

NEXT GENERATION ENERGY CORP.  
Form 10-Q  
May 21, 2012

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

FORM 10-Q

(Mark One)

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

For the quarterly period ended March 31, 2012

or

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

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

Commission File Number: 000-28083

NEXT GENERATION ENERGY CORP.  
(Exact name of registrant as specified in its charter)

Nevada  
(State or other jurisdiction of incorporation or organization)

88-0169543  
(I.R.S. Employer Identification No.)

7351-N Lockport Place, Lorton, VA  
(Address of principal executive offices)

22079  
(Zip Code)

703-372-1282  
(Registrant's telephone number, including area code)

(Former name, former address and former fiscal year, if changed since last report)

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

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

APPLICABLE ONLY TO CORPORATE ISSUERS:

Indicate the number of shares outstanding of each of the issuer's classes of common stock. As of May 11, 2012 there were 33,853,237 shares of common stock, \$0.01 par value issued and outstanding.

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NEXT GENERATION ENERGY CORP.

FORM 10-Q REPORT INDEX

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PART I. FINANCIAL INFORMATION  
ITEM 1. FINANCIAL STATEMENTS

NEXT GENERATION ENERGY CORP.  
BALANCE SHEETS  
MARCH 31, 2012 AND DECEMBER 31, 2011

|   | March 31,<br>2012<br>(unaudited) | December 31,<br>2011<br>(audited) |
|---|----------------------------------|-----------------------------------|
| <b>CURRENT ASSETS:</b>                            |                                  |                                   |
| Cash and cash equivalents                         | \$0                              | \$ 7,618                          |
| Prepaid expenses and other current assets         | 16,315                           | 12,460                            |
| Note receivable and advances-related party        | 205,185                          | 203,315                           |
| Total current assets                              | 221,500                          | 223,393                           |
| <b>OIL AND GAS PROPERTIES (FULL COST METHOD):</b> |                                  |                                   |
| Evaluated   | 500,000                          | 500,000                           |
| Mineral rights                                    | 18,455                           | 18,455                            |
| Gross oil and gas properties                      | 518,455                          | 518,455                           |
| Less – accumulated depletion                      | -                                | -                                 |
| Net oil and natural gas properties                | 518,455                          | 518,455                           |
| <b>TOTAL ASSETS</b>                               | <b>\$739,955</b>                 | <b>\$ 741,848</b>                 |
| <b>CURRENT LIABILITIES:</b>                       |                                  |                                   |
| Accounts payable                                  | \$92,795                         | \$ 108,144                        |
| Cash overdraft                                    | 77                               |                                   |
| Accrued expenses                                  | 137,347                          | 91,097                            |
| Advances-related party                            | 40,000                           | -                                 |
| Accrued interest payable                          | 18,443                           | 9,876                             |
| Beneficial conversion feature                     | 54,806                           | 101,561                           |
| Convertible notes payable, net of debt discount   | 196,219                          | 196,888                           |
| Total current liabilities                         | 539,687                          | 507,566                           |
| Long term debt, less current maturities:          |                                  |                                   |
| Accrued interest payable – related party          | 33,288                           | 25,808                            |
| Note payables – related parties                   | 500,000                          | 500,000                           |
| Total long term liabilities                       | 533,288                          | 525,808                           |
| Total liabilities                                 | 1,072,975                        | 1,033,374                         |

See the accompanying notes to the unaudited financial statements



NEXT GENERATION ENERGY CORP.  
BALANCE SHEETS - continued  
MARCH 31, 2012 AND DECEMBER 31, 2011  
(continued)

DEFICIENCY IN STOCKHOLDERS' EQUITY

|   |               |               |
|---|---------------|---------------|
| Common stock, par value \$0.01 per share; 50,000,000 shares authorized, 33,853,237 and 32,519,433 shares issued and outstanding | 338,532       | 325,194       |
| Preferred stock Series A, \$0.001 par value, 500,000 shares authorized, zero issued and outstanding                             | -             | -             |
| Preferred stock Series B, \$0.001 par value, 500,000 shares authorized, zero issued and outstanding                             | -             | -             |
| Stock subscription receivable   | (62,135 )     | (62,135 )     |
| Additional paid in capital  | 11,912,890    | 11,753,075    |
| Accumulated deficit   | (12,522,307)  | (12,307,660)  |
| Total stockholders' equity  | (333,020 )    | (291,526 )    |
| <br>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY  | <br>\$739,955 | <br>\$741,848 |

