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AMERICAN AMMUNITION INC/FL
Form 10QSB
November 14, 2003

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

Form 10-QSB

(Mark one)

Quarterly Report under Section 13 or 15(d) of the Securities Exchange Act
of 1934

For the quarterly period ended: September 30, 2003

Transition Report Under Section 13 or 15(d) of the Securities Exchange Act
of 1934

For the transition period from _____ to _____

Commission File Number: 0-32379

American Ammunition, Inc.

(Exact name of small business issuer as specified in its charter)

California

91-2021594

(State of incorporation)

(IRS Employer ID Number)

3545 NW 71st Street, Miami, FL 33147

(Address of principal executive offices)

(305) 835-7400

(Issuer's telephone number)

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

State the number of shares outstanding of each of the issuer's classes of common
equity as of the latest practicable date: October 21, 2003:

Transitional Small Business Disclosure Format (check one): YES NO

American Ammunition, Inc.

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Form 10-QSB for the Quarter ended September 30, 2003

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Part I

Item 1 - Financial Statements

American Ammunition, Inc. and Subsidiaries
Consolidated Balance Sheets
September 30, 2003 and 2002

(Unaudited)

| | September 30, 2003 | September 30, 2002 |
|--|-----------------------|-----------------------|
| | ----- | ----- |
| ASSETS | | |
| Current Assets | | |
| Cash on hand and in bank | \$ 1,347,532 | \$ 238,695 |
| Accounts receivable - trade, net allowance for doubtful accounts of \$-0- and \$-0-, respectively | 288,503 | 232,821 |

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| | | |
|---|--------------|--------------|
| Inventory | 651,097 | 554,369 |
| Prepaid expenses | 36,421 | 19,647 |
| | ----- | ----- |
| Total Current Assets | 2,323,553 | 1,045,532 |
| | ----- | ----- |
| Property and Equipment - at cost or contributed value | | |
| Manufacturing equipment | 6,895,850 | 6,683,688 |
| Office furniture and fixtures | 62,893 | 50,907 |
| Leasehold improvements | 190,028 | 193,606 |
| | ----- | ----- |
| | 7,148,771 | 6,928,201 |
| Accumulated depreciation | (3,891,321) | (3,224,315) |
| | ----- | ----- |
| Net Property and Equipment | 3,257,450 | 3,703,886 |
| | ----- | ----- |
| Other Assets | | |
| Deposits and other | 77,860 | 77,860 |
| | ----- | ----- |
| Total Other Assets | 77,860 | 77,860 |
| | ----- | ----- |
| TOTAL ASSETS | \$ 5,658,863 | \$ 4,827,278 |
| | ===== | ===== |

- Continued -

The financial information presented herein has been prepared by management without audit by independent certified public accountants.

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

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American Ammunition, Inc. and Subsidiaries
Consolidated Balance Sheets - Continued
September 30, 2003 and 2002

(Unaudited)

| | |
|---------------|---------------|
| September 30, | September 30, |
| 2003 | 2002 |
| ----- | ----- |

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LIABILITIES AND STOCKHOLDERS' EQUITY

| | | |
|--|--------------|--------------|
| Current Liabilities | | |
| Notes payable to a bank | \$ - | \$ - |
| Current maturities of leases payable | 9,507 | 8,365 |
| Customer deposits | 4,100 | 30,000 |
| Accounts payable - trade | 471,085 | 383,777 |
| Working capital advance | 400,000 | - |
| Accrued payroll payable | 28,810 | - |
| Accrued dividends payable | 34,261 | - |
| | ----- | ----- |
| Total Current Liabilities | 947,763 | 422,142 |
| Long-Term Liabilities | | |
| Note payable to a bank | - | 650,000 |
| Capital leases payable | 828 | 11,175 |
| | ----- | ----- |
| Total Liabilities | 948,591 | 1,083,317 |
| | ----- | ----- |
| Commitments and Contingencies | | |
| Convertible Debenture | 431,365 | - |
| | ----- | ----- |
| Mandatory Convertible Preferred Stock | | |
| net of Beneficial Conversion Discount Feature | | |
| 123,700 and 46,000 shares issued and outstanding | 602,610 | 230,000 |
| | ----- | ----- |
| Stockholders' Equity | | |
| Preferred stock - \$0.001 par value | | |
| 20,000,000 shares authorized. | | |
| 1,795,320 shares allocated to Series A | - | - |
| 1,000,000 shares allocated to Series B | - | - |
| Common stock - \$0.001 par value. | | |
| 300,000,000 shares authorized. | | |
| 62,718,137 and 54,114,560 | | |
| shares issued and outstanding | 62,718 | 54,115 |
| Additional paid-in capital | 19,961,671 | 16,052,506 |
| Accumulated deficit | (16,348,092) | (12,592,660) |
| | ----- | ----- |
| Total Stockholders' Equity | 3,676,297 | 3,513,961 |
| | ----- | ----- |
| TOTAL LIABILITIES AND | | |
| STOCKHOLDERS' EQUITY | | |
| | \$ 5,658,863 | \$ 4,827,278 |
| | ===== | ===== |

The financial information presented herein has been
prepared by management without audit
by independent certified public accountants.

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

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American Ammunition, Inc. and Subsidiaries
 Consolidated Statements of Operations and Comprehensive Income (Loss)
 Nine and Three months ended September 30, 2003 and 2002

(Unaudited)

| | Nine months ended September 30, 2003 | Nine months ended September 30, 2002 | Three months ended September 30, 2003 |
|--|---|---|--|
| | ----- | ----- | ----- |
| Revenues | \$ 1,215,717 | \$ 1,277,454 | \$ 317,729 |
| | ----- | ----- | ----- |
| Cost of Sales | | | |
| Materials, Direct Labor and other direct costs | 1,713,888 | 1,236,388 | 614,748 |
| Depreciation | 494,633 | 483,537 | 165,464 |
| | ----- | ----- | ----- |
| Total Cost of Sales | 2,208,521 | 1,719,925 | 780,212 |
| | ----- | ----- | ----- |
| Gross Profit | (992,804) | (442,471) | (462,483) |
| | ----- | ----- | ----- |
| Operating Expenses | | | |
| Research and development expenses | 9,208 | 2,851 | 8,824 |
| Marketing and promotion expenses | 30,350 | 13,842 | 16,835 |
| Other operating expenses | 788,599 | 488,257 | 330,127 |
| Interest expense | 26,270 | 76,060 | 9,725 |
| Depreciation expense | 3,387 | 3,061 | 1,129 |
| Compensation expense related to common stock issuances at less than "fair value" | 736,102 | 11,346 | 371,798 |
| | ----- | ----- | ----- |
| Total Operating Expenses | 1,593,916 | 595,417 | 738,498 |
| | ----- | ----- | ----- |
| Loss from Operations | (2,586,720) | (1,037,888) | (1,200,981) |
| | ----- | ----- | ----- |
| Other Income (Expense) | | | |
| Interest and other income | 2,594 | 11,048 | - |
| Amortization of Beneficial Conversion Feature Discount on Preferred Stock | (77,787) | - | (46,839) |
| | ----- | ----- | ----- |
| Loss before Income Taxes | (2,661,913) | (1,026,840) | (1,247,820) |
| Provision for Income Taxes | - | - | - |
| | ----- | ----- | ----- |
| Net Loss | (2,661,913) | (1,026,840) | (1,247,820) |
| Other Comprehensive Income | - | - | - |
| | ----- | ----- | ----- |
| Comprehensive Loss | \$ (2,661,913) | \$ (1,026,840) | \$ (1,247,820) |

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| | | | |
|---|------------|------------|------------|
| Loss per weighted-average share of common stock outstanding, computed on net loss - basic and fully diluted | \$ (0.04) | \$ (0.02) | \$ (0.02) |
| Weighted-average number of common shares outstanding | 59,222,995 | 51,885,746 | 61,683,424 |

The financial information presented herein has been prepared by management without audit by independent certified public accountants.

