GAMEPLAN INC
Form 10-Q
November 13, 2008

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended September 30, 2008

OR

p 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:

000-27435

GAMEPLAN, INC.

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

NEVADA	**87-0493596**
(State or other jurisdiction of incorporation or organization)	*(I.R.S. Employer Identification No.)*
3701 Fairview Road Reno, Nevada	**89511**
(Address of principal executive offices)	*(Zip Code)*

Registrant's telephone number, including area code: **(775) 815-4758**

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.

ý 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 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 ¨ (Do not check if smaller reporting company)

Smaller Reporting Company ý

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

ý Yes ¨ No

As of November 6, 2008 the number of shares of Common Stock, $.001 par value, outstanding was 15,225,000.

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PART I FINANCIAL INFORMATION

ITEM 1. Financial Statements.

GAMEPLAN, INC.

[A Development Stage Company]

Condensed Consolidated Balance Sheets

ASSETS

	September 30, 2008 (Unaudited)	December 31, 2007 (Audited)
Current Assets		
Cash	$ 2,275	$ 6,562
Total Current Assets	2,275	6,562
Property and Equipment		
Property and equipment	1,604	1,604
Less: Accumulated Depreciation	(1,604)	(1,604)
Net Property and Equipment	-	-
TOTAL ASSETS	$ 2,275	$ 6,562

LIABILITIES & STOCKHOLDERS DEFICIT

Current Liabilities		
Accounts Payable	$ 2,769	$ -
Accrued Liabilities	25,000	-
Total Current Liabilities	27,769	-
Long-Term Liabilities		
Payable to Shareholders - Note 2	788,313	732,651
Total long-Term Liabilities	788,313	732,651

Total Liabilities		816,082		732,651
Stockholders' Deficit				
Common Stock -- $.001 par value; 40,000,000 shares authorized; 15,225,000 issued and outstanding		15,225		15,225
Additional paid-in capital		727,566		727,566
Accumulated deficit during the development stage		(1,556,598)		(1,468,880)
Total Stockholders' Deficit		(813,807)		(726,089)
TOTAL LIABILITIES & STOCKHOLDERS' DEFICIT	$	2,275	$	6,562

See accompanying notes to financial statements.

GAMEPLAN, INC.

[A Development Stage Company]

Condensed Consolidated Statements of Operations

For the three and nine month periods ended September 30, 2008 and 2007

and for the period from inception through September 30, 2008

(Unaudited)

	For the Three Months Ended September 30, 2008	For the Three Months Ended September 30, 2007	For the Nine Months Ended September 30, 2008	For the Nine Months Ended September 30, 2007	Inception Through September 30, 2008
Revenues	$ -	$ -	$ -	$ -	$ 932,284
General and administrative expense	14,045	1,305	52,057	14,956	2,143,441
Operating loss	(14,045)	(1,305)	(52,057)	(14,956)	(1,211,157)
Interest income	-	-	-	-	16,064
Interest expense	(11,537)	(14,416)	(35,661)	(42,242)	(730,864)
Gain/(loss) on asset sales	-	-	-	-	(29,477)
Income (loss) before taxes	(25,582)	(15,721)	(87,718)	(57,198)	(1,955,434)
Provision (benefit) from income taxes	-	-	-	-	(1,164)
Net income (loss) before extraordinary item	(25,582)	(15,721)	(87,718)	(57,198)	(1,956,598)
Extraordinary gain, net	-	-	-	-	400,000
Net income (loss)	$ (25,582)	$ (15,721)	$ (87,718)	$ (57,198)	$ (1,556,598)
Net income (loss) per share	(0.01)	(0.01)	(0.01)	(0.01)	(0.17)

Weighted average number of shares outstanding	15,225,000	15,225,000	15,225,000	15,225,000	8,912,415

See accompanying notes to financial statements

GAMEPLAN, INC.

[A Development Stage Company]

Condensed Consolidated Statements of Cash Flows

September 30, 2008 and 2007 (and for the period from inception through September 30, 2008)

(Unaudited)