See the accompanying notes to the unaudited financial statements

NEXT GENERATION ENERGY CORP.  
STATEMENTS OF OPERATIONS  
FOR THE THREE MONTHS ENDED MARCH 31, 2012 AND 2011  
(UNAUDITED)

|  | Three months ended March 31, |              |
|--|------------------------------|--------------|
|  | 2012                         | 2011         |
| REVENUES:  |                              |              |
| Royalty income   | \$ 462                       | \$ -         |
| OPERATING EXPENSES:  |                              |              |
| Administrative   | 75,204                       | 56,686       |
| Total operating expenses   | 75,204                       | 56,686       |
| (LOSS) FROM OPERATIONS   | (74,742 )                    | (56,686 )    |
| OTHER EXPENSES:  |                              |              |
| Gain on derivative adjustment                                      | 13,498                       | 12,329       |
| Amortization of debt discount                                      | (29,332 )                    | (12,329 )    |
| Gain on conversion   | 290                          | -            |
| Interest expense, net  | (14,175 )                    | (26,106 )    |
| Total other expenses   | (29,719 )                    | (26,106 )    |
| Net Income (loss) before income taxes                              | (104,461 )                   | (82,792 )    |
| Provision for income taxes   | -                            | -            |
| NET INCOME (LOSS) FROM CONTINUING OPERATIONS                       | (104,461 )                   | (82,792 )    |
| GAIN/(LOSS) FROM DISCONTINUED OPERATIONS                           | -                            | (67,178 )    |
| NET (LOSS)   | (104,461 )                   | (149,970 )   |
| Net (loss) per common share-basic (Note A)                         | (0.00 )                      | (.02         |
| Net Loss per common stock-assuming fully diluted (Note A)          | (see Note A)                 | (see Note A) |
| Weighted average number of common shares outstanding-basic         | 33,262,318                   | 10,969,343   |
| Weighted average number of common shares outstanding-fully diluted | (see Note A)                 | (see Note A) |

See the accompanying notes to the unaudited financial statements.

Next Generation Energy Corporation  
Statements of Stockholders' Equity

|                           | Common Stock<br>Shares | Common Stock<br>Amount | Stock<br>Sub. Rec | Additional<br>Paid In<br>Capital | Accum.<br>Deficit | Total        |
|---------------------------|------------------------|------------------------|-------------------|----------------------------------|-------------------|--------------|
| Balance December 31, 2011 | 32,519,433             | \$325,194              | \$(62,135 )       | \$11,863,261                     | \$(12,417,846)    | \$(291,526 ) |
| Debt conversions          | 1,333,804              | 13,338                 | -                 | 49,629                           | -                 | 62,967       |
| Net loss                  | -                      | -                      | -                 | -                                | (104,461 )        | (104,461 )   |
| Balance March 31, 2012    | 33,853,237             | \$338,532              | \$(62,135 )       | \$11,912,890                     | \$(12,522,307)    | \$(333,020 ) |

See the accompanying notes to the unaudited financial statements.



Next Generation Energy Corporation  
 Statements of Cash Flows  
 For The Three Month Periods Ended March 31, 2012 and 2011

|   | (Unaudited)<br>2012 | (Unaudited)<br>2011 |
|---|---------------------|---------------------|
| <b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>                                      |                     |                     |
| Net (loss)  | \$(104,461 )        | \$(149,970 )        |
| Adjustments to reconcile net income to net cash provided by operating activities: |                     |                     |
| Gain on disposal of subsidiary  | -                   | 464,207             |
| Amortization of debt discount   | 29,332              | 12,329              |
| (Gain) on beneficial conversion   | (13,498 )           | (12,329 )           |
| Issuance of stock options   | -                   | 16,403              |
| Gain on conversion  | (290 )              |                     |
| Increase (decrease) in assets   |                     |                     |
| Prepaid expenses and other current assets   | (3,855 )            | 1,580               |
| Note receivable- accrued interest   | (1,870 )            | (1,850 )            |
| Increase (decrease) in liabilities  |                     |                     |
| Accounts payable  | (15,350 )           | 27,925              |
| Cash drawn in excess of available balance   | 77                  | -                   |
| Accrued interest  | 16,047              | 8,877               |
| Accrued expenses  | 46,250              | 29,847              |
| Net assets available for disposal   | -                   | (397,029 )          |
| Net cash flows provided (used) by operating activities                            | (47,618 )           | (10 )               |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>                                      |                     |                     |
| Purchase of oil and natural gas properties  | -                   | (500,000 )          |
| Net cash flows (used) by investing activities                                     | -                   | (500,000 )          |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>                                      |                     |                     |
| Notes payable – related parties   | -                   | 500,000             |
| Advance-related party   | 40,000              | -                   |
| Net cash flows provided by financing activities                                   | 40,000              | 500,000             |
| <b>NET INCREASE (DECREASE) IN CASH</b>  | <b>(7,618 )</b>     | <b>(10 )</b>        |
| <b>CASH, BEGINNING OF PERIOD</b>  | <b>7,618</b>        | <b>(93 )</b>        |
| <b>CASH, END OF PERIOD</b>  | <b>\$-</b>          | <b>\$(103 )</b>     |
| <b>SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:</b>                          |                     |                     |
| Cash paid during the period for interest  | \$-                 | \$-                 |
| <b>SUPPLEMENTAL DISCLOSURE OF NONCASH TRANSACTIONS:</b>                           |                     |                     |
| Debt Conversion, Converted Instrument, Amount                                     | 62,967              | -                   |

