VICTORY ENERGY CORP Form 10OSB/A November 06, 2006

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

# FORM 10-QSB/A Amendment #1

[X] Quarterly Report under Section 13 or 15(d) of the Securities Exchange Act of 1934. For the quarterly period ended: June 30, 2006

[] Transition Report under Section 13 or 15(d) of the Securities Exchange Act of 1934. For the transition period from: to

Commission file number: 2-76219-NY

## VICTORY ENERGY CORPORATION

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

**NEVADA** 

87-0564472

(State or other jurisdiction of incorporation or organization)

(I.R.S. Employer I.D. Number)

27762 Antonio Parkway, Suite L1-497, Ladera Ranch, CA 92694

(Address of principal executive offices)

(866) 279-9265

(Issuer's telephone number)

## **Victory Capital Holdings Corporation**

(Former name if changed since last report)

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). YES [\_] NO [X]

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date: As of August 11, 2006, there were 97,210,259 shares of our common stock outstanding.

Transitional Small Business Disclosure Format. YES [] NO [X]

#### EXPLANATORY NOTE

This quarterly Report on Form 10-QSB/A amends our previously filed Quarterly Report on Form 10-QSB for the fiscal quarter ended June 30, 2006. This amendment is being filed to correct the third paragraph of page 1 regarding the number of shares of common stock outstanding as of the latest practicable date, August 11, 2006: 97,210,259 shares.

-1-

# **INDEX**

Page No.

#### PART 1. FINANCIAL INFORMATION

Item 1. Financial Statements	3
Consolidated Balance Sheet, June 30, 2006 (unaudited) and December 31, 2005 (audited)	3
Consolidated Statement of Operations, for the three months ended June 30, 2006 and 2005, for the six months ended June 30, 2006 and 2005, and cumulative	
from inception to June 30, 2006 (unaudited)	4
Consolidated Statement of Stockholders' Equity (Deficit) for the period from January 7, 1982 (inception) through June 30, 2006 (unaudited)	5
Consolidated Statements of Cash Flows, for the three months ended June 30, 2006 and 2005, for the six months ended June 30, 2006 and 2005,	
and cumulative from inception (Jan. 7, 1982) to June 30, 2006 (unaudited)	6
<u>Notes to Condensed Financial Statements</u> (unaudited)	7
Item 2. Management's Discussion and Analysis or Plan of Operation	11
Item 3. Controls and Procedures	12
PART II. OTHER INFORMATION	
Item 1. Legal Proceedings	13
Item 2. Unregistered Sales of Equity Securities and Use of Proceeds	13
Item 3. Defaults Upon Senior Securities	13
Item 4. Submission of Matters to a Vote of Security Holders	13

Item 5. Other Information 13

Item 6. Exhibits and Reports on Form 8-K 14

-2-

#### **Item 1. Financial Staements**

# VICTORY ENERGY CORPORATION AND SUBSIDIARIES

(A Development Stage Company)

Consolidated Balance Sheets

## ASSETS

CURRENT ASSETS	()	June 30, 2006 Unaudited)		December 31, 2005
Cash and Cash Equivalents	\$		\$	4,074
Note Receivable	Ψ	210,984	Ψ	88,300
Total Curent Assets		210,984		92,374
		210,901		2,371
FIXED ASSETS, NET		497		1,096
OTHER ASSETS				
Investment in Joint Venture		50,000		-
TOTAL ASSETS	\$	261,481	\$	93,470
LIABILITIES & STOCKHOLDERS' DEFICIT				
CURRENT LIABILITES				
Bank Overdraft	\$	2,082	\$	
Accounts Payable	Ą	2,082	φ	330,970
Accrued Liabilities		16,006		11,416
Accrued Payroll		690,970		240,000
Prepaid Subscriptions		203,500		240,000
Total Curent Liabilities		912,558		582,386
		712,350		562,566
LONG TERM LIABILITIES				
Notes Payable		149,458		146,431
		,		,
OTHER LIABILITIES				
Loan from Officer		200,031		83,367
Account Payable - Related Party		169,679		172,179
Accrued Liabilities - Related		121,000		121,000
Total Other Liabilities		490,710		376,546
Total Liabilities		1,552,726		1,105,363
Commitments and contingencies (Note 6)				

#### STOCKHOLDERS' DEFICIT

Common Stock, \$0.001 par value, 200,000,000 shares		
authorized, 67,543,592 issued and outstanding	67,544	41,960
Additional paid-in capital	3,544,020	2,692,104
Deficit accumulated in the development stage	(4,902,809)	(3,745,957)
Total Stockholders' Deficit	(1,291,245)	(1,011,893)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	\$ 261,481	\$ 93,470

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

VICTORY ENERGY CORPORATION AND SUBSIDIARIES (A Development Stage Company) Consolidated Statement of Operations (Unaudited)

	Three M	or the onths I ne 30,	Ended 2005 (Restated)	Six Mo	or the nths E ne 30,		For the period of Inception, from January 2, 1982 through June 30, 2006
Revenues	\$ -	\$	- \$	-	\$	32,207 \$	\$ 20,207
Costs and Expenses							
Consulting Expense	142,575			742,815		310,136	3,482,407
Land Leases	(960)			24,040			24,040
Wages and Salaries	(200)			22,500		-	270,500
General & Administrative	239,360		26,421	367,497		71,249	1,048,902
Total Expenses	380,975		26,421	1,156,852		381,385	4,825,849
Operating Loss	(380,975)		(26,421)	(1,156,852)		(349,178)	(2,805,642)
Other Income and (expenses)							
Loss on abandonment of subsidiary							(50,900)
Loss from reduction in debt			(100)			((0.5))	(48,363)
Interest Expense			(177)			(625)	0
Other Income							2,096
Total Other Income and (expenses)	0		(177)	0			(97,167)
( F	5		()				( , / )
Net Loss	\$ (380,975)	\$	(26,598)\$	(1,156,852)	\$	(349,803)	\$ (4,902,809)

Basic and Dilutive net loss per share	\$	(\$0.006)	\$	(\$0.001)	\$ (\$0.021)	\$	(\$0.016)\$
Weighted average number							
of shares outstanding		63,389,746		22,100,258	54,191,382		22,100,258
The accompanying notes are an integral part of these							
consolidated financial statem	ents.						
-4-							

#### Consolidated Statement of Stockholders' Equity (Deficit) (A Development Stage Company)

					Accumulated	
					Deficit	
				Additional	During	
	Com	non S	Stock	Paid-in	Development	
	Shares		Amount	Capital	Stage	Total
Balances at January 7, 1982	-	\$	- \$	- \$	-	