	For the Nine Months Ended September 30, 2008	For the Nine Months Ended September 30, 2007	Inception Through September 30, 2008
Cash Flow Used for Operating Activities			
Net Loss	$ (87,718)	$ (57,198)	$ (1,556,598)
Adjustments to Reconcile net loss to net cash used for operating activities:			
Depreciation	-	-	174,645
Bad Debt Expense	-	-	911
Notes issued in exchange for interest expense	-	-	59,588
Notes issued in exchange for accrued interest		-	49,589
Stock issued for expenses	-	-	3,000
Loss on disposal of assets	-	-	29,477
Increase/(Decrease) in accrued expenses	63,431	42,509	407,543
Net Cash Flows Used for Operating Activities	(24,287)	(14,689)	(831,845)
Cash Flows used for Investing Activities			
Capital expenditures	-	-	(520,761)
Proceeds from disposal of property	-	-	316,641
Net Cash Flows Used for Investing Activities	-	-	(204,120)
Cash Flows used for Financing Activities			
Shareholder loan proceeds	20,000	22,000	1,529,467
Loan Principle Payments	-	-	(531,018)
Proceeds from Issuance of Common Stock	-	-	39,791
Net Cash Flows Used for Financing Activities	20,000	22,000	1,038,240
Net Increase / (Decrease) in cash	(4,287)	7,311	2,275

Beginning Cash Balance		6,562	1,126	-
Ending Cash Balance	$	2,275	$ 8,437	$ 2,275
Supplemental Disclosures				
Cash Paid for Taxes	$	-	$ -	$ -
Cash Paid for Interest	$	-	$ -	$ -

See accompanying notes to financial statements

GAMEPLAN, INC.

[A Development Stage Company]

Notes to Condensed Consolidated Financial Statements

September 30, 2008

(Unaudited)

NOTE 1 BASIS OF PRESENTATION

The accompanying condensed consolidated financial statements have been prepared without audit, pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted. These interim financial statements include all adjustments consisting of normal recurring entries, which in the opinion of management, are necessary to present a fair statement of the results for the period. It is suggested that these condensed financial statements be read in conjunction with the financial statements and notes thereto included in the Company s Annual Report on Form 10-KSB for the year ended December 31, 2007. The results of operations for the period ended September 30, 2008, are not necessarily indicative of the operating results for the full year.

NOTE 2 - RELATED PARTY TRANSACTIONS

During the nine months ended September 30, 2008, two shareholders loaned the Company $20,000.

The payable to shareholders accrued an additional $11,537 in interest for the three months ended September 30, 2008.

NOTE 3 GOING CONCERN

The Company has incurred losses from inception, has a net working capital deficiency, and has no operating revenue source as of September 30, 2008. Financing the Company s activities to date has primarily been the result of borrowing from shareholders. The Company s ability to achieve a level of profitable operations and/or additional financing may impact the Company s ability to continue as it is presently organized. Management plans include continued development of the business, as discussed in NOTE 4 of the Company s Annual Report on Form 10-KSB for the year ended December 31, 2007.

NOTE 4 RECENTLY ENACTED ACCOUNTING PRONOUNCEMENTS

SFAS 141 (revised 2007), Business Combinations (SFAS 141R) (December 2007)

SFAS No. 141R requires an acquirer to measure the identifiable assets acquired, the liabilities assumed and any noncontrolling interest in the acquiree at their fair values on the acquisition date, with goodwill being the excess value over the net identifiable assets acquired. The Company has not yet determined the effect on its consolidated financial statements, if any, upon adoption of SFAS No. 141R.

SFAS No. 160, Noncontrolling Interests in Consolidated Financial Statements, an amendment of Accounting Research Bulletin No. 51(SFAS 160)

SFAS No. 160 clarifies that a noncontrolling interest in a subsidiary should be reported as equity in the consolidated financial statements. The calculation of earnings per share will continue to be based on income amounts attributable to the parent. SFAS No. 141R and SFAS No. 160 are effective for financial statements issued for fiscal years beginning after December 15, 2008. Early adoption is prohibited. The Company has not yet determined the effect on its consolidated financial statements, if any, upon adoption of SFAS No. 160.

GAMEPLAN, INC.

[A Development Stage Company]

Notes to Condensed Consolidated Financial Statements

September 30, 2008

(Unaudited)

SFAS 161 Disclosures about Derivative Instruments and Hedging Activities, an amendment of FASB Statement No. 133 (March 2008)

This standard requires enhanced disclosures about a company s derivative and hedging activities. Management does not expect adoption of SFAS 161, which is effective for the Company at the beginning of its fiscal year 2010, to have a material impact on the Company s financial statements.

SFAS 162 The Hierarchy of Generally Accepted Accounting Principles (May 2008)

The new standard is intended to improve financial reporting by identifying a consistent framework, or hierarchy, for selecting accounting principles to be used in preparing financial statements that are presented in conformity with generally accepted accounting principles (GAAP) for nongovernmental entities in the United States. SFAS 162 is effective 60 days following SEC approval of the Public Company Accounting Oversight Board Auditing amendments to AU Section 411, The Meaning of Present Fairly in Conformity with Generally Accepted Accounting Principles. The Company is currently evaluating the impact, if any, of adopting FAS 162, on its Consolidated Financial Statements

SFAS 163 Accounting for Financial Guarantee Insurance Contracts - an interpretation of FASB Statement No. 60 (May 2008)

SFAS 163 clarifies how Statement 60 applies to financial guarantee insurance contracts, including the recognition and measurement of premium revenue and claim liabilities. This Statement also requires expanded disclosures about financial guarantee insurance contracts. SFAS 163 is effective for fiscal years beginning on or after December 15, 2008, and interim periods within those fiscal years. The Company does not expect that the adoption of SFAS 163 will have a material impact on its consolidated financial statements.