See the accompanying notes to the unaudited financial statements.

NEXT GENERATION ENERGY CORP.  
NOTES TO FINANCIAL STATEMENTS  
March 31, 2012 (unaudited)

NOTE A - SUMMARY OF ACCOUNTING POLICIES

General

The accompanying unaudited consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and with the instructions to Form 10-Q. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements.

In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Accordingly, the results from operations for the three month period ended March 31, 2012 are not necessarily indicative of the results that may be expected for the year ended December 31, 2012. The unaudited consolidated financial statements should be read in conjunction with the consolidated December 31, 2011 financial statements and footnotes thereto included in the Company's SEC Form 10-K.

A summary of the significant accounting policies applied in the preparation of the accompanying financial statements follows.

Business and Basis of Presentation

Next Generation Energy Corporation was incorporated in the State of Nevada in November 1980 as Micro Tech Industries, with an official name change to Next Generation Media Corporation in April 1997 and an official name change to Next Generation Energy Corporation in July 2010. The Company is an independent oil and natural gas company engaged in the exploration, development, and production of predominantly natural gas properties located onshore in the United States. In March 2011, the Company acquired 1,220 acres of mineral leases in Knox County, Kentucky, containing 10 shut-in wells, and is in the process of investigating other acquisitions of oil and gas properties in the same area.

Use of Estimates

The preparation of the financial statement in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts of assets and liabilities and disclosure of contingent assets and liabilities, if any, at the date of the condensed consolidated financial statements and the reported amounts of revenues and expenses during the respective reporting periods. The Company bases its estimates and judgments on historical experience and on various other assumptions and information that are believed to be reasonable under the circumstances. Estimates and assumptions about future events and their effects cannot be perceived with certainty and, accordingly, these estimates may change as new events occur, as more experience is acquired, as additional information is obtained and as the Company's operating environment changes. Actual results may differ from the estimates and assumptions used in the preparation of the Company's condensed consolidated financial statements.

Condensed consolidated interim period results are not necessarily indicative of results of operations or cash flows for the full year and accordingly, certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States has been condensed or omitted. The Company has evaluated events or transactions through the date of issuance of these condensed consolidated financial statements



NOTE A - SUMMARY OF ACCOUNTING POLICIES - continued

Cash Equivalents

For the purpose of the accompanying financial statements, all highly liquid investments with a maturity of three months or less are considered to be cash equivalents.

Property and Equipment other than Oil and Natural Gas Properties

Property and equipment are stated at cost. The cost of normal maintenance and repairs is charged to operating expense as incurred. Material expenditures, which increase the life of an asset, are capitalized and depreciated over the estimated remaining useful life of the asset. When retired or otherwise disposed, the related carrying value and accumulated depreciation are removed from the respective accounts and the net difference less any amount realized from disposition, is reflected in earnings. For financial statement purposes, property and equipment are recorded at cost and depreciated using the straight-line method over their estimated useful lives as follows:

|                         |               |
|-------------------------|---------------|
| Furniture and fixtures  | 5 years       |
| Office equipment        | 3 to 5 years  |
| Manufacturing equipment | 3 to 10 years |
| Buildings               | 40 years      |