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

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American Ammunition, Inc. and Subsidiaries
Consolidated Statements of Cash Flows
Nine months ended September 30, 2003 and 2002

(Unaudited)

| | Nine months ended September 30, 2003 | Nine months ended September 30, 2002 |
|---|---|---|
| Cash flows from operating activities | | |
| Net loss for the year | \$ (2,661,913) | \$ (1,026,840) |
| Adjustments to reconcile net loss to net cash provided by operating activities | | |
| Depreciation and amortization | 498,020 | 486,598 |
| Amortization of Beneficial Conversion Feature | | |
| Discount on Preferred Stock | 77,787 | - |
| Compensation expense related to common stock issuances at less than "fair value" | 736,102 | 11,346 |
| Common stock issued for fees and services | - | 50,520 |
| (Increase) Decrease in | | |
| Accounts receivable | (257,215) | (232,821) |
| Inventory | (266,283) | (239,628) |
| Prepaid expenses, deposits and other | (17,030) | (13,739) |
| Increase (Decrease) in | | |
| Accounts payable - trade | 56,175 | 102,089 |
| Other accrued expenses | 10,101 | - |
| Customer deposits | (76,853) | 30,000 |
| Net cash used in operating activities | (1,901,109) | (832,475) |
| Cash flows from investing activities | | |
| Purchase of property and equipment | (58,845) | (225,229) |

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| | | |
|--|--------------|------------|
| Net cash used in investing activities | (58,845) | (225,229) |
| ----- | | |
| Cash flows from financing activities | | |
| Funding of working capital advance | 400,000 | - |
| Principal paid on long-term debt | (450,000) | (300,000) |
| Principal paid on long-term capital leases | (7,013) | (6,173) |
| Cash paid to obtain capital | (61,850) | - |
| Cash received on convertible debenture | 350,000 | - |
| Cash received on sale of convertible preferred stock | 458,500 | - |
| Cash received on sale of common stock | 2,460,533 | 1,006,153 |
| ----- | | |
| Net cash provided by financing activities | 3,150,170 | 699,980 |
| ----- | | |
| Increase (Decrease) in Cash | 1,190,216 | (357,724) |
| Cash at beginning of year | 157,316 | 596,419 |
| ----- | | |
| Cash at end of year | \$ 1,347,532 | \$ 238,695 |
| ===== | | |

- Continued -

The financial information presented herein has been prepared by management without audit by independent certified public accountants.

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

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American Ammunition, Inc. and Subsidiaries
Consolidated Statements of Cash Flows
Nine months ended September 30, 2003 and 2002

(Unaudited)

| | Nine months ended September 30, 2003 | Nine months ended September 30, 2002 |
|---|--|--|
| | ----- | ----- |
| Supplemental disclosure of interest and income taxes paid | | |
| Interest paid for the period | \$ 26,170 | \$ 52,060 |
| | ===== | ===== |
| Income taxes paid for the period | \$ - | \$ - |
| | ===== | ===== |

Supplemental disclosure of non-cash

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investing and financing activities

| | | | |
|---|----|---|------------|
| Conversion of debt and accrued interest payable to a shareholder into common stock | \$ | - | \$ 125,000 |
| | | | |
| Common stock issued in payment of trade accounts payable | \$ | - | \$ 188,855 |
| | | | |

The financial information presented herein has been
prepared by management without audit
by independent certified public accountants.

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

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American Ammunition, Inc. and Subsidiaries

Notes to Consolidated Financial Statements

Note A - Organization and Description of Business

American Ammunition, Inc. (AAI or Company) was incorporated on February 1, 2000 in the State of California as FirstTelevision.com. AAI subsequently changed its corporate name to FBI Fresh Burgers International with a business plan of marketing the concept of a national "fast food" restaurant chain to children and young adults, with a menu of fresh burgers, fries and sandwiches. However, there was no assurance that this business concept would be successful.

On September 29, 2001, the Company, F&F Equipment, Inc. (F&F) and the individual stockholders of F&F entered into an "Agreement For The Exchange Of Common Stock" (Exchange Agreement) whereby the stockholders of F&F exchanged 100.0% of the issued and outstanding stock of F&F for 21,000,000 post-forward split shares of restricted, unregistered common stock of the Company. F&F Equipment, Inc. then became a wholly-owned subsidiary of the Company.

Concurrent with the September 29, 2001 reverse acquisition transaction, the Company amended its Articles of Incorporation to change the Company's name to American Ammunition, Inc. and modified the Company's capital structure to allow for the issuance of up to 320,000,000 total equity shares consisting of 20,000,000 shares of preferred stock and 300,000,000 shares of common stock. Both classes of stock have a par value of \$0.001 per share.

On October 9, 2001, the Company effected a three (3) for one (1) forward stock split. The effect of this action is reflected in the accompanying financial statements as of the first day of the first period presented.

F&F Equipment, Inc. (F&F) was incorporated on October 4, 1983 under the laws of the State of Florida. The Company was formed to engage principally in the "import, export, retail & wholesale of firearms equipment, ammunition & other devices and for the purpose of transacting any and/or all lawful business." F&F

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conducts its business operations under the assumed name of "American Ammunition".

In June 2002, American Ammunition, Inc. formed a wholly owned subsidiary, Industrial Plating Enterprise Co. (IPE), which started production on June 14, 2002. IPE is a fully licensed and approved state of the art electrochemical metallization facility with enormous capacity for processing the Company's line of projectiles as well as other products and services while employing environmentally sound water conservation and proven waste treatment techniques. The facility meets or exceeds all current environmental requirements and enjoys the "conditionally exempt small quantity generator" status for State and Federal regulations.

Note B - Preparation of Financial Statements

The acquisition of F&F Equipment, Inc., on September 29, 2001, by the Company effected a change in control and was accounted for as a "reverse acquisition" whereby F&F Equipment, Inc. is the accounting acquiror for financial statement purposes. Accordingly, the historical financial statements of the Company are those of F&F Equipment, Inc. from its inception and those of the consolidated entity subsequent to the September 29, 2001 transaction date.

The Company and its subsidiaries follow the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America and have adopted a year-end of December 31 for all entities.

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American Ammunition, Inc. and Subsidiaries

Notes to Consolidated Financial Statements - Continued

Note B - Preparation of Financial Statements - Continued

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America 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.

Management further acknowledges that it is solely responsible for adopting sound accounting practices, establishing and maintaining a system of internal accounting control and preventing and detecting fraud. The Company's system of internal accounting control is designed to assure, among other items, that 1) recorded transactions are valid; 2) valid transactions are recorded; and 3) transactions are recorded in the proper period in a timely manner to produce financial statements which present fairly the financial condition, results of operations and cash flows of the Company for the respective periods being presented

For segment reporting purposes, the Company operated in only one industry segment during the periods represented in the accompanying financial statements and makes all operating decisions and allocates resources based on the best benefit to the Company as a whole.

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During interim periods, the Company follows the accounting policies set forth in its annual audited financial statements filed with the U. S. Securities and Exchange Commission on its Annual Report on Form 10-KSB for the year ended December 31, 2002. The information presented within these interim financial statements may not include all disclosures required by accounting principles generally accepted in the United States of America and the users of financial information provided for interim periods should refer to the annual financial information and footnotes when reviewing the interim financial results presented herein.

In the opinion of management, the accompanying interim financial statements, prepared in accordance with the U. S. Securities and Exchange Commission's instructions for Form 10-QSB, are unaudited and contain all material adjustments, consisting only of normal recurring adjustments necessary to present fairly the financial condition, results of operations and cash flows of the Company for the respective interim periods presented. The current period results of operations are not necessarily indicative of results which ultimately will be reported for the full fiscal year ending December 31, 2003.

The accompanying consolidated financial statements contain the accounts of American Ammunition, Inc. (formerly FBI Fresh Burgers International) and its wholly-owned subsidiaries, F&F Equipment, Inc. and Industrial Plating Enterprise Co. All significant intercompany transactions have been eliminated. The consolidated entities are collectively referred to as "Company".

Note C - Summary of Significant Accounting Policies

1. Cash and cash equivalents

For Statement of Cash Flows purposes, the Company considers all cash on hand and in banks, including accounts in book overdraft positions, certificates of deposit and other highly-liquid investments with maturities of three months or less, when purchased, to be cash and cash equivalents.

Cash overdraft positions may occur from time to time due to the timing of making bank deposits and releasing checks, in accordance with the Company's cash management policies.

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American Ammunition, Inc. and Subsidiaries

Notes to Consolidated Financial Statements - Continued

Note C - Summary of Significant Accounting Policies - Continued

2. Accounts receivable and Revenue Recognition

In the normal course of business, the Company extends unsecured credit to virtually all of its customers which are located throughout the United States. Because of the credit risk involved, management has provided an allowance for doubtful accounts which reflects its opinion of amounts which will eventually become uncollectible. In the event of complete non-performance, the maximum exposure to the Company is the recorded amount

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of trade accounts receivable shown on the balance sheet at the date of non-performance.