NOTE 5 SUBSEQUENT EVENT

Pursuant to a shareholder s meeting in which nominations for the Board of Directors were made, a meeting was held on Oct. 17th, 2008 in Reno, NV. The nominees, Robert G. Berry, Ray Brown, David W. Young, Jon Jenkins and L. Steven Haynes accepted their nominations to be Board members of GamePlan Inc. Compensation was set at $2,500

per attended meeting and $1,000 for telephonic Board meetings plus out-of-pocket actual expenses. All fees and expenses will accrue and be paid when cash flow permits. As further compensation, The Board then adopted an Incentive Stock Option Plan and, pursuant to that Plan, adopted the following Incentive Stock Option Plan for each Director: Each Director was given the option to purchase 100,000 Rule 144 shares of the common voting stock of GamePlan Inc. yearly for a period of 5 years at the strike price of twenty cents (.20 cents) per share through all option periods. Each option exercise period shall be for a term of three (3) years from the date of the option grant. The first option period commences on the date of this meeting (Oct. 17th 2008). Subsequent options shall be granted on Oct. 17th 2010, Oct. 17th 2011, Oct. 17th 2012 and the final stock option grant on Oct. 17th 2013 on condition that the Directors are Directors at the time of the subsequent option grants. In all events, GamePlan Inc. shall have the right of first refusal to meet the sale price of the stock.

ITEM 2. Management s Discussion and Analysis of Financial Condition and Results of Operations

Forward Looking Statements

From time to time, our representatives or we have made or may make forward-looking statements, orally or in writing. Such forward-looking statements may be included in, but not limited to, press releases, oral statements made with the approval of an authorized executive officer or in various filings made by us with the Securities and Exchange Commission. Words or phrases "will likely result", "are expected to", "will continue", "is anticipated", "estimate", "project or projected", or similar expressions are intended to identify "forward-looking statements". Such statements are qualified in their entirety by reference to and are accompanied by the discussion of certain important factors included in the Company's Annual Report on Form 10-KSB for the fiscal year ended December 31, 2007 that could cause actual results to differ materially from such forward-looking statements.

Management is currently unaware of any trends or conditions other than those mentioned in this management's discussion and analysis that could have a material adverse effect on the Company's consolidated financial position, future results of operations, or liquidity. However, investors should also be aware of factors that could have a negative impact on the Company's prospects and the consistency of progress in the areas of revenue generation, liquidity, and generation of capital resources. These include: (i) variations in revenue, (ii) possible inability to attract investors for its equity securities or otherwise raise adequate funds from any source should the Company seek to do so, (iii) increased governmental regulation, (iv) increased competition, (v) unfavorable outcomes to litigation involving the Company or to which the Company may become a party in the future and, (vi) a very competitive and rapidly changing operating environment.

The risks identified here and in the Company's Form 10-KSB for the fiscal year ended December 31, 2007 are not all inclusive. New risk factors emerge from time to time and it is not possible for management to predict all of such risk factors, nor can it assess the impact of all such risk factors on the Company's business or the extent to which any factor or combination of factors may cause actual results to differ materially from those contained in any forward-looking statements. Accordingly, forward-looking statements should not be relied upon as a prediction of actual results.

The information set forth in the following discussion should be read with the financial statements of Gameplan, Inc. included elsewhere herein.

Business Overview

For the last several years GamePlan Inc. (Company) attempted to bring to market through mergers or acquisitions comprehensive business plans described in the Company s previous Annual Reports. After many years of focused efforts to do so, we have not been able to gain traction for these plans. The game plan didn t work and had to change.

The difficult but obvious conclusion is that the best interest of our shareholders dictates a change from those business plans back to the business plan that the Company originally employed and in which we have considerable expertise. That plan, summarized in the Company History that follows, is to acquire, develop, manage and/or consult gaming opportunities and gaming related opportunities throughout the world, (New Plan).