Gas and Oil Properties

The Company will follow the full cost method of accounting for the exploration, development, and acquisition of gas and oil reserves. Under this method, all such costs (productive and nonproductive) including salaries, benefits, and other internal costs directly attributable to these activities are capitalized and amortized on an aggregate basis over the estimated lives of the properties using the units-of-production method. The Company excludes all costs of unevaluated properties from immediate amortization. The Company's unamortized costs of natural gas and oil properties are limited to the sum of the future net revenues attributable to proven natural gas and oil reserves discounted at 10 percent plus the lower of cost or market value of any unproved properties. If the Company's unamortized costs in natural gas and oil properties exceed this ceiling amount, a provision for additional depreciation, depletion and amortization is required. At March 31, 2012, the Company had completed the acquisition of 1,220 acres of mineral leases containing 10 shut-in well sin Knox County, Kentucky. Decreases in market prices, as well as changes in production rates, levels of reserves, and the evaluation of costs excluded from amortization, could result in future ceiling test impairments.

Asset Retirement Obligations

Accounting Standards Codification 410, Asset retirement and environmental obligations ("ASC 410") was adopted by the Company. ASC 410 requires that the fair value of a liability for an asset retirement obligation be recognized in the period in which it is incurred if a reasonable estimate of fair value can be made, and that the associated asset retirement costs be capitalized as part of the carrying amount of the long-lived asset. The Company has an option to purchase natural gas and oil properties which may require expenditures to plug and abandon the wells when reserves in the wells are depleted. These expenditures under ASC 410 will be recorded in the period the liability is incurred (at the time the wells are drilled or acquired).

Depletion

Oil and gas producing property costs are amortized using the unit of production method. The Company did not record any amortization expense in the three months ended March 31, 2012 or 2011.

NOTE A - SUMMARY OF ACCOUNTING POLICIES - continued

Impairment of Long-Lived Assets

The Company has adopted Accounting Standards Codification subtopic 360-10, Property, plant and equipment (“ASC 360-10”). The Statement requires that long-lived assets and certain identifiable intangibles held and used by the Company be reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Events relating to recoverability may include significant unfavorable changes in business conditions, recurring losses, or a forecasted inability to achieve break-even operating results over an extended period. The Company evaluates the recoverability of long-lived assets based upon forecasted undiscounted cash flows. Should impairment in value be indicated, the carrying value of intangible assets will be adjusted, based on estimates of future discounted cash flows resulting from the use and ultimate disposition of the asset. ASC 360-10 also requires assets to be disposed of be reported at the lower of the carrying amount or the fair value less costs to sell. During the three months ended March 31, 2012 and 2011, the Company did not recognize any impairment.

Research and Development

The Company accounts for research and development costs in accordance with the Accounting Standards Codification subtopic 730-10, Research and Development (“ASC 730-10”). Under ASC 730-10, all research and development costs must be charged to expense as incurred. Accordingly, internal research and development costs are expensed as incurred. Third-party research and developments costs are expensed when the contracted work has been performed or as milestone results have been achieved. Company-sponsored research and development costs related to both present and future products are expensed in the period incurred. The Company did not incur expenditures on research and product development for the three months ended March 31, 2012 and 2011.

Income Taxes

The Company has adopted Accounting Standards Codification 740 Income Taxes (ASC 740) which requires the recognition of deferred tax liabilities and assets for the expected future tax consequences of events that have been included in the financial statement or tax returns. Under this method, deferred tax liabilities and assets are determined based on the difference between financial statements and the tax basis of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. Temporary differences between taxable income reported for financial reporting purposes and income tax purposes are insignificant.

Advertising

The Company follows the policy of charging the costs of advertising to expenses as incurred. The Company charged to operations no advertising costs for the three months ended March 31, 2012 and 2011, respectively.

Comprehensive Income

Accounting Standards Codification 220 Comprehensive Income (ASC 220) establishes standards for reporting and displaying of comprehensive income, its components and accumulated balances. Comprehensive income is defined to include all changes in equity except those resulting from investments by owners and distributions to owners. Among other disclosures, ASC 220 requires that all items that are required to be recognized under current accounting standards as components of comprehensive income be reported in a financial statement that is displayed with the same prominence as other financial statements. The Company does not have any items of comprehensive income in any of the periods presented.





NOTE A - SUMMARY OF ACCOUNTING POLICIES - continued

Segment Information

Accounting Standards Codification subtopic Segment Reporting 280-10 (“ASC 280-10”) which establishes standards for reporting information regarding operating segments in annual financial statements and requires selected information for those segments to be presented in interim financial reports issued to stockholders. ASC 280-10 also establishes standards for related disclosures about products and services and geographic areas. Operating segments are identified as components of an enterprise about which separate discrete financial information is available for evaluation by the chief operating decision maker, or decision-making group, in making decisions how to allocate resources and assess performance. The Company applies the management approach to the identification of our reportable operating segment as provided in accordance with ASC 280-10. The information disclosed herein materially represents all of the financial information related to the Company’s principal operating segment.