The Company ships all product on either an FOB-Plant or FOB-Destination basis. Accordingly, revenue is recognized by the Company at the point at which title to the product passes at a fixed price, collection is reasonably assured, the Company has no remaining performance obligations and no right of return by the purchaser exists.

3. Inventory

Inventory consists of raw materials, work-in-process and finished goods related to the production and sale of small arms ammunition. Inventory is valued at the lower of cost or market using the first-in, first-out method.

4. Property, plant and equipment

Property and equipment are recorded at historical cost. These costs are depreciated over the estimated useful lives of the individual assets using the straight-line method, generally three (3) to twenty (20) years.

Gains and losses from disposition of property and equipment are recognized as incurred and are included in operations.

5. Income Taxes

The Company uses the asset and liability method of accounting for income taxes. At September 30, 2003 and 2002, the deferred tax asset and deferred tax liability accounts, as recorded when material to the financial statements, are entirely the result of temporary differences. Temporary differences represent differences in the recognition of assets and liabilities for tax and financial reporting purposes, primarily accumulated depreciation and amortization, allowance for doubtful accounts and vacation accruals.

As of September 30, 2003 and 2002, the deferred tax asset related to the Company's net operating loss carryforward is fully reserved. If these carryforwards are not utilized, they will begin to expire in 2005.

6. Earnings (loss) per share

Basic earnings (loss) per share is computed by dividing the net income (loss) by the weighted-average number of shares of common stock and common stock equivalents (primarily outstanding options and warrants). Common stock equivalents represent the dilutive effect of the assumed exercise of the outstanding stock options and warrants, using the treasury stock method. The calculation of fully diluted earnings (loss) per share assumes the dilutive effect of the exercise of outstanding options and warrants at either the beginning of the respective period presented or the date of issuance, whichever is later. As of September 30, 2003 and 2002, and subsequent thereto, the Company had no warrants and/or options outstanding.

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American Ammunition, Inc. and Subsidiaries

Notes to Consolidated Financial Statements - Continued

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Note C - Summary of Significant Accounting Policies - Continued

7. Advertising costs

The Company does not conduct any direct response advertising activities. For non-direct response advertising, the Company charges the costs of these efforts to operations at the first time the related advertising is published.

8. Reclassifications

Certain amounts in the accompanying financial statements for the quarter ended September 30, 2002 have been reclassified to conform to the Fiscal 2003 presentations.

Note D - Fair Value of Financial Instruments

The carrying amount of cash, accounts receivable, accounts payable and notes payable, as applicable, approximates fair value due to the short term nature of these items and/or the current interest rates payable in relation to current market conditions.

Interest rate risk is the risk that the Company's earnings are subject to fluctuations in interest rates on either investments or on debt and is fully dependent upon the volatility of these rates. The Company does not use derivative instruments to moderate its exposure to interest rate risk, if any.

Financial risk is the risk that the Company's earnings are subject to fluctuations in interest rates or foreign exchange rates and are fully dependent upon the volatility of these rates. The company does not use derivative instruments to moderate its exposure to financial risk, if any.

Note E - Concentrations of Credit Risk

The Company maintains its cash accounts in a financial institution subject to insurance coverage issued by the Federal Deposit Insurance Corporation (FDIC). Under FDIC rules, the separate companies are each entitled to aggregate coverage of \$100,000 per account type per separate legal entity per financial institution. During each of the respective years ended December 31, 2002 and 2001 and each of the respective nine months ended September 30, 2003 and 2002, the various operating companies had deposits in a financial institution with credit risk exposures in excess of statutory FDIC coverage. The Company has incurred no losses as a result of any of these unsecured situations.

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American Ammunition, Inc. and Subsidiaries

Notes to Consolidated Financial Statements - Continued

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Note F - Inventory

As of September 30, 2003 and 2002, inventory consisted of the following components:

| | September 30, 2003 | September 30, 2002 |
|-----------------|-----------------------|-----------------------|
| | ----- | ----- |
| Raw materials | \$ 205,818 | \$ 207,574 |
| Work in process | 246,477 | 264,048 |
| Finished goods | 198,802 | 82,747 |
| | ----- | ----- |
| Totals | \$ 651,097 | \$ 554,369 |
| | ===== | ===== |

Note G - Property and Equipment

Property and equipment consist of the following components:

| | September 30, 2003 | September 30, 2002 | Estimated useful life |
|-------------------------------|-----------------------|-----------------------|--------------------------|
| | ----- | ----- | ----- |
| Manufacturing equipment | \$ 6,895,850 | \$ 6,683,688 | 5 - 10 years |
| Office furniture and fixtures | 62,893 | 50,907 | 3 - 7 years |
| Leasehold improvements | 190,028 | 193,606 | 8 - 20 years |
| | ----- | ----- | |
| | 7,148,771 | 6,928,201 | |
| Accumulated depreciation | (3,891,321) | (3,224,315) | |
| | ----- | ----- | |
| Net property and equipment | \$ 3,257,450 | \$ 3,703,866 | |
| | ===== | ===== | |

Total depreciation expense charged to operations for the nine months ended September 30, 2003 and 2002 was approximately \$498,020 and \$486,598. respectively.

Included in the amounts reflected in the accompanying balance sheet are the following fixed assets on long-term capital leases:

| | September 30, 2003 | September 30, 2002 |
|--|-----------------------|-----------------------|
| | ----- | ----- |
| Manufacturing and processing equipment | \$ 153,400 | \$ 153,400 |
| Less accumulated depreciation | (66,024) | (50,694) |
| | ----- | ----- |
| | \$ 87,376 | \$ 106,551 |
| | ===== | ===== |

(Remainder of this page left blank intentionally)

American Ammunition, Inc. and Subsidiaries

Notes to Consolidated Financial Statements - Continued

Note H - Working Capital Advance

On March 13, 2003, La Jolla Cove Investors, Inc., the holder of the Company's convertible debenture, advanced the Company an additional \$200,000 for working capital purposes. At La Jolla Cove's sole discretion, the \$200,000 may be allocated in any proportion to a) an increase in the principal amount of the debenture and/or b) a prepayment for a future warrant exercise. During the second quarter of 2003, La Jolla made an additional advance of \$150,000 and elected to allocate the entire \$350,000 in additional funding to the principal balance of the convertible debenture.

On August 5, 2003, La Jolla Cove Investors, Inc., the holder of the Company's convertible debenture, advanced the Company an additional \$400,000 for working capital purposes as an advance against future exercise against the outstanding warrant. On October 9, 2003, La Jolla Cove Investors, Inc. and the Company negotiated an addendum to the Convertible Debenture and Warrant to Purchase Common Stock whereby La Jolla would receive 2,200,000 shares of common stock in satisfaction of the \$400,000 working capital advance.

Note I- Capital Leases Payable

Capital leases payable consist of the following as of September 30, 2003 and 2002, respectively:

| | September 30, 2003 | September 30, 2002 |
|---|-----------------------|-----------------------|
| | ----- | ----- |
| Three capital leases, respectively, payable to various equipment financing companies. Interest, at March 31, 2002, ranging between 11.37% and 14.05%. Payable in aggregate monthly installments of approximately \$935, including accrued interest, as of December 31, 2002. Final maturities occur between September 2004 and December 2004. Collateralized the underlying leased manufacturing equipment. | \$ 10,335 | \$ 19,540 |
| Less current maturities | (9,507) | (8,365) |
| | ----- | ----- |
| Long-term portion | \$ 828 | \$ 11,175 |
| | ===== | ===== |

Future maturities of capital leases payable are as follows:

| Year ending | Amount |
|-------------|--------|
| December 31 | |

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| | |
|--------|-----------|
| ----- | ----- |
| 2003 | \$ 9,507 |
| 2004 | 828 |
| | ----- |
| Totals | \$ 10,335 |
| | ===== |

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American Ammunition, Inc. and Subsidiaries

Notes to Consolidated Financial Statements - Continued

Note I - Long-Term Debt Payable to a Bank

On June 28, 2001, in anticipation of the settlement of litigation with a financial institution, the Company executed a \$950,000 note payable to another financial institution. This note bears interest at the Wall Street Journal published prime rate plus 2.0%.

During Calendar 2002, the Company made five (5) lump-sum principal reductions of \$100,000 each (or an aggregate of \$500,000) to the outstanding balance on this note. As of December 31, 2002, the Company owed \$450,000 on this note. Upon each lump-sum payment, the Company executed a modification to the payment terms on the note.