Summary of Company history

The Company (Qsip # 36465 c 10 5, Tax I.D. # 870493596, publicly traded under the symbol GPLA.OB) was incorporated in Utah on August 26, 1981 under the name Sunbeam Solar, Inc. On April 27, 1984, common stock was sold publicly. During the latter part of 1991, Robert G. Berry purchased ninety percent (90%) of the Company s stock. On December 23, 1991 the Company merged with GamePlan, Inc., a Nevada public corporation. From 1992 to 1995 GamePlan actively sought gaming opportunities both in Indian and non-Indian venues and had gaming consulting contracts with the Menominee Tribe in Wisconsin and the San Carlos Apache Tribe in Arizona. From 1996 until the present time the Company has been a public shell and is current in all regulatory filings required of bulletin board companies. Of the 40 million shares authorized there are 15,225,000 shares outstanding with no appreciable market value. As of September 30, 2008, the Company is indebted to its controlling shareholders in the approximate amount of $788,000.

Summary of the New Plan

The New Plan of the Company is to focus on owning, operating, managing and/or consulting on gaming and gaming related projects throughout the world. The Company will reorganize its Board of Directors and Officers, hire employees as needed and focus on acquiring existing profitable traditional gaming properties and ancillary gaming development opportunities together with seeking opportunities for development, management and consulting services with American Indian Gaming Tribes. The Company will also closely monitor emerging gaming jurisdiction in and out of the United States and make appropriate acquisitions and/or participate in joint ventures.

Each of these acquisitions/property development projects will be in separate entities that will be owned in whole or by a majority of the stock ownership in the Company. Each subsidiary will be responsible for operating not more than one gaming facility.

Regulation

Gaming regulation generally

Extensive federal, state, provincial, tribal and/or local laws, regulations and ordinances, which are administered by the appropriate regulatory agency or agencies in each jurisdiction (the Regulatory Authorities), govern the ownership, management, and operation of gaming facilities. These laws, rules, regulations and ordinances vary from jurisdiction to jurisdiction; however, each are directed to the responsibility, financial stability and character of the owners and managers of gaming operations as well as persons financially interested or involved in gaming operations.

Neither the Company nor any subsidiary of the Company will own, manage, operate or consult relative to a gaming facility or gaming related facility unless proper licenses, permits and approvals are obtained. An application for a license, permit or approval may be denied for any cause. Most Regulatory Authorities also have the right to license, investigate, and determine the suitability of any person who has a significant relationship with the Company or any of its subsidiaries, including officers, directors, employees, and security holders of the Company or its subsidiaries. In the event a Regulatory Authority were to find a security holder to be unsuitable, the Company could be sanctioned and may lose its licenses and approvals if the Company recognizes any rights in any entity with such unsuitable person in connection with such securities. The Company will be required to repurchase its securities at fair market value from security holders that the Regulatory Authorities deem unsuitable.

The Company s Articles of Incorporation will be amended to authorize the Company to redeem securities held by persons whose status as a security holder, in the opinion of the Company s Board of Directors, jeopardizes gaming licenses or approvals of the Company or any of its subsidiaries. Once obtained, licenses, permits, and approvals must be periodically renewed in some jurisdictions and not in others and generally are not transferable. The Regulatory Authorities may at any time revoke, suspend, condition, limit, or restrict a license for any cause they, in their sole discretion, deem reasonable.

Fines for violations may be levied against the holder of a license, and in some jurisdictions, gaming operation revenues may be forfeited to the state. No assurance can be given that any licenses, permits, or approvals

will be obtained by the Company or any of its subsidiaries or, if obtained, will be renewed or not revoked in the future. In addition, the rejection or termination of a license, permit, or approval of the Company or any of its employees or security holders in any jurisdiction may have adverse consequences in other jurisdictions. Certain jurisdictions require gaming operators licensed therein to seek approval from the state before conducting gaming in other jurisdictions. The Company and its subsidiaries may be required to submit detailed financial and operating reports to Regulatory Authorities.

The political and regulatory environment for gaming is dynamic and rapidly changing. The laws, regulations and procedures pertaining to gaming are subject to the interpretation of the Regulatory Authorities and may be amended. Any changes in such laws, regulations or their interpretations could have a material adverse effect on the Company.

Indian gaming regulation generally

The terms and conditions of management contracts or management related contracts for the operation, and under certain circumstances consulting, of Indian-owned casinos, and of all gaming on Indian land in the United States, are subject to the Indian Gaming Regulatory Authority (IGRA). IGRA is administered by the National Indian Gaming Commission (NIGC). Certain contracts, such as pure development contracts without a management contract, are subject to the provisions of statutes relating to contracts with Indian tribes, which are administered by the Secretary of the Interior (the Secretary) and the Bureau of Indian Affairs (BIA) under USC section 81. The regulations and guidelines under which NIGC will administer the IGRA are evolving. The IGRA and those regulations and guidelines are subject to interpretation by the Secretary and NIGC and may be subject to judicial and legislative clarification or amendment.

