Mr. A. R. Koveleski could materially harm our business because of the cost and time necessary to replace and train a replacement. Such a loss would also divert management attention away from operational issues.

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

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

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

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

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

We face new corporate governance requirements under the Sarbanes-Oxley Act of 2002, as well as new rules and regulations subsequently adopted by the SEC. These laws, rules and regulations continue to evolve and may become increasingly stringent in the future. In particular, we will be required to include management and auditor reports on internal controls as part of our annual report for the year ended December 31, 2007 pursuant to Section 404 of the Sarbanes-Oxley Act. We cannot assure you that we will be able to fully comply with these laws, rules and regulations that address corporate governance, internal control reporting and similar matters. Failure to comply with these laws, rules and regulations could materially adversely affect our reputation, financial condition and the value of our securities.

**Our Success Will Depend Partly On Our Ability To Operate Without Infringing On Or Misappropriating The Proprietary Rights Of Others.**

We may be sued for infringing on the intellectual property rights or misappropriating the proprietary rights of others. Intellectual property litigation is costly, and, even if we prevail, the cost of such litigation could adversely affect our business, financial condition and results of operations. In addition, litigation is time consuming and could divert management attention and resources away from our business. If we do not prevail in any litigation, we could be required to stop the infringing activity and/or pay substantial damages. Under some circumstances in the United States, these damages could be triple the actual damages the patent holder incurs. If we have supplied infringing products to third parties for marketing or licensed third parties to manufacture, use or market infringing products, we may be obligated to indemnify these third parties for any damages they may be required to pay to the patent holder and for any losses the third parties may sustain themselves as the result of lost sales or damages paid to the patent holder.

If a third party holding intellectual property rights successfully asserts an infringement claim with respect to any of our products, we may be prevented from manufacturing or marketing our infringing product in the country or countries covered by the patent we infringe, unless we can obtain a license from the patent holder. Any required license may not be available to us on acceptable terms, or at all. Some licenses may be non-exclusive, and therefore, our competitors may have access to the same technology licensed to us. If we fail to obtain a required license or are unable to design around a patent, we may be unable to market some of our anticipated products, which could have a material adverse effect on our business, financial condition and results of operations.

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

All decisions with respect to the operation of ANRC and development, production and marketing of our products and services, will be made exclusively by management. Our success will, to a large extent, depend on the quality of the management of the Company. In particular, we will depend on the services of our board members and officers. Management believes that these individuals have the necessary business experience to supervise the management of the company and production and commercial exploitation of our products, however, there can be no assurance that they will perform adequately or that our operations will be successful. Shareholders will have no right or power to take part in the management of the company, for the most part, except to the extent of voting for the members of the Board of Directors each year. Accordingly, no person should purchase any of the stock offered hereby unless such prospective purchaser is willing to entrust all aspects of the management of the company to management and has evaluated management's capabilities to perform such functions.

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

We are authorized to issue up to 10,000,000 shares of preferred stock in one or more series. Our Board of Directors will be able to determine the terms of preferred stock without further action by our stockholders. We have designated 2,000,000 shares of preferred stock as Series A Convertible Preferred Stock which is convertible into 300 shares of common stock, 1,000,000 of which were issued to management and are outstanding as of March 13, 2008. To the extent we issue preferred stock, it could affect your rights or reduce the value of your common stock. In particular, specific rights granted to future holders of preferred stock could be used to restrict our ability to merge with or sell our assets to a third party. These terms may include voting rights, and may include preferences as to dividends and liquidation, conversion and redemption rights, and sinking fund provisions.

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

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

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

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

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



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

The trading volume of our stock has been low, which can cause the trading price of our stock to change substantially in response to relatively small orders. In addition, during the last two fiscal years and interim quarters, our common stock has traded pre-split as low as \$0.11 and as high as \$12.00, and post-split as low as \$0.18 and as high as \$0.60. The average price for the past three months has been \$0.42. Both volume and price could also be subject to wide fluctuations in response to various factors, many of which are beyond our control, including actual or anticipated variations in quarterly and annual operating results and general market perception. An absence of an active trading market could adversely affect our shareholders' ability to sell our common stock in short time periods, or possibly at all. In addition, we believe that factors such as changes in the overall economy or the condition of the financial markets could cause the price of our common stock to fluctuate substantially. These fluctuations may also cause short sellers to enter the market from time to time in the belief that we will have poor results in the future. We cannot predict the actions of market participants and, therefore, can offer no assurances that the market for our stock will be stable or appreciate over time.