During the first quarter of Fiscal 2003, the Company made additional principal reductions of \$100,000 and \$350,000 fully retiring the outstanding debt.

Note J - Convertible Debenture

On October 4, 2002, the Company issued an 8.0% Convertible Debenture (Debenture) in the face amount of \$250,000 and a Warrant which requires the Holder to purchase shares of common stock equal to ten (10) times the number of shares of common stock issued to the Holder on conversion of the Debenture. In no event shall the number of shares issued under the Warrant exceed 30,000,000.

During the second quarter of Calendar 2003, the Holder made additional cash advances to the Company totaling \$350,000 which were applied to the outstanding principal balance on the Debenture.

The Debenture bears interest at 8.0% and matures two years from the date of issuance.

In December 2002, the Company and the Debenture Holder amended the above-referenced debenture and warrants as follows:

The number of common shares into which the debenture may be converted is equal to the dollar amount of the debenture being converted multiplied by eleven, minus the product of the conversion price, multiplied by ten times

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the dollar amount of the debenture being converted, divided by the conversion price. The conversion price is obtained by multiplying the average of the five (5) lowest Volume Weighted Average Prices (VWAP) during the 20 trading days prior to the date of conversion by the Discount Multiplier of 80%.

The warrants are exercisable at \$1.00 per share for up to 2,500,000 shares. The warrant holder is obligated to exercise the warrant concurrently with the conversion of the debenture for a number of shares equal to ten times the dollar amount of the debenture being converted.

The full principal amount of the Debenture is due upon default, as defined in the Debenture agreement. The Debenture interest is payable monthly in arrears commencing on November 15, 2002.

The Company was obligated to file a Registration Statement under the Securities Act of 1933 to register the underlying conversion shares on either Form SB-2 or S-3. This Registration Statement was declared effective by the U. S. Securities and Exchange Commission on May 14, 2003.

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American Ammunition, Inc. and Subsidiaries

Notes to Consolidated Financial Statements - Continued

Note J- Convertible Debenture - Continued

The Debenture Holder has contractually committed to convert not less than 5.0% and not more than 10.0% of the original face value of the Debenture monthly beginning the month after the effective date of the Registration Statement and the Holder is required to concurrently exercise warrants and purchase shares of common stock equal to ten (10) times the number of shares of common stock issued to the Holder upon the respective mandatory conversion of the Debenture.

The Holder has further contractually agreed to restrict its ability to convert the Debenture or exercise their warrants and receive shares of the Company's common stock such that the number of shares held by the Holder and its affiliates after such conversion or exercise does not exceed 4.99% of the then issued and outstanding shares of common stock of the Company.

In the event an election to convert is made and the volume weighted average price of the Company's common stock is below \$0.30 per share, the Company shall have the right to prepay any portion of the outstanding Debenture that was elected to be converted, plus any accrued and unpaid interest, at 125.0%.

The Holder may demand repayment of the Debenture of 125.0% of the face amount outstanding, plus all accrued and unpaid interest, in cash at any time prior to the date that underlying Registration Statement under the Securities Act of 1933 has not been declared effective by the U. S. Securities and Exchange Commission within 3 business days of such demand. If the repayment is accelerated, the Company is also obligated to issue to the Holder 25,000 shares of common stock and \$10,000 cash for each 30 day period, or portion thereof, during which the face amount, including interest thereon, remains unpaid with the cash payment to increase to \$15,000 for each 30 day period the balance remains unpaid after the

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initial 90 day period.

If the Holder does not elect to accelerate the Debenture, the Company shall immediately issue and pay to the Holder 25,000 shares of common stock and \$10,000 cash for each 30 day period, or portion thereof, during which the face amount, including interest thereon, remains unpaid with the cash payment to increase to \$15,000 for each 30 day period the balance remains unpaid after the initial 90 day period.

Due to the contractually agreed mandatory conversion of this Debenture, the Company has reflected this transaction in its balance sheet as a "mezzanine" level debt obligation on its balance sheet, between "Total Liabilities" and "Stockholders' Equity". Upon the respective mandatory conversion, the Company will relieve the respective portion of the Debenture and the any related accrued, but unpaid interest, and credit this amount to the respective "common stock" and "additional paid-in capital" accounts in the stockholder's equity section for the par value and excess amount over the par value of the respective shares issued.

As the warrant is non-detachable from the Debenture and requires simultaneous exercise upon conversion of the Debenture, no value was assigned to the issued warrant. Upon exercise of the warrant, the Company will record the issuance of the underlying shares as a new issuance of common stock on the date of each respective exercise.

Concurrent with the execution of the Debenture agreement, the Company executed an engagement letter with the Holder's counsel for legal representation with regard to the preparation of the aforementioned Registration Statement under the Securities Act of 1933.

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American Ammunition, Inc. and Subsidiaries

Notes to Consolidated Financial Statements - Continued

Note J- Convertible Debenture - Continued

On various dates through September 30, 2003, the Debenture Holder elected to convert an aggregate \$168,635, through 21 separate transactions, in outstanding Debenture principal into common stock. This election caused the Company to issue 3,301,906 shares of common stock to the Debenture Holder. Additionally, pursuant to the contract terms, the Debenture Holder concurrently exercised a portion of the outstanding Warrant to purchase 1,686,350 shares of the Company's common stock for gross proceeds of \$1,686,350.

Note K - Preferred Stock Transactions

Preferred stock consists of the following as of September 30, 2003 and 2002, respectively:

September 30, 2003

September 30, 2002

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| | # shares | value | # shares | value |
|--|----------|------------|----------|------------|
| Series A Cumulative Convertible Stock | 32,000 | \$ 160,000 | 46,000 | \$ 230,000 |
| Series B Cumulative Convertible Stock | 91,700 | 458,500 | - | - |
| | 123,700 | 618,500 | 46,000 | 230,000 |
| Beneficial Conversion Feature Discount | | (15,890) | | - |
| Totals | | \$ 602,610 | | \$ 230,000 |

In September, October and November 2001, the Company sold an aggregate 222,600 shares of \$5.00 Series A Convertible Preferred Stock (Series A Preferred Stock) for total proceeds of approximately \$1,113,000 through a Private Placement Memorandum. The Series A Convertible Preferred Stock provides for cumulative dividends at a rate of 8.0% per year, payable quarterly, in cash or shares of the Company's common stock at the Company's election. Each share of Series A Preferred Stock is convertible into 11 shares of the Company's common stock initially at any time after 6 months of the date of issue and prior to the notice of redemption at the option of the holder, subject to adjustments for customary anti-dilution events. In December 2001, at the request of the holders of the Series A Preferred Stock, the Company and the individual holders modified the holding period for conversion to allow for conversion in December 2001.

In September 2001, the Company's principal stockholder converted approximately \$4,007,327 of unsecured debt and approximately \$3,546,273 of cumulative and unpaid accrued interest into 1,510,710 shares of Series A Preferred Stock.

In September 2001, a creditor of the Company agreed to convert approximately \$10,000 of trade accounts payable into 2,000 shares of Series A Preferred Stock.

In December 2001, concurrent with a modification in the holding period prior to conversion, certain holders of the Series A Preferred Stock orally notified the Company of their intent to exercise the conversion features on 1,749,720 issued and outstanding shares of Series A Preferred Stock into 19,246,920 shares of common stock prior to December 31, 2001. Due to the timing of the requisite documentation, the clerical activities related to this conversion were not completed until February 2002.

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American Ammunition, Inc. and Subsidiaries

Notes to Consolidated Financial Statements - Continued

Note K - Preferred Stock Transactions - Continued

In conjunction with the Series A Preferred Stock, certain shares were sold after the Company's common stock was approved for trading by the National Association of Securities Dealers on the OTC Bulletin Board in October 2001. The shares of Series A Preferred Stock sold subsequent to this date had an equivalent per

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share value of common stock below the ending quoted market price of the Company's common stock on their respective issue dates. This difference created a Beneficial Conversion Feature Discount of approximately \$1,207,993. This discount was then amortized over the unexpired time period between the date of issue of the eligible shares and the eligible conversion date, as amended. All of the shares sold subsequent to the initial trading date were converted in December 2001 and, accordingly, the approximate \$1,207,993 in Beneficial Conversion Feature Discount was fully amortized to operations.

In December 2002, a holder of 5,000 shares of Series A Preferred Stock exercised his conversion rights and converted these shares of Series A Preferred Stock into 55,000 shares of restricted, unregistered common stock.