The Company may need to provide the BIA or NIGC with background information on each of its directors and every shareholder who holds five percent or more of the Company issued and outstanding stock (5% Shareholders), including a complete financial statement, a description of such person s business history and gaming experience as well as listing the jurisdictions in which such person holds gaming licenses. Background investigations of key employees also may be required. The Company s Articles of Incorporation will be amended to contain provisions requiring directors and 5% Shareholders to provide such information.

The IGRA currently requires NIGC to approve management contracts and certain collateral agreements for Indian-owned casinos. The NIGC may review any of the Company s management contracts and collateral agreements for compliance with the IGRA at any time in the future. The NIGC will not approve a management contract if a director or a 5% Shareholder of the management company (i) is an elected member of the Indian tribal government that owns the facility purchasing or leasing the games; (ii) has been or is convicted of a felony gaming offense; (iii) has knowingly and willfully provided materially false information to the NIGC or the tribe; (iv) has refused to respond to questions from the NIGC; or (v) is a person whose prior history, reputation and associations pose a threat to the public interest or to effective gaming regulation and control, or create or enhance the chance of unsuitable activities in gaming or the business and financial arrangements incidental thereto.

Additionally, the NIGC will not approve a management contract if the management company or any of its agents have attempted to unduly influence any decision or process of tribal government relating to gaming, or if the management company has materially breached the terms of the management contract or the tribe s gaming ordinance, or a trustee exercising due diligence would not approve such management contract.

A management contract can be approved only after NIGC determines that the contract provides, among other things, for (i) adequate accounting procedures and verifiable financial reports, which must be furnished to the tribe; (ii) tribal access to the daily operations of the gaming enterprise, including the right to verify daily gross revenues and income; (iii) minimum guaranteed payments to the tribe, which must have priority over the retirement of development and construction costs; (iv) a ceiling on the repayment of such development and construction costs; and (v) a contract term not exceeding five years and a management fee not exceeding 30% of profits; provided that the NIGC may approve up to a seven-year term if NIGC is satisfied that the capital investment required, the risk exposure, and the income projections for the particular gaming activity justify the longer term.

The IGRA established three separate classes of tribal gaming Class I, Class II, and Class III. Class I includes all traditional or social games played by a tribe in connection with celebrations or ceremonies. Class II gaming includes games such as bingo, pull-tabs, punch boards, instant bingo and card games in which the players bet against other players. Class III gaming includes casino-style gaming including table games such as blackjack, craps and roulette, as well as gaming machines such as slots, video poker, lotteries, and pari-mutuel wagering in which players bet against the gaming operation, otherwise referred to as betting against the house..

The IGRA prohibits substantially all forms of Class III gaming unless the tribe has entered into a written agreement with the state in which the casino is located specifically authorizing the types of commercial gaming the tribe may offer (a tribal-state compact). The IGRA requires states to negotiate in good faith with tribes that seek tribal-state compacts, and grants Indian tribes the right to seek a federal court order to compel such negotiations with default provisions if the state does not negotiate in good faith. Many states have refused to enter into such negotiations. Tribes in several states have sought federal court orders to compel such negotiations under the IGRA; however, the Supreme Court of the United States held in 1996 that the Eleventh Amendment to the United States Constitution immunizes states from suit by Indian tribes in federal court without the states consent.

Because Indian tribes are currently unable to compel states to negotiate tribal-state compacts, The Company may not be able to develop and manage casinos in states that refuse to enter into or renew tribal-state compacts.

In addition to the IGRA, tribal-owned gaming facilities on Indian land are subject to a number of other federal statutes. The operation of gaming on Indian land is dependent upon whether the law of the state in which the casino is located permits gaming by non-Indian entities, which will change over time as more and more jurisdictions seek entry into the casino business so as to receive painless sin taxes rather than having their citizens travel to adjacent states to engage in gaming activities there. Any such changes will significantly increase competition with non-Indian gaming and that will have a material adverse effect on the casinos managed by The Company.

Title 25, Section 81 of the United States Code states that no agreement shall be made by any person with any tribe of Indians, or individual Indians not citizens of the United States, for the payment or delivery of any money or other thing of value in consideration of services for said Indians relative to their lands unless such contract or agreement be executed and approved by the Secretary or his or her designee. An agreement or contract for services relative to Indian lands that fails to conform with the requirements of Section 81 will be void and unenforceable. Any money or other thing of value paid to any person by any Indian or tribe for or on his or their behalf, on account of such services, in excess of any amount approved by the Secretary or his or her authorized representative will be subject to forfeiture.