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

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

**Item 2. Unregistered Sales of Securities**

The Company had no unregistered sales of equity securities.

**Item 3. Controls And Procedures**

**(A) Evaluation Of Disclosure Controls And Procedures**

As of the end of the period covered by this report, the Company carried out an evaluation, under the supervision and with the participation of the Company's Principal Executive Officer, / Principal Accounting Officer of the effectiveness of the design and operation of the Company's disclosure controls and procedures. The Company's disclosure controls and procedures are designed to provide a reasonable level of assurance of achieving the Company's disclosure control objectives. The Company's Principal Executive Officer / Principal Accounting Officer has concluded that the Company's disclosure controls and procedures are, in fact, adequate and effective to ensure that material information relating to the Company that is required to be disclosed by the Company in reports that it files or submits under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified in Commission rules and accumulated and communicated to the Company's management, including its Principal Executive Officer / Principal Accounting Officer, to allow timely decisions regarding required disclosure

**(B) Changes In Internal Controls Over Financial Reporting**

In connection with the evaluation of the Company's internal controls during the Company's fiscal quarter ended March 31, 2008, the Company's Principal Executive Officer /Interim Principal Accounting Officer has determined that there are no changes to the Company's internal controls over financial reporting that has materially affected, or is reasonably likely to materially effect, the Company's internal controls over financial reporting.

**PART II**

**OTHER INFORMATION**

**Item 1. Legal Proceedings**

On March 29, 2007, D.Davy Jones ("Jones") filed a complaint against the Company in the Ninth Judicial District of the State of Nevada in Douglas County (the "Complaint"). The Company entered in a Settlement Agreement and General Release with D. Davy Jones whereby it returned the shares of its former subsidiaries FastOne, Inc. and Davy Jones Motorsports, Inc. to Mr. Jones for 1,500,000 shares of its common stock and 1,000,000 shares of its preferred stock. As additional consideration for termination of his employment contract, the Company agreed to pay Mr. Jones \$240,000 over 24 months. The Company is currently in settlement discussions with Mr. Jones regarding the payments due under the Settlement Agreement.

**Item 2. Changes In Securities**

None.

**Item 3. Defaults Upon Senior Securities**

26

---



**Item 4. Submission Of Matters To Be A Vote Of Security Holders**

None.

**Item 5. Other Information**

None.

**Item 6. Exhibits And Reports On Form 8-K**

**(a) Exhibits:**

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

- |      |  |  |
|------|--|--|
| 10.6 | Registration Rights Agreement dated July 25, 2006 by and among New Millennium Capital Partners II, LLC, AJW Qualified Partners, LLC, AJW Offshore, Ltd. and AJW Partners, LLC                            | Incorporated by reference as Exhibit 4.4 to Form 8-K filed on August 4, 2006 |
| 10.7 | Security Agreement dated July 25, 2006 by and among the Company and New Millennium Capital Partners II, LLC, AJW Qualified Partners, LLC, AJW Offshore, Ltd. and AJW Partners, LLC                       | Incorporated by reference as Exhibit 4.5 to Form 8-K filed on August 4, 2006 |
| 10.8 | Intellectual Property Security Agreement dated July 25, 2006 by and among the Company and New Millennium Capital Partners II, LLC, AJW Qualified Partners, LLC, AJW Offshore, Ltd. and AJW Partners, LLC | Incorporated by reference as Exhibit 4.6 to Form 8-K filed on August 4, 2006 |
| 31.1 | Certification by Chief Executive Officer pursuant to 15 U.S.C. Section 7241, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002  | Provided herewith  |
| 32.1 | Certification by Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002  | Provided herewith  |

**(b) Reports on Form 8-K:**

On March 13, 2008, the Company filed a Current Report on 8-K announcing that effective April 10, 2008, Steven B. Pinson resigned as interim principal accounting officer and CFO.

**SIGNATURES**

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

AMERICAN RACING CAPITAL, INC.

Date: May 20, 2008

By: /s/ A. Robert Koveleski  
A. Robert Koveleski  
President, Chief Executive Officer and Director

By: /s/A.Robert Koveleski  
A. Robert Koveleski  
Secretary, and Principal Accounting Officer and Secretary