In January 2003, three separate holders of an aggregate 9,000 shares of Series A Preferred Stock exercised their conversion rights and converted these shares of Series A Preferred stock into 99,000 shares of restricted, unregistered common stock.

In May 2003, the Company sold an aggregate 91,700 shares of \$5.00 Series B Convertible Preferred Stock (Series B Preferred Stock) for total proceeds of approximately \$458,500 through a separate Private Placement Memorandum. The Series B Convertible Preferred Stock provides for cumulative dividends at a rate of 8.0% per year, payable quarterly, in cash or shares of the Company's common stock at the Company's election. Each share of Series B Preferred Stock is convertible into 11 shares of the Company's common stock initially at any time after 6 months of the date of issue and prior to the notice of redemption at the option of the holder, subject to adjustments for customary anti-dilution events.

Note L - Common Stock Transactions

In February 2002, the Company converted \$100,000 in short-term debt payable and accrued interest of approximately \$25,000 to an existing stockholder into 277,778 shares of restricted, unregistered common stock. This transaction was consummated at a price of \$0.45 per share, which approximates the discounted "fair value" of the Company's common stock based on the quoted closing price of the Company's common stock on the date of the respective transaction. This transaction paid in full all outstanding short-term debt.

In March 2002, in two separate transactions, the Company sold an aggregate 1,388,890 shares of restricted, unregistered common stock to two separate investors for aggregate proceeds of approximately \$500,000. Each sale was made at a price of \$0.36 per share, which approximates the discounted "fair value" of the Company's common stock based on the quoted closing price of the Company's common stock on the date of each respective transaction. These proceeds were used to supplement operational working capital.

In March 2002, the Company issued 32,000 shares of restricted, unregistered common stock to a member of the Company's Board of Directors for consulting services related to the Company's reverse merger transaction and for various marketing services. This transaction was valued at approximately \$11,520, or \$0.36 per share, which approximates the discounted "fair value" of the Company's common stock based on the quoted closing price of the Company's common stock on the date of the respective transaction.

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American Ammunition, Inc. and Subsidiaries

Notes to Consolidated Financial Statements - Continued

Note L - Common Stock Transactions - Continued

In March 2002, the Company issued 41,665 shares of restricted, unregistered common stock to an unrelated party for stockholder and other public relation services. This transaction was valued at approximately \$15,000, or \$0.36 per share, which approximates the discounted "fair value" of the Company's common stock based on the quoted closing price of the Company's common stock on the date of the respective transaction.

In April and May 2002, the Company issued an aggregate 432,721 shares of restricted, unregistered common stock to three creditors in settlement of approximately \$182,017 in open trade accounts payable. Each issuance was made at a price of either \$0.45 or \$0.36 per share, which approximates the discounted "fair value" of the Company's common stock based on the quoted closing price of the Company's common stock on the date of each respective transaction.

In June 2002, the Company issued 347,223 shares of restricted, unregistered common stock to an existing stockholder to reimburse said stockholder for his cash payment on behalf of the Company of previously accrued legal fees associated with the bank related litigation, which was concluded in June 2001, and for other consulting services currently being provided by the stockholder. This transaction was valued at approximately \$125,000, or \$0.36 per share, which approximates the discounted "fair value" of the Company's common stock based on the quoted closing price of the Company's common stock on the date of the respective transaction.

In June 2002, the Company sold 277,778 shares of restricted, unregistered common stock to an investor for aggregate proceeds of approximately \$100,000. This sale was made at a price of \$0.36 per share, which approximates the discounted "fair value" of the Company's common stock based on the quoted closing price of the Company's common stock on the date of the respective transaction. The proceeds of this transaction were used to supplement operational working capital.

In July 2002, the Company sold 384,615 shares of restricted, unregistered common stock to an existing stockholder for cash proceeds of approximately \$100,000. This sale was made at a price of \$0.26 per share, which approximates the discounted "fair value" of the Company's common stock based on the quoted closing price of the Company's common stock on the date of the respective transaction. The proceeds of this transaction were used to pay down an equivalent portion of the Company's long-term note payable to a bank.

In August 2002, the Company sold 384,615 shares of restricted, unregistered common stock to an existing stockholder for cash proceeds of \$100,000. This sale was made at a price of \$0.26 per share, which was below the discounted "fair value" of the Company's common stock based on the quoted closing price of the Company's common stock on the date of the respective transaction. The differential between the discounted "fair value" (approximately \$0.29 per share) and the selling price resulted in a charge to operations of approximately \$11,346 for compensation expense related to common stock issuances at less than "fair value". The proceeds of this transaction were used to pay down an equivalent portion of the Company's long-term note payable to a bank.

In August 2002, the Company sold 20,506 shares of restricted, unregistered common stock to an existing stockholder for cash proceeds of approximately \$6,152. This sale was made at a price of \$0.30 per share, which approximates the discounted "fair value" of the Company's common stock based on the quoted closing price of the Company's common stock on the date of the respective

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transaction. The proceeds of this transaction were used to directly retire a trade account payable to a specific vendor.

In August 2002, the Company issued 24,999 shares of restricted, unregistered common stock to an unrelated party for stockholder and other public relation services. This transaction was valued at approximately \$6,875, or \$0.28 per share, which approximates the discounted "fair value" of the Company's common stock based on the quoted closing price of the Company's common stock on the date of the respective transaction.

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American Ammunition, Inc. and Subsidiaries

Notes to Consolidated Financial Statements - Continued

Note L - Common Stock Transactions - Continued

In September 2002, the Company sold 277,778 shares of restricted, unregistered common stock to an existing stockholder for cash proceeds of approximately \$100,000. This sale was made at a price of \$0.36 per share, which approximates the discounted "fair value" of the Company's common stock based on the quoted closing price of the Company's common stock on the date of the respective transaction. The proceeds of this transaction were used to pay down an equivalent portion of the Company's long-term note payable to a bank.

In September 2002, the Company sold 277,778 shares of restricted, unregistered common stock to an existing stockholder for cash proceeds of approximately \$100,000. This sale was made at a price of \$0.26 per share, which approximates the discounted "fair value" of the Company's common stock based on the quoted closing price of the Company's common stock on the date of the respective transaction. The proceeds from this transaction were used to support operational working capital.

In September 2002, the Company sold 222,222 shares of restricted, unregistered common stock to an existing stockholder for cash proceeds of approximately \$100,000. This sale was made at a price of \$0.45 per share, which approximates the discounted "fair value" of the Company's common stock based on the quoted closing price of the Company's common stock on the date of the respective transaction. The proceeds of this transaction were used to support operational working capital.

In November 2002, the Company sold 384,615 shares of restricted, unregistered common stock to an existing stockholder for cash proceeds of approximately \$100,000. This sale was made at a price of \$0.26 per share, which approximates the discounted "fair value" of the Company's common stock based on the quoted closing price of the Company's common stock on the date of the respective transaction. The proceeds of this transaction were used to pay down an equivalent portion of the Company's long-term note payable to a bank.

In December 2002, the Company sold an aggregate 120,170 shares of restricted, unregistered common stock to an existing stockholder in three separate transactions valued at an aggregate of approximately \$31,244. These sales were made at a price of \$0.26 per share, which was in excess of the discounted "fair value" of the Company's common stock on the date of each respective transaction. The proceeds of this transaction were used to directly retire a trade account payable to a specific vendor.

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In December 2002, the Company sold 384,615 shares of restricted, unregistered common stock to an existing stockholder for cash proceeds of approximately \$100,000. This sale was made at a price of \$0.26 per share, which was in excess of the discounted "fair value" of the Company's common stock based on the quoted closing price of the Company's common stock on the date of the respective transaction. The proceeds of this transaction were used to pay down an equivalent portion of the Company's long-term note payable to a bank.

In December 2002, the Company issued 55,000 shares of restricted, unregistered common stock upon the exercise of 5,000 shares of outstanding Series A Preferred Stock upon the exercise of the conversion option by the Holder of the Series A Preferred Stock.

During June, July and September 2002, the Company issued an aggregate 21,987 shares of restricted, unregistered common stock in payment of approximately \$10,400 in accrued dividends payable on the Company's outstanding Series A Preferred Stock for the quarters ended December 31, 2001, March 31, 2002, June 30, 2002 and September 30, 2002.

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American Ammunition, Inc. and Subsidiaries

Notes to Consolidated Financial Statements - Continued

Note L - Common Stock Transactions - Continued

In January 2003, the Company issued an aggregate 937,568 shares of restricted, unregistered common stock for cash proceeds of approximately \$324,182. These sales were made at a price of either \$0.23 or \$0.36 per share, which was in excess of the discounted "fair value" of the Company's common stock based on the quoted closing price of the Company's common stock on the date of the respective transaction. The proceeds of this transaction were used for operating working capital.