Stock Based Compensation

Effective for the year beginning January 1, 2006, the Company has adopted Accounting Standards Codification subtopic 718-10, Compensation (“ASC 718-10”). The Company made no employee stock-based compensation grants before December 31, 2005 and therefore has no unrecognized stock compensation related liabilities or expense unvested or vested prior to 2006. Stock-based compensation expense recognized under ASC 718-10 for the three months ended March 31, 2012 and 2011 was \$0 and \$16,403, respectively.

Net income (loss) per share

The weighted average shares outstanding used in the basic net income per share computations for the three month periods ended March 31, 2012 and 2011 was 33,262,318 and 10,969,343. The diluted weighted average shares outstanding for the three month periods ended March 31, 2012 and 2011 was 43,887,273 and 12,456,516. In determining the number of shares used in computing diluted loss per share for the three month periods ended March 31, 2012 and 2011, common stock equivalents derived from shares issuable from the exercise of stock options are not considered in the calculation of the weighted average number of common shares outstanding because they would be anti-dilutive, thereby decreasing the net loss per share.

Liquidity

As shown in the accompanying financial statements, the Company had a net loss from operations of (\$104,461), during the three month period ended March 31, 2012. The Company’s total liabilities exceeded its total assets by \$333,020 as of March 31, 2012.

Concentration of Credit Risk

Financial instruments and related items, which potentially subject the Company to concentrations of credit risk, consist primarily of cash, cash equivalents and trade receivables. The Company places its cash and temporary cash investments with high credit quality institutions. At times, such investments may be in excess of the FDIC insurance limit. The Company periodically reviews its trade receivables in determining its allowance for doubtful accounts.

Fair Values

We use fair value measurements to record fair value adjustments to certain assets and to determine fair value disclosures. Cash, short term investment, warrants and reset derivatives are recorded at fair value on a recurring basis.

In accordance with Accounting Standards Codification Topic 820, Fair Value Measurements and Disclosures (“ASC 820”), we group our assets at fair value in three levels, based on the markets in which the assets are traded and the reliability of the assumptions used to determine fair value.

## Reclassifications

Certain reclassifications have been made in prior year's financial statements to conform to classifications used in the current year.

## NOTE B - NOTES PAYABLE

Notes payable at March 31, 2012 and December 31, 2011 consists of the following:

|   | March 31,<br>2012 | December 31,<br>2011 |
|---|-------------------|----------------------|
| Note payable-Forge, LLC, bearing interest at 18.00% per annum, the loan is payable at maturity in July 2011 plus accrued interest (1)                       | \$150,000         | \$ 150,000           |
| Note payable-Asher, bearing interest at 6% per annum, the loan is payable at maturity in March 2012 plus accrued interest (2)                               | 5,000             | 35,000               |
| Note payable-Asher, bearing interest at 8% per annum, the loan is payable at maturity in May of 2012 plus accrued interest (2)                              | 41,219            | 53,000               |
| Notes payable-Joel Sens and Barbara Reed, bearing interest at 6% per annum, all principle and accrued interest is payable at maturity on February 21, 2016. | 500,000           | 500,000              |
| Total notes payable   | 696,219           | 738,000              |
| Less: current maturities  | 196,219           | 238,000              |
| Long term portion   | \$500,000         | \$ 500,000           |

- (1) Obligation to Forge, LLC for \$150,000, bearing interest at 18.00% per annum, the loan is payable at maturity in July 2012 plus accrued interest. The note is secured by certain oil and gas properties owned by Knox Gas, LLC, a subsidiary of the Company. The note is convertible to common stock at a conversion price equal to 75% of the average of the closing prices of the Common Stock for the 10 trading days immediately preceding a conversion date. The balance outstanding at December 31, 2011 was \$150,000 plus accrued interest of \$5,062.50. Our obligation to Forge, LLC contains an embedded beneficial conversion feature since the fair value of our common stock on the date of issuance was in excess of the effective conversion price. The embedded beneficial conversion feature was recorded by allocating a portion of the proceeds equal to the intrinsic value of the feature to "Additional paid-in-capital". The intrinsic value of the feature is calculated on the issuance date by multiplying the difference between the quoted market price of our common stock and the effective conversion price by the number of common shares into which the note may be converted. The resulting discount on the immediately convertible shares is recorded within "Additional paid-in capital" and is amortized over the period from the date of issuance of the to the stated maturity date. The amount of the discount was \$50,000, of which \$22,055 was amortized in 2010 and the balance in 2011.
- (2) During 2011, the Company entered into two Convertible Promissory Notes. The Convertible Notes are unsecured and accrue interest 8% per annum payable upon maturity. The note holders have the option to convert any unpaid principal and accrued interest at any time to the Company's common stock at a rate of 55% of the average three trading days low out of the immediately preceding ten trading days.