The Indian Trader Licensing Act, Title 25, Section 261-64 of the United States Code (ITLA) states that any person other than an Indian of the full blood who shall attempt to reside in the Indian country, or on any Indian reservation, as a trader, or to introduce goods, or to trade therein, without such license, shall forfeit all merchandise offered for sale to the Indians or found in his possession, and shall moreover be liable to a penalty of $500. . . No such licenses have been issued to The Company to date. The applicability of the ITLA to Indian gaming management contracts is unclear. The Company believes that the ITLA is not applicable to its management contracts, under which The Company provides services rather than goods to Indian tribes. The Company further believes that the ITLA has been

superseded by the IGRA.

Indian tribes are sovereign nations with their own governmental systems which have primary regulatory authority over gaming on land within the tribe s jurisdiction. Because of their sovereign status, Indian tribes possess immunity from lawsuits to which the tribes have not otherwise consented or otherwise waived their sovereign immunity defense. Therefore, no contractual obligations undertaken by tribes to the Company would be enforceable by the Company unless the tribe has expressly waived its sovereign immunity as to such obligations. Courts strictly construe such waivers. Additionally, persons engaged in gaming activities, including the Company, are subject to the provisions of tribal ordinances and regulations on gaming. These ordinances are subject to review by NIGC under certain standards established by the IGRA.

Non-gaming regulation generally

The Company and its subsidiaries to be formed are subject to certain federal, state, and local safety and health laws, regulations and ordinances that apply to non-gaming businesses generally, such as the Clean Air Act, Clean Water Act, Occupational Safety and Health Act, Resource Conservation Recovery Act and the Comprehensive Environmental Response, Compensation and Liability Act. Coverage and attendant compliance costs associated with such laws, regulations and ordinances may result in future additional cost to our operations.

Previous Business Plans

All previous Business Plans have been abandoned.

Property

The Company has no real estate holdings.

Presently, the principal executive offices of the Company are the personal residence and telephone number of Robert G. Berry, currently the sole officer and one of two principal shareholders of the Company. That business address will change in the near future. The Company also has offices at 8655 East Via de Venturta, Ste: G-200, Scottsdale, AZ 85258, (480) 346-1177. The Company only has an oral agreement for the Arizona office.

Patents, Service Marks, Domain Names and Licenses

Patents

None

Service Marks

None. All previous service marks under the terminated plan have been abandoned.

Domain Names

All domain names have been abandoned except for gameplan-usa.com

Licenses

None.

Employees

During the quarter ended September 30, 2008 the Company expanded the board to five members. The Company currently has one officer, Robert G. Berry, who receives no compensation and the Company has no other employees.

The Company plans to assemble a strong team of gaming industry experts that have superior expertise and successful track-records in all aspects of casino development, construction and management. Further, the Company has access to individual specialists mirroring each of the functional areas found in a casino project. The functional areas include design, construction & development, gaming operations, hospitality, finance/accounting, legal/regulatory, security systems, information technology, retail, marketing, entertainment and human resources.

The Company believes this team when developed will represent a valuable asset that will provide a competitive advantage in creating and enhancing relationships with Indian tribes in the Indian casino business and in the pursuit of non-Indian casino opportunities.

OPERATING RESULTS - OVERVIEW

For the nine months ended September 30, 2008 we incurred a net loss of $87,718. The Company's net loss increased $30,520 from the nine months ended September 30, 2007. The Company's net loss for the nine months ended September 30, 2007 was $57,198. The basic loss per share for the current and prior year nine months ended September 30 was $(0.01). Details of changes in revenues and expenses can be found below.

OPERATING RESULTS REVENUES

Revenues for the nine months ended September 30, 2008 and 2007 were $0.

OPERATING RESULTS COST OF SALES

No sales and consequently no costs were incurred for the nine months ended September 30, 2008 and 2007.

OPERATING RESULTS OPERATING EXPENSES

Operating expenses for the nine months ended September 30, 2008, increased by $37,101 to $52,057 as compared to $14,956 for the nine months ended September 30, 2007. The increase was attributable to an oral employment and compensation agreement that was subsequently settled for $25,000.

OPERATING RESULTS INTEREST EXPENSES

Interest expense for the nine months ended September 30, 2008, decreased $6,581 to $35,661 as compared to $42,242 for the prior year nine month period, due to a decrease in the prime lending rate.

LIQUIDITY

As of September 30, 2008, the Company had a total current asset balance of $2,275 and total current liability balance of $27,769. In addition, the Company is indebted to two shareholders in the amount of $788,313.