In February 2003, the Company issued 384,615 shares of restricted, unregistered common stock for cash proceeds of approximately \$100,000. These sales were made at a price of \$0.26 per share, which was in excess of the discounted "fair value" of the Company's common stock based on the quoted closing price of the Company's common stock on the date of the respective transaction. The proceeds of this transaction were used to reduce the Company's outstanding long-term debt.

In March 2003, the Company issued 972,222 shares of restricted, unregistered common stock for cash proceeds of approximately \$350,000. These sales were made at a price of \$0.36 per share, which was in excess of the discounted "fair value" of the Company's common stock based on the quoted closing price of the Company's common stock on the date of the respective transaction. The proceeds of this transaction were used to reduce the Company's outstanding long-term debt.

In March 2003, the Company issued an aggregate 966,608 shares of restricted, unregistered common stock to the Holder of the Company's 8.0% Convertible Debenture upon notice of conversion of \$35,000 of outstanding principal and exercise of a portion of the outstanding warrant to purchase 350,000 shares of

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common stock. This transaction was valued at \$385,000, or approximately \$0.40 per share, which was in excess of the discounted "fair value" of the Company's common stock based on the quoted closing price of the Company's common stock on the date of the respective transaction. The cash proceeds of this transaction were used to provide working capital and support operations.

In May 2003, the Company issued 1,967 shares of restricted, unregistered common stock in payment of approximately \$1,200 in accrued dividends payable on the Company's outstanding Series A Preferred Stock for the quarter ended March 31, 2003.

During the period from July 1, 2003 through September 30, 2003, the Company issued an aggregate 2,902,129 shares of common stock, in 15 separate transactions, in exchange for the redemption of approximately \$93,500 in outstanding debenture balance and approximately \$935,000 in cash from the exercise of the affiliated warrant. Where the closing price of the Company's common stock was in excess of the respective price per share on the respective transaction date, the Company recognized a charge to operations for "compensation expense related to common stock issuances at less than "fair value". The cumulative effect of transactions where the transaction price, as established in the Debenture Agreement, was less than the closing price on the date of the respective transactions resulted in a cumulative charge to operations of approximately \$317,539 during this time period.

Note M - Related Party Transactions

The Company leases its corporate office and manufacturing facility from its controlling stockholder under a long-term operating lease agreement. The lease requires a monthly payment of approximately \$3,931, plus applicable sales taxes. Further, the Company is responsible for all utilities and maintenance expenses. The lease expires on October 31, 2003 and contains a clause that the lease may be renewed for an additional ten year period upon written notification to the lessor no later than 120 days prior to the scheduled expiration date at a rental rate based upon the fair value for similar space in a similar location.

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American Ammunition, Inc. and Subsidiaries

Notes to Consolidated Financial Statements - Continued

Note N - Income Taxes

The components of income tax (benefit) expense for the nine months ended September 30, 2003 and 2002, respectively, are as follows:

| | Nine months ended September 30, 2003 | Nine months ended September 30, 2002 |
|----------|---|---|
| | ----- | ----- |
| Federal: | | |
| Current | \$ - | \$ - |
| Deferred | - | - |
| | ----- | ----- |
| | - | - |

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| | | |
|----------|-------|-------|
| State: | ----- | ----- |
| Current | - | - |
| Deferred | - | - |
| | ----- | ----- |
| | - | - |
| | ----- | ----- |
| Total | \$ - | \$ - |
| | ===== | ===== |

As of December 31, 2002, the Company has a net operating loss carryforward of approximately \$6,600,000 to offset future taxable income. Subject to current regulations, components of this carryforward will begin to expire in 2003. The amount and availability of the net operating loss carryforwards may be subject to limitations set forth by the Internal Revenue Code. Factors such as the number of shares ultimately issued within a three year look-back period; whether there is a deemed more than 50 percent change in control; the applicable long-term tax exempt bond rate; continuity of historical business; and subsequent income of the Company all enter into the annual computation of allowable annual utilization of the carryforwards.

The Company's income tax expense (benefit) for the nine months ended September 30, 2003 and 2002, respectively, differed from the statutory federal rate of 34 percent as follows:

| | Nine months ended September 30, 2003 | Nine months ended September 30, 2002 |
|---|---|---|
| | ----- | ----- |
| Statutory rate applied to loss before income taxes | \$ (902,000) | \$ (350,000) |
| Increase (decrease) in income taxes resulting from: | | |
| State income taxes | - | - |
| Other, including reserve for deferred tax asset | 902,000 | 350,000 |
| | ----- | ----- |
| Income tax expense | \$ - | \$ - |
| | ===== | ===== |

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American Ammunition, Inc. and Subsidiaries

Notes to Consolidated Financial Statements - Continued

Note N - Income Taxes - Continued

Temporary differences, consisting primarily of statutory differences in the depreciable lives for property and equipment, between the financial statement carrying amounts and tax bases of assets and liabilities give rise to deferred tax assets and liabilities as of September 30, 2003 and 2002, respectively:

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| | September 30, 2003 | September 30, 2002 |
|---------------------------------------|-----------------------|-----------------------|
| | ----- | ----- |
| Deferred tax assets - long-term - net | \$ 3,000,000 | \$ 2,150,000 |
| Less valuation allowance | (3,000,000) | (2,150,000) |
| | ----- | ----- |
| Net Deferred Tax Asset | \$ - | \$ - |
| | ===== | ===== |

During the nine months ended September 30, 2003 and 2002, respectively, the valuation allowance increased by approximately \$750,000 and \$950,000.

Note O - Subsequent Events

On October 20, 2003, the Company issued an aggregate 38,366 shares of restricted, unregistered common stock in payment of accrued dividends on the issued and outstanding Series A and Series B Convertible Preferred Stock.

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Item 2 - Management's Discussion and Analysis or Plan of Operation

(1) Caution Regarding Forward-Looking Information

Certain statements contained in this Registration Statement including, without limitation, statements containing the words "believes", "anticipates", "expects" and words of similar import, constitute forward-looking statements. Such forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements of the Company, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements.

Such factors include, among others, the following: international, national and local general economic and market conditions; demographic changes; the ability of the Company to sustain, manage or forecast its growth; the ability of the Company to successfully make and integrate acquisitions; raw material costs and availability; new product development and introduction; existing government regulations and changes in, or the failure to comply with, government regulations; adverse publicity; competition; the loss of significant customers or suppliers; fluctuations and difficulty in forecasting operating results; changes in business strategy or development plans; business disruptions; the ability to attract and retain qualified personnel; the ability to protect technology; and other factors referenced in this and previous filings.

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Given these uncertainties, readers of this quarterly report on Form 10-QSB and investors are cautioned not to place undue reliance on such forward-looking statements. The Company disclaims any obligation to update any such factors or to publicly announce the result of any revisions to any of the forward-looking statements contained herein to reflect future events or developments.

(2) Description of Business

We were incorporated on February 1, 2000 in the State of California. American Ammunition, Inc. is a holding company with two operating subsidiaries: F&F Equipment, Inc. and Industrial Plating Enterprise Co.

F&F Equipment, Inc. was incorporated on October 4, 1983 under the laws of the State of Florida. The company was formed to engage principally in the "import, export, retail & wholesale of firearms equipment, ammunition & other devices and for the purpose of transacting any and/or all lawful business." F&F conducts its business operations under the assumed name of "American Ammunition."

The acquisition of F&F Equipment, Inc., on September 29, 2001, by us effected a change in control and was accounted for as a "reverse acquisition" whereby F&F Equipment, Inc. is the accounting acquiror for financial statement purposes. Accordingly, for all periods subsequent to the September 29, 2001 change in control transaction, our financial statements reflect the historical financial statements of F&F Equipment, Inc. from its inception on October 4, 1983 and the operations of FBI Fresh Burgers subsequent to September 29, 2001.

In June 2002, we formed a wholly owned subsidiary, Industrial Plating Enterprise Co., which started production on June 14, 2002. Industrial Plating is a fully licensed and approved electrochemical metallization facility with significant capacity for processing our line of projectiles as well as other products and services while employing environmentally sound water conservation and proven waste treatment techniques.

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(3) Significant Developments

During the third quarter of 2003, the Company's operations experienced the negative impact of a lower than anticipated or budgeted purchases by Elliot Brothers, a significant customer.