#### NOTE C – OPTIONS

##### Non-Employee Stock Options

The weighted average remaining contractual life of the options and warrants issued by the Company as of March 31, 2012 is set forth below:

| Date of Issuance | Number of<br>Options/Warrants | Exercise Price | Contractual<br>Life | Weighted<br>Average<br>Remaining<br>Contractual Life<br>(Years) |
|------------------|-------------------------------|----------------|---------------------|---|
| October 22, 2010 | 800,000                       | 0.30           | 5 years             | 3.58  |
|                  | 800,000                       |                |                     | 3.58  |

Transactions involving stock options issued are summarized as follows:

|                                  | Number of<br>Shares | Weighted<br>Average<br>Price Per<br>Share |
|----------------------------------|---------------------|---|
| Outstanding at December 31, 2011 | 800,300             | \$ 0.30                                   |

|                               |            |        |
|-------------------------------|------------|--------|
| Granted                       | -          |        |
| Exercised                     | -          | -      |
| Canceled or expired           | 300 \$     | 500.00 |
| Outstanding at March 31, 2012 | 800,000 \$ | 0.30   |

Total stock-based compensation expense recognized by us for the three months ended March 31, 2012 and 2011 attributable to the issuance of options was \$0 and \$0, respectively.

#### NOTE D - INCOME TAXES

The Company has adopted Accounting Standards Codification subtopic 740-10, Income Taxes (“ASC 740-10”) which requires the recognition of deferred tax liabilities and assets for the expected future tax consequences of events that have been included in the financial statement or tax returns.

Under this method, deferred tax liabilities and assets are determined based on the difference between financial statements and tax basis of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. Temporary differences between taxable income reported for financial reporting purposes and income tax purposes are insignificant. Management has provided a valuation allowance for the total net deferred tax assets as of March 31, 2012, as they believe it is more likely than not that the entire amount of deferred assets will not be realized.

The Company has provided a valuation reserve against the full amount of the net operating loss benefit, since in the opinion of management based upon the earnings history of the Company; it is more likely than not that the benefits will not be realized in the near future.

#### NOTE E – COMMON STOCK

At March 31, 2012, the Company’s authorized capital stock was 50,000,000 shares of common stock, par value \$0.01 per share, and 1,000,000 shares of preferred stock, par value \$0.001 per share. On that date, the Company had outstanding 33,853,237 shares of common stock, and no shares of preferred stock.

#### NOTE F - CONVERTIBLE PROMISSORY NOTES PAYABLE

The Company entered into a Convertible Promissory Note in July 2010. The Convertible Note accrues interest at 18% per annum which is payable and due quarterly. The note holders have the option to convert any unpaid note principal and accrued interest to the Company’s common stock at a rate of 75% of the average closing price of the last ten days of trading any time after the issuance date of the note.

The Company is obligated under two other Convertible Promissory Notes. The Convertible Notes are unsecured and accrue interest 8% per annum payable upon maturity. The note holders have the option to convert any unpaid principal and accrued interest at any time to the Company’s common stock at a rate of 55% of the average three trading days low out of the immediately preceding ten trading days.

In accordance ASC 470-20, the Company allocated, on a relative fair value basis, the net proceeds amongst the common stock, convertible notes and warrants issued to the investors. During the quarter ended March 31, 2012 the Company recognized \$13,498 as a gain in the beneficial conversion feature.

#### NOTE G – GOING CONCERN MATTERS

The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. As shown in the accompanying financial statements for the three month period ended March 31, 2012, the Company incurred an operating loss of (\$104,461). In addition, the Company has a deficiency in stockholder’s equity of (\$333,020) and (\$291,526) at March 31, 2012 and December 31, 2011, respectively. These factors among others may indicate that the Company will be unable to continue as a going concern.