Plan of Operation

The New Plan of the Company is to focus on owning, operating, managing and/or consulting on gaming and gaming related projects throughout the world. The Company will reorganize its Board of Directors and Officers, hire employees as needed and focus on acquiring existing profitable traditional gaming properties and ancillary gaming development opportunities together with seeking opportunities for development, management and consulting services with American Indian Gaming Tribes. The Company will also closely monitor emerging gaming jurisdictions in and out of the United States and make appropriate acquisitions and/or participate in joint ventures.

Each of these acquisitions/property development projects will be in separate entities that will be owned in whole or by a majority of the stock ownership in the Company. Each subsidiary will be responsible for operating not more than one gaming facility.

The Company will assemble a strong team of gaming industry experts that have superior expertise and successful track-records in all aspects of casino development, construction and management. Further, the Company has access to individual specialists mirroring each of the functional areas found in a casino project. The functional areas include design, construction & development, gaming operations, hospitality, finance/accounting, legal/regulatory, security systems, information technology, retail, marketing, entertainment and human resources.

The Company believes this team when developed will represent a valuable asset that will provide a competitive advantage in creating and enhancing relationships with Indian tribes in the Indian casino business and in the pursuit of non-Indian casino opportunities.

There have been no material developments towards implementation, funding, or development of the New Plan. No elements of the New Plan have been implemented and the Company has no revenues from business operations. Accordingly, there are substantial risks and uncertainties associated with investment in the Company which are more fully set forth in the Risk Factors section of the Annual Report on Form 10-KSB for December 31, 2007.

There may be market or other barriers to entry or unforeseen factors, which could render the New Plan to be not feasible. Accordingly, the Company may refine, rewrite, or abandon some or all elements of the New Plan, which might benefit the Company and its shareholders.

Apart from any cash requirements necessary to implement the New Plan, the Company will continue to incur expenses relating to maintenance of the Company in good standing, filing required reports with the SEC and other regulatory agencies, and investigating potential business ventures. The Company believes that such additional maintenance expenses will be advanced by management or principal stockholders as loans to the Company. However, there can be no assurance that the management or stockholders will continue to advance operating funds to the Company.

ITEM 3. Quantitative and Qualitative Disclosures About Market Risk

We are a smaller reporting company as defined by Rule 12b-2 of the Securities Exchange Act of 1934 and are not required to provide the information under this item.

ITEM 4T. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

The Company s management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934. The Company s internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

The Company s sole officer and employee conducted an evaluation of the effectiveness of the Company s internal control over financial reporting as of September 30, 2008. This evaluation was performed based on the framework in Internal Control Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based upon this evaluation the sole officer concluded the Company s internal controls over financial reporting were effective.

Although our disclosure controls and internal controls were designed to provide reasonable assurance of achieving their objectives, and our principal executive officer who is also our principal financial officer has determined that our disclosure controls and procedures are effective at doing so, a control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the control. The design of any system of controls also is based partly on certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions.

Changes in Internal Control over Financial Reporting

There was no change in the Company s internal control over financial reporting during the Company s most recently completed fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Company s internal control over financial reporting.

PART II--OTHER INFORMATION

Item 1. Legal Proceedings

The Company is not a party to any pending legal action.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

During March 2008, a member of the board of directors resigned and exercised 100,000 shares of common stock at $.05 per share. The proceeds have not yet been received; therefore the shares have not been issued. The Company expects to use any proceeds for general operating purposes.

Item 3. Defaults Upon Senior Securities

The Company has not issued nor has outstanding any senior securities.

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

At a special meeting of stockholders held on September 12, 2008, the holders of 79% of the outstanding voting securities of GamePlan, Inc., a Nevada corporation (the Company), voted to elect the following persons to the Company s Board of Directors, to serve until the next annual meeting of the Company s stockholders or until such

director s prior death, resignation or termination and the appointment and qualification of his successor: Robert G. Berry; Jon T. Jenkins; Ray Brown; L. Steven Haynes; and David W. Young.

Mr. Berry received a BA degree from the University of Nevada in 1961, and a JD degree from the University of Notre Dame law school in 1963. After spending four years in the District Attorney's office in Reno, Nevada, Mr. Berry joined the law firm of Laxalt and Berry in Carson City, Nevada. Mr. Berry's areas of emphasis while in private practice were plaintiff's personal injury litigation and gaming regulatory work. While practicing law, Mr. Berry entered into a number of business ventures, including shopping center and condominium development, restaurants, cattle feeding and breeding. Both during and after Mr. Berry left the active practice of law in 1977 he has owned and operated three gaming facilities, engaged in more than 50 business ventures and operations and built the town of Wendover, NV. Presently, Mr. Berry is a part time Nevada Supreme Court Settlement Judge.