However, during this same time period, the Company has entered into a strategic alliance with Israel Military Industries (IMI), an entity owned by the State of Israel, for the cross-production and sale of various small arms ammunition. This alliance is anticipated to greatly expand the Company's catalog of products and assist in utilizing existing production capacity.

The Company has executed a private labeling agreement with Century International Arms, Inc. (Century). Under this agreement, the Company will produce it's standard catalog of small arms ammunition plus one specialty small arms cartridge to Century's specifications for packaging in Century's designated labeling. This agreement will require no modifications to the Company's production line and will not require the addition of supplemental personnel or equipment. The initial shipment under this agreement is for an aggregate 2,010,000 rounds of ammunition at selling prices of \$81.00 to \$120.00 per 1,000

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rounds, as defined in this agreement. The agreement is for an initial period of nine (9) months and covers periodic orders/shipments of an aggregate 13,670,000 rounds of ammunition from the Company's standard catalog of products and 1,000,000 of the specialty rounds made to Century's specifications.

Additionally, the Company has been awarded three (3) separate contracts from various departments of the U. S. Government. Each contract is for an initial term of one year (commencing between April 24, 2003 and September 30, 2003) with four (4) successive individual one-year extension options. The contracts are summarized as follows:

Contract 1: U. S. Department of State. Minimum annual volume of approximately 100,000 rounds of military grade small arms ammunition. Maximum annual volume of approximately 5,000,000 rounds. Maximum volume may be increased at the discretion of the Contracting Officer and respective utilization requirements. Through October 22, 2003, the Company has received firm orders for 2,265,000 rounds of ammunition under this contract and has approximately 1,265,000 rounds ready for shipment. The ammunition under this contract will be subject to the strategic alliance with Israel Military Industries (IMI).

Contract 2: U. S. Department of Energy. This contract covers seven (7) separate products in the Company's standard catalog of products. The U. S. Department of Energy is obligated to purchase an aggregate of 4,549,000 rounds of ammunition under this contract. Through October 22, 2003, the Company has not shipped any product under this contract. Management anticipates that initial shipments under this contract will commence on or before November 30, 2003.

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Contract 3: U. S. Department of Homeland Security. This contract covers four (4) separate products being introduced to the Company's catalog through the strategic alliance with IMI and requires no modifications to the Company's production facilities or additions to the labor force. The minimum annual volume is 1,000 rounds of each product and a maximum annual volume of 9,600,000 rounds of two (2) products and 36,000,000 of the remaining two (2) products. Management anticipates the first shipment of 4,000 rounds of first article samples, as defined in the contract, on or before October 30, 2003 and shipments of production product to commence on or before November 30, 2003.

(4) Results of Operations

Nine months ended September 30, 2003 compared to Nine months ended September 30, 2002

During the nine months ended September 30, 2003, the Company recognized net revenues of approximately \$1,216,000 as compared to net revenues of approximately \$1,277,000 for the same period ended September 30, 2002. The Company continues to experience positive demand for the Company's products and

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is taking all steps necessary to lower demand on significant customers from prior years, expand the Company's customer base and consummate various short and long-term contracts with various governmental and private sector entities. The third quarter of Calendar 2003 experienced revenue declines over anticipated levels as previously discussed due to lower than anticipated order quantities from a significant customer and management's continued efforts towards developing new distribution channels for the Company's products and efforts associated with the development of foreign markets and strategic alliances with foreign producers of products that are not in the Company's catalog and vice versa. These efforts were fruitful in the third quarter of 2003 and should yield positive impacts on the Company's operations in future periods.

The Company experienced costs of goods sold of approximately \$2,209,000 and \$1,720,000 for the nine months ended September 30, 2003 and 2002, respectively. The Company has recognized depreciation expense on production equipment of approximately \$495,000 and \$484,000, respectively, in the above cost of goods expense totals.

These depreciation levels are anticipated to remain fairly constant for future periods as management does not anticipate any significant capital equipment acquisitions in future periods. Further, the addition of the Industrial Plating Enterprise Co. equipment during 2002 allows us to produce certain components which were previously outsourced to unrelated third parties.

For the nine months ended September 30, 2003 and 2002, respectively, we have generated a negative gross profit of approximately \$(993,000), or (81.66%), and approximately \$(442,000), or (34.64%). The increase in cost of sales expenditures during the first nine months of Calendar 2003 are attributable to increased labor costs in establishing a second shift, scheduled maintenance and repairs on equipment and machinery to be able to support the anticipated throughput of product through the Company's production facilities and general

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inflationary increases in consumable supplies and other direct costs of the manufacturing process. We anticipate that with continued demand for our product, lower production costs being experienced from internally generated plating activities and adequate liquidity, we should be able to generate a positive gross profit in future periods. Further, based on production cost information developed during the 4th quarter of 2002, management has developed a new model for the pricing of its products to its customers. It is anticipated that this pricing model coupled with the sales volumes to be generated from the new contracts and strategic alliances previously discussed will allow management to better manage expense levels, control labor costs and maximize revenue opportunities.

The Company experienced research and development expenses of approximately \$9,200 and \$2,900 during the respective nine month periods ended September 30, 2003 and 2002 related to the development of a new patent-pending reduced hazard projectile for use in ammunition specifically for the public safety and security marketplace, testing of various products related to the new strategic alliance with IMI and the development of the specialty small arms cartridge for Century International Arms, Inc.

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Other general and administrative expenses increased from approximately \$595,000 for the first nine months of 2002 to approximately \$1,594,000 for the first nine months of 2003 as a result of increased activity related to interest expense on the Company's Convertible Debenture and Long-term Debt and increased rent and operating expenses in the Company's IPE subsidiary. Included in the charges to operations for the nine months ended September 30, 2003 and 2002, respectively, is approximately \$736,000 and \$11,300 related to non-cash charges for the economic effect of the issuance of common stock in redemption of the Convertible Debenture at calculated prices below the "fair value" of the Company's stock at the time of issuance. In terms of true direct general and administrative expenses, the year-to-date expenses for Calendar 2003 of approximately \$857,800 compare favorably to the 584,000 for the same period of Calendar 2002. The primary increases are due to increases salaries and wages, group health insurance, general liability insurance costs, engagement of an investor relations firm and general increases in amounts paid for various goods and services necessary to support the Company's operations.

The Company recognized a net loss of approximately \$(2,662,000) and \$(1,027,000) for the respective nine month periods ended September 30, 2003 and 2002, respectively, or \$(0.04) and \$(0.02) per share.

(5) Liquidity and Capital Resources

As of September 30, 2003, December 31, 2002, and September 30, 2002, respectively, the Company had working capital of approximately \$1,348,000, \$56,000, and \$239,000.

The Company has generated (used) cash in operating activities of approximately \$(1,901,000), \$(1,111,000) and \$(832,000) during the nine months ended September 30, 2003, the year ended December 31, 2002 and the nine months ended September 30, 2002. The most significant use of cash during the nine months ended September 30, 2003 was related to the support of the Company's operations in light of sales volumes that have not reached the Company's break even point.

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(6) Convertible Debenture

On October 4, 2002, we signed a Securities Purchase Agreement with La Jolla Cove Investors, Inc. (La Jolla) for the sale of a \$250,000 8% convertible debenture and a warrant to purchase up to 30,000,000 shares of our common stock. The debenture bears interest at 8% and matures two years from the date of issuance.

In December 2002, the Company and La Jolla, the Debenture and/or Warrant Holder, amended the above-referenced debenture and warrants as follows:

The number of common shares into which the debenture may be converted is equal to the dollar amount of the debenture being converted multiplied by eleven, minus the product of the conversion price, multiplied by ten times the dollar amount of the debenture being converted, divided by the conversion price. The conversion price is obtained by multiplying the average of the five (5) lowest Volume Weighted Average Prices (VWAP) during the 20 trading days prior to the date of conversion by the Discount

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Multiplier of 80%.

The warrants are exercisable at \$1.00 per share for up to 2,500,000 shares. The Warrant Holder is obligated to exercise the warrant concurrently with the conversion of the debenture for a number of shares equal to ten times the dollar amount of the debenture being converted.

We were obligated to file a Registration Statement under the Securities Act of 1933 to register the underlying conversion shares on either Form SB-2 or S-3 and have said Registration Statement effective no later than 120 days after October 4, 2002. Our Registration Statement on Form SB-2 was deemed effective by the U. S. Securities and Exchange Commission on May 14, 2003 at 1:00 pm EDT.