#### NOTE H – RELATED PARTY TRANSACTIONS

During the first quarter of 2012, Mr. Reed's spouse advanced the Company \$40,000 on an unsecured basis with no set repayment terms

## NOTE I – CAPITAL STOCK

The Company is authorized to issue 50,000,000 shares of common stock, par value \$0.01 per share, and 1,000,000 shares of preferred stock, par value \$0.001 per share. There were 33,853,237 and 0 shares of common stock and preferred stock, respectively, issued and outstanding at March 31, 2012. During the three months ended March 31, 2012, the Company issued 1,333,804 shares of common stock upon the conversion of \$62,967 of convertible notes.

## NOTE J - SUBSEQUENT EVENTS

None.

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

### Disclosure Regarding Forward Looking Statements

This Quarterly Report on Form 10-Q includes forward looking statements (“Forward Looking Statements”). All statements other than statements of historical fact included in this report are Forward Looking Statements. In the normal course of its business, the Company, in an effort to help keep its shareholders and the public informed about the Company’s operations, may from time-to-time issue certain statements, either in writing or orally, that contain or may contain Forward-Looking Statements. Although the Company believes that the expectations reflected in such Forward Looking Statements are reasonable, it can give no assurance that such expectations will prove to have been correct. Generally, these statements relate to business plans or strategies, projected or anticipated benefits or other consequences of such plans or strategies, past and possible future, of acquisitions and projected or anticipated benefits from acquisitions made by or to be made by the Company, or projections involving anticipated revenues, earnings, levels of capital expenditures or other aspects of operating results. All phases of the Company operations are subject to a number of uncertainties, risks and other influences, many of which are outside the control of the Company and any one of which, or a combination of which, could materially affect the results of the Company’s proposed operations and whether Forward Looking Statements made by the Company ultimately prove to be accurate. Such important factors (“Important Factors”) and other factors could cause actual results to differ materially from the Company’s expectations are disclosed in this report. All prior and subsequent written and oral Forward Looking Statements attributable to the Company or persons acting on its behalf are expressly qualified in their entirety by the Important Factors described below that could cause actual results to differ materially from the Company’s expectations as set forth in any Forward Looking Statement made by or on behalf of the Company.

### General Overview

During the quarter ended March 31, 2010, the Company decided to cease operations at its United Marketing Solutions, Inc. subsidiary because of continued operating losses and the termination of all franchise relationships. As a result of the termination of operations, the Company decided to dispose of United Marketing Solutions, Inc. Accordingly, in 2011 the results of our real estate operations are presented separately on the consolidated income statement as discontinued operations.

Since termination of operations at United Marketing Solutions, Inc., the Company has decided to acquire a portfolio of properties that contain valuable natural resources, such as natural gas, oil and coal. The Company’s strategy is to acquire properties that are distressed, undervalued or underutilized at prices it believes are below fair market value. The Company will then provide long term leases to leading natural gas, oil field development firms and coal extractors (lessees) to efficiently extract the resources while Company focuses on growing its portfolio of properties. In the quarter ended March 31, 2011, the Company acquired its first collection of oil and gas leases in



Knox County, Kentucky.

## Results of Operations

During the three month periods ended March 31, 2012 and 2011, the Company's revenues were \$462 and zero, respectively. In early 2010, we terminated operations at our United Marketing Solutions, Inc. subsidiary. In late 2010, we lost all of our tenants in our rental real estate, and therefore decided to dispose of it in the first quarter of 2011. In 2010, we decided to go into the business of acquiring oil and gas properties, but only made our first acquisition of non-revenue producing properties in the first quarter of 2011. We made a number of smaller acquisitions of interests in producing wells later in 2011.

Total operating expenses were \$75,204 for the three months ending March 31, 2012 compared to \$69,015 for the three months ending March 31, 2011. As a result, the Company had operating losses of (\$74,742) and (\$69,015) in the three months ended March 31, 2012 and 2011, respectively.

In the three months ended March 31, 2012 and 2011, the Company recorded other income (expense) of (\$29,719) and (\$13,777), respectively. The significant increase in other expense in 2012 as compared to 2011 was attributable interest expense and amortization of debt discounts.

The Company realized a net loss for the three months ended March 31, 2012 of (\$104,461) as compared to a net loss of (\$149,970) in the three months ended March 31, 2011.

## Liquidity and Sources of Capital

The Company's balance sheet as of March 31, 2012 reflects current assets of \$221,500, current liabilities of \$539,687 and a working capital deficit of \$318,187.