Jon T. Jenkins was a co-founder of GamePlan in 1991. Mr. Jenkins has 30 years of gaming management experience with 20 of those years serving on the board of directors for several casinos. Mr. Jenkins presently oversees the day to day operations of two casinos on the Salt River Indian Community adjacent to the metro Phoenix area. Mr. Jenkins graduated with a Bachelor of Science degree from California State University.

Ray Brown has 24 years of experience in the gaming industry. Currently, Mr. Brown is a consultant focusing on the identification, development, financing and construction of native and non-native gaming operations. Mr. Brown graduated with a Bachelor of Science degree from the University of Nevada-Reno.

L. Steven Haynes is currently leading Boulder Bay Resort, which is a mixed use development including hotel, retail, residential and casino on 18 acres in Lake Tahoe, Nevada. Mr. Haynes has had several projects where he worked on the development and financing of both native and non-native gaming operations. Mr. Haynes graduated from Wake Forest University with a Bachelor of Arts degree.

David W. Young is a personal financial manager at his own firm of D. W. Young, LLC in Las Vegas, Nevada. Mr. Young has worked at several gaming companies including, Boyd Gaming, Fremont Hotel & Casino, and Sahara Resorts. Mr. Young graduated with a Bachelor of Science degree from the University of Nevada - Las Vegas.

Item 5. Other Information

On March 18, 2008, Mr. John Sien resigned from the Board of Directors in order to pursue other business activities. There were no disagreements between Mr. Sien and the Company.

Robert G. Berry Promissory Notes

On February 1, 1999, the Company entered into an amended and restated promissory note with Robert Berry, pursuant to which the Company agreed to pay Mr. Berry principal then owing to Mr. Berry of $182,256, representing Mr. Berry's unreimbursed cash advances to the Company as of that date. The Note was due February 1, 2001 and bore interest at the rate of prime plus 2%. During 1999, Mr. Berry advanced the Company $17,600. A new note was executed on February 1, 2000, which extended the maturity date to February 1, 2002. In 2000, Mr. Berry advanced $37,200 to the Company. The Company executed a further amended and restated note with Mr. Berry on January 1, 2001, which note replaced and superseded all previous notes of the Company payable to Mr. Berry. The new note was issued in the principal amount of $290,192, bore interest at the rate of prime plus 2%, and extends the maturity of the Company's obligations to Mr. Berry to February 1, 2003. The entire unpaid principal and interest was due at maturity. Additionally, the Company executed a further amended and restated note with Mr. Berry on January 1, 2002, which note replaces and supersedes all previous notes of the Company payable to Mr. Berry. The new note was issued in the principal amount of $327,408, bears interest at the rate of prime plus 2%, and maintained the maturity of the Company's obligations to Mr. Berry at February 1, 2003. Mr. Berry renewed this promissory note in the total amount of $484,626 after calculating additional advances to Jan. 1, 2006. As of September 30, 2008, the Company owes Berry $640,465. The entire unpaid principal and interest is due on or before March 1, 2009. The Robert G. Berry Trust owns approximately 39.6% of the issued and outstanding shares of the Company.

Jon Jenkins Promissory Notes

As of February 1, 2001, the Company entered into an amended and restated promissory note payable to Jon and April Jenkins in the principal amount of $74,054. The note replaced and supersedes all previous notes of the Company payable to Jon or April Jenkins. The note bears interest at the rate of prime plus 2%. All principal and interest is due and payable on February 1, 2003. Mr. Jenkins agreed to renew this note in the total amount of $100,500 after calculating interest to Jan. 1, 2006. The entire unpaid principal and interest is due on or before March 1, 2009. As of September 30, 2008, the Company owes Jenkins $147,848. Jon Jenkins is the beneficial and indirect owner of approximately 39.6% of the issued and outstanding shares of the Company.

Item 6. Exhibits

Exhibit Number

Name of Exhibit

31.1

Certification of Chief Executive Officer, pursuant to Rule 13a-14(a) of the Exchange Act, as enacted by Section 302 of the Sarbanes-Oxley Act of 2002.(1)

31.2

Certification of Chief Financial Officer, pursuant to Rule 13a-14(a) of the Exchange Act, as enacted by Section 302 of the Sarbanes-Oxley Act of 2002.(1)

32.1

Certification of Chief Executive Officer and Chief Financial Officer, pursuant to 18 United States Code Section 1350, as enacted by Section 906 of the Sarbanes-Oxley Act of 2002. (1)

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(1)

Filed herewith

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.

GAMEPLAN, INC.

Date: November 13, 2008

/s/ Robert G. Berry
Robert G. Berry,
President and Director