La Jolla has contractually committed to convert not less than 5.0% and not more than 10.0% of the original face value of the Debenture monthly beginning the month after the effective date of the Registration Statement and is required to concurrently exercise warrants and purchase shares of common stock equal to ten (10) times the number of shares of common stock issued to La Jolla upon the respective mandatory conversion of the Debenture.

La Jolla has further contractually agreed to restrict its ability to convert the Debenture or exercise their warrants and receive shares of our common stock such that the number of shares held them or their affiliates after such conversion or exercise does not exceed 4.99% of the then issued and outstanding shares of our common stock.

In the event an election to convert is made and the volume weighted average price of our common stock is below \$0.30 per share, we have the right to prepay any portion of the outstanding Debenture that was elected to be converted, plus any accrued and unpaid interest, at 125.0%.

La Jolla could have demanded repayment of the Debenture of 125.0% of the face amount outstanding, plus all accrued and unpaid interest, in cash at any time prior to May 14, 2003, the date that underlying Registration Statement under the Securities Act of 1933 was declared effective by the U. S. Securities and Exchange Commission, within 3 business days of such demand. If the repayment was accelerated, we were obligated to issue La Jolla 25,000 shares of common stock

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and \$10,000 cash for each 30 day period, or portion thereof, during which the face amount, including interest thereon, remains unpaid with the cash payment to increase to \$15,000 for each 30 day period the balance remains unpaid after the initial 90 day period.

If La Jolla does not elect to accelerate the Debenture, the Company shall immediately issue and pay La Jolla 25,000 shares of common stock and \$10,000 cash for each 30 day period, or portion thereof, during which the face amount, including interest thereon, remains unpaid with the cash payment to increase to \$15,000 for each 30 day period the balance remains unpaid after the initial 90 day period.

Due to the contractually agreed mandatory conversion of this Debenture, we have reflected this transaction in our balance sheet as a "mezzanine" level debt obligation on its balance sheet, between "Total Liabilities" and "Stockholders'

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Equity". Upon the respective mandatory conversion, we will relieve the respective portion of the Debenture and the any related accrued, but unpaid interest, and credit this amount to the respective "common stock" and "additional paid-in capital" accounts in the stockholder's equity section for the par value and excess amount over the par value of the respective shares issued.

As the warrant is non-detachable from the Debenture and requires simultaneous exercise upon conversion of the Debenture, no value was assigned to the issued warrant. Upon exercise of the warrant, the Company will record the issuance of the underlying shares as a new issuance of common stock on the date of each respective exercise.

Concurrent with the execution of the Debenture agreement, we executed an engagement letter with La Jolla's counsel for legal representation with regard to the preparation of the Registration Statement under the Securities Act of 1933 on Form SB-2.

On March 13, 2003 and May 6, 2003, La Jolla Cove Investors, Inc., the holder of the Company's convertible debenture, advanced the Company an additional \$200,000 and \$150,000, respectively, for working capital purposes. During the second quarter of 2003, La Jolla elected to allocate the entire \$350,000 in additional funding to the principal balance of the convertible debenture.

On various dates between May 7, 2003 and June 30, 2003, La Jolla elected to convert an aggregate \$75,135, through six (6) separate transactions, in outstanding Debenture principal into restricted, unregistered common stock. This election caused the Company to issue 1,334,777 shares of restricted, unregistered common stock to the Debenture Holder. Additionally, pursuant to the contract terms, the Debenture Holder concurrently exercised a portion of the outstanding Warrant to purchase 751,350 shares of the Company's restricted, unregistered common stock for gross proceeds of \$751,350.

During the period from July 1, 2003 through September 30, 2003, the Company issued an aggregate 2,902,129 shares of common stock, in 15 separate transactions, to La Jolla in exchange for the redemption of approximately \$93,500 in outstanding debenture balance and approximately \$935,000 in cash from

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the exercise of the affiliated warrant. Where the closing price of the Company's common stock was in excess of the respective price per share on the respective transaction date, the Company recognized a charge to operations for "compensation expense related to common stock issuances at less than "fair value". The cumulative effect of transactions where the transaction price, as established in the Debenture Agreement, was less than the closing price on the date of the respective transactions resulted in a cumulative charge to operations of approximately \$317,539 during this time period.

(7) Research and Development

We may significantly increase our spending on research and development activities during the remainder of Calendar 2003 and into Calendar 2004 based upon our estimation of consumer and governmental demand for new products into

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the ammunition marketplace. Over the next 12 calendar months, we may complete the design, development and introduction of our new patent-pending reduced hazard projectile for use in ammunition specifically for the public safety and security marketplace, or work with our strategic alliance partner for the modification and integration of existing products in the marketplace to our product catalog.

Further, additional ammunition calibers and/or projectiles may be developed by us or in conjunction with our strategic alliance partners, depending upon market research, acceptance in the marketplace of existing products and production capabilities.

Item 3 - Controls and Procedures

As required by Rule 13a-15 under the Exchange Act, within the 90 days prior to the filing date of this report, the Company carried out an evaluation of the effectiveness of the design and operation of the Company's disclosure controls and procedures. This evaluation was carried out under the supervision and with the participation of the Company's President, Chief Executive and Chief Financial Officer. Based upon that evaluation, the Company's President, Chief Executive and Chief Financial Officer concluded that the Company's disclosure controls and procedures are effective. There have been no significant changes in the Company's internal controls or in other factors, which could significantly affect internal controls subsequent to the date the Company carried out its evaluation.

Disclosure controls and procedures are controls and other procedures that are designed to ensure that information required to be disclosed in Company reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commission's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed in Company reports filed under the Exchange Act is accumulated and communicated to management, including the Company's Chief Executive Officer and Chief Financial Officer as appropriate, to allow timely decisions regarding required disclosure.

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Part II - Other Information

Item 1 - Legal Proceedings

None

Item 2 - Changes in Securities

During the period from July 1, 2003 through September 30, 2003, the Company issued an aggregate 2,902,129 shares of common stock, in 15 separate transactions, to La Jolla Cove Investors, Inc. in exchange for the redemption of approximately \$93,500 in outstanding debenture balance and approximately \$935,000 in cash from the exercise of the affiliated warrant. Where the closing price of the Company's common stock was in excess of the respective price per share on the respective transaction date, the Company recognized a charge to operations for "compensation expense related to common stock issuances at less than "fair value". The cumulative effect of transactions where the transaction

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price, as established in the Debenture Agreement, was less than the closing price on the date of the respective transactions resulted in a cumulative charge to operations of approximately \$317,539 during this time period.

On October 20, 2003, the Company issued an aggregate 38,366 shares of restricted, unregistered common stock in payment of accrued dividends on the issued and outstanding Series A and Series B Convertible Preferred Stock.

Item 3 - Defaults on Senior Securities

None

Item 4 - Submission of Matters to a Vote of Security Holders

The Company has submitted no matters to a vote of the Shareholders during the preceding three or twelve month periods.

Item 5 - Other Information

On May 14, 2003, the Company's Registration Statement under the Securities Act of 1933 on Form SB-2 was deemed effective by the U. S. Securities and Exchange Commission. This document registered an aggregate 14,687,500 shares of our common stock which are issuable upon conversion of our 8.0% Convertible Debenture, with an outstanding balance of approximately \$215,000 at the effective date, and the exercise of the attached warrants by the selling stockholder, La Jolla Cove Investors, Inc. We also registered such additional shares of common stock as may be issued as a result of the anti-dilution provisions contained in such securities. The number of shares of common stock registered hereunder represented a good faith estimate by us of the number of shares of common stock issuable upon conversion of the debentures and upon exercise of the warrants. For purposes of estimating the number of shares of common stock to be included in the Registration statement, we calculated 200% of the number of shares of our common stock issuable upon conversion of the debentures. Should the conversion ratio result in our having insufficient shares, we will be required to file a new Registration Statement to cover the resale of such additional shares should that become necessary.

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Item 6 - Exhibits and Reports on Form 8-K

Exhibits

| Number | Description |
|--------|--|
| 31.1 * | Certification pursuant to Section 302 of Sarbanes-Oxley Act of 2002. |
| 32.1 * | Certification pursuant to Section 906 of Sarbanes-Oxley Act of 2002. |

* Filed Herewith

Reports on Form 8-K

None

SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

American Ammunition, Inc.

Dated: October 28, 2003

/s/ Andres F. Fernandez

Andres F. Fernandez
President, Chief Executive Officer
Chief Financial Officer and Director