The Company will need to raise capital to meet its working capital and financing needs. Our ability to become profitable is dependent on the receipt of revenues from our oil and gas wells greater than our operational expenses. We acquired our first oil and gas properties in March 2011, which consist of ten shut-in wells which are not currently generating any revenues. Our wells are connected to a gas gathering system that we share with approximately 125 other wells that are owned by the creditors of the former operator of the field. We do not need any additional capital to resume operations at the shut-in wells; however, we are dependent on the owner of the other 125 wells in the field resuming operations, over which we have no control, before we can resume operations at our wells. In addition, our geologist estimates that more wells could be drilled on our leases, and we would need capital to drill the wells if we decide to drill them ourselves. In 2011, we also acquired royalty interests in four wells on three properties, which have produced minimal revenues for us to date.

We need to raise additional capital in order to make additional acquisitions of oil and gas properties. In addition, we need to raise additional capital to finance our ongoing legal, auditing and administrative costs until we generate sufficient revenues from our oil and gas properties to pay those expenses. While we expect to pay for certain of our ongoing administrative expenses through the deferral of salaries or the issuance of shares of common stock to satisfy the expense, there are some expenses that we cannot defer and cannot satisfy from the issuance of common stock. We estimate that we will need to raise approximately \$75,000 to pay expenses that we will incur over the next year which cannot be deferred or satisfied with common stock.

## Going Concern

Our financial statements have been presented on the basis that we continue as a going concern, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. As shown in the accompanying financial statements, we incurred a net operating loss in the three months ended March 31, 2012, and

only have revenues of \$462 for 2012. These factors create an uncertainty about our ability to continue as a going concern. The financial statements do not include any adjustments that might be necessary if we are unable to continue as a going concern.

#### Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements that are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to investors.

#### Critical Accounting Estimates

Our significant accounting policies are described in Note 1 of Notes to Financial Statements. At this time, we are not required to make any material estimates and assumptions that affect the reported amounts and related disclosures of assets, liabilities, revenue, and expenses. However, as we begin actual oil and gas operations, we will be required to make estimates and assumptions typical of other companies in the oil and gas business.

For example, we will be required to make critical accounting estimates related to future oil and gas prices, obligations for environmental, reclamation, and closure matters, mineral reserves, and accounting for business combinations. The estimates will require us to rely upon assumptions that were highly uncertain at the time the accounting estimates are made, and changes in them are reasonably likely to occur from period to period. Changes in estimates used in these and other items could have a material impact on our financial statements in the future.

Our estimates will be based on our experience and our interpretation of economic, political, regulatory, and other factors that affect our business prospects. Actual results may differ significantly from our estimates.

#### ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES OF MARKET RISK.

Because the Company is a smaller reporting company, it is not required to provide the information called for by this Item.

#### ITEM 4. CONTROLS AND PROCEDURES.

##### Evaluation of Disclosure Controls and Procedures

Darryl Reed, our chief executive officer and chief financial officer, is responsible for establishing and maintaining our disclosure controls and procedures. Disclosure controls and procedures means controls and other procedures that are designed to ensure that information we are required to disclose in the reports that we file or submit under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms, and to ensure that information required to be disclosed by us in those reports is accumulated and communicated to the our management, including our principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. Our chief executive officer and chief financial officer evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934) as of March 31, 2012. Based on that evaluation, our chief executive officer and chief financial officer concluded that, as of the evaluation date, such controls and procedures were not effective due to insufficient segregation of duties of incompatible functions and the lack of specific fraud controls.

Changes in internal controls

There were no changes in our internal controls over financial reporting that occurred during the quarter ended March 31, 2012 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II.

ITEM 1. LEGAL PROCEEDINGS.

None.

ITEM 1A. RISK FACTORS.

Not Applicable.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.

During the three months ended March 31, 2012, we issued 1,333,804 shares of common stock upon the conversion of \$62,967 of convertible notes. The shares were issued pursuant to the exemption from registration provided by Section 4(2) of the Securities Act of 1933.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES.

Not Applicable.

ITEM 4. MINE SAFETY DISCLOSURES.

Not Applicable.

ITEM 5. OTHER INFORMATION.

Not applicable.

ITEM 6. EXHIBITS.

- 31 Rule 13a-14(a)/15d-14(a) Certification by the Chief Executive Officer and Chief Financial Officer
- 32 Certification by the Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

SIGNATURES

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

Date: May 15, 2012

NEXT GENERATION ENERGY CORP.

/s/ Darryl Reed

By: Darryl Reed, Chief Executive Officer  
(principal executive officer and principal  
financial and accounting officer)