

Blackhawk Fund  
Form 10-Q/A  
May 29, 2009

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

AMENDMENT NO. 1 TO  
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, 2009

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

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

Commission File No.: 000-49672

THE BLACKHAWK FUND  
(Exact name of registrant as specified in its charter)

Nevada  
(State or other jurisdiction of  
incorporation or organization)

88-0408213  
(I.R.S. Employer  
Identification No.)

1802 N. Carson Street, Suite 108  
Carson City, NV 89701  
(Address of principal executive offices)

Issuer's telephone number: (775) 887-0670

1802 N. Carson Street, Suite 212-3018, Carson City, NV 89701  
(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) 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 has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large 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

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of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

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

As of May 20, 2009, 562,293,791 shares of our common stock were outstanding.

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EXPLANATORY NOTE

This Amendment No. 1 to the quarterly report on Form 10-Q is being filed to provide the financial statements required by Article 8 of Regulation S-X; management's discussion and analysis required by Item 303 of Regulation S-K; disclosure controls and procedures required by Item 307 of Regulation S-K; internal control over financial reporting required by Item 308 of Regulation S-K, and certifications required under Rule 13a-14 of the Securities Exchange Act of 1934, as amended, and Section 1350 of the Sarbanes-Oxley Act of 2002. These items were not available for filing with the quarterly report on Form 10-Q filed by us on May 20, 2009.

## ITEM 1 – CONDENSED FINANCIAL STATEMENTS

THE BLACKHAWK FUND  
BALANCE SHEET

|  | March 31,2009<br>(unaudited) | December 31,2008    |
|--|------------------------------|---------------------|
| <b>ASSETS</b>  |                              |                     |
| Cash   | \$ 5,061                     | \$ 11,161           |
| Prepaid Financing Costs  | 829                          | 829                 |
| Total Current Assets   | 5,890                        | 11,990              |
| Fixed Assets-Net   | —                            | -                   |
| Property – Held For Sale   | 1,000                        | 1,775,900           |
| Prepaid Financing Costs  | 22,667                       | 22,875              |
| <b>TOTAL ASSETS</b>  | <b>\$ 29,557</b>             | <b>\$ 1,810,765</b> |
| <b>LIABILITIES AND STOCKHOLDERS' DEFICIT</b>   |                              |                     |
| <b>Current Liabilities</b>   |                              |                     |
| Accounts Payable and Accrued Liabilities   | \$ 124,543                   | \$ 107,990          |
| Note Payable   | -                            | 854,079             |
| Notes Payable-Related Party  | 63,292                       | 62,515              |
| Total current liabilities  | 187,835                      | 1,024,584           |
| Long term liability  |                              |                     |
| Note payable   | -                            | 1,936,000           |
| Total Liabilities  | 187,835                      | 2,960,584           |
| Commitments and contingencies  | -                            | -                   |
| <b>STOCKHOLDERS' DEFICIT</b>   |                              |                     |
| Preferred stock, \$0.001 par value:  |                              |                     |
| Series A, authorized 500,000, 500,000 issued and outstanding   | 500                          | 500                 |
| Series B, authorized 10,000,000, 10,000,000 issued and outstanding   | 10,000                       | 10,000              |
| Series C, authorized 20,000,000, 10,000,000 issued and outstanding   | 10,000                       | 10,000              |
| Common Stock, \$0.001 par value, 4,000,000,000 shares authorized,<br>562,293,791 shares issued and outstanding, respectively | 562,294                      | 562,294             |
| Common Stock B, \$0.001 par value 150,000,000 authorized, 30,000,000 issued<br>and outstanding                               | 30,000                       | 30,000              |
| Additional Paid in Capital   | 36,585,416                   | 36,585,416          |
| Common Stock Subscribed  | —                            | -                   |
| Retained Deficit   | (37,356,488)                 | (38,348,029)        |
| Total Stockholders' Deficit  | (158,278)                    | (1,149,819)         |
| <b>TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT</b>   | <b>\$ 29,557</b>             | <b>\$ 1,810,765</b> |

See accompanying summary of significant accounting policies and notes to financial statements.



THE BLACKHAWK FUND  
 STATEMENTS OF OPERATIONS  
 Three Months Ended March 31, 2009 and 2008  
 (unaudited)

|   | Three Months Ended<br>March 31, |              |
|---|---------------------------------|--------------|
|   | 2009                            | 2008         |
| Revenues                                      | \$ -                            | \$ 15,200    |
| Cost of Sales                                 | —                               | -            |
| Gross Profit                                  | -                               | 15,200       |
| <b>OPERATING EXPENSES</b>                     |                                 |              |
| Stock for Services                            | -                               | 92,100       |
| General & Administrative                      | 21,653                          | 137,590      |
| Interest Expense                              | 1,984                           | 44,417       |
| Total Expenses                                | 23,637                          | 274,107      |
| Net Loss from operations                      | \$ (23,637)                     | \$ (258,907) |
| <b>Other income:</b>                          |                                 |              |
| Gain on Sale of Assets                        | 1,015,178                       | -            |
| Net Profit (Loss)                             | \$ 991,541                      | \$ (258,907) |
| Net Profit (Loss) per Share                   | 0.002                           | (0.00)       |
| Weighted Average Number of Shares Outstanding | 562,293,791                     | 478,871,451  |

See accompanying summary of significant accounting policies and notes to financial statements.

THE BLACKHAWK FUND  
 STATEMENTS OF CASH FLOWS  
 Three Months Ended March 31, 2009 and 2008  
 (unaudited)

|  | Three Months Ended<br>March 31, |              |
|--|---------------------------------|--------------|
|  | 2009                            | 2008         |
| <b>Cash Flows From Operating Activities</b>  |                                 |              |
| Net Profit ( Loss)   | \$ 991,541                      | \$ (258,907) |
| Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities: |                                 |              |
| Gain on Sale of Disposition of Assets  | (1,015,178)                     |              |
| Depreciation   |                                 | 505          |
| Stock Issued for Services and Financing  |                                 | 92,100       |
| Changes in Operating Assets and Liabilities:   |                                 |              |
| (Increase) in Prepaid Financing Costs  | 208                             | 208          |
| Increase (Decrease) in Accounts Payable  | 17,329                          | 38,555       |
| Net cash used in operating activities  | (6,100)                         | (127,539)    |
| <b>Cash Flows From Investing Activities:</b>   |                                 |              |
| Sale (Purchase) of Assets  | -                               | -            |
| Net cash provided by (used in) investing activities  | -                               | -            |
| <b>Cash Flows From Financing Activities:</b>   |                                 |              |
| Payments on Notes Payable  | -                               | (40,100)     |
| Proceeds from stock issuances, subscriptions and option exercises                                  | -                               | 166,288      |
| Proceeds from notes payable - related party  | -                               | -            |
| Net cash provided by financing activities  | -                               | 126,188      |
| Net Change in Cash   | (6,100)                         | (1,351)      |
| Cash Beginning of Period   | 11,161                          | 2,381        |
| Cash End of Period   | \$ 5,061                        | \$ 1,030     |
| <b>Supplemental disclosures:</b>   |                                 |              |
| Cash paid for:   |                                 |              |
| Interest   | \$ -                            | \$ 33,529    |
| Income Taxes   | \$ -                            | \$ -         |

THE BLACKHAWK FUND  
NOTES TO FINANCIAL STATEMENTS

NOTE 1 - BASIS OF PRESENTATION

The accompanying unaudited interim financial statements of The Blackhawk Fund ("Blackhawk" or the "Company") have been prepared in accordance with accounting principles generally accepted in the United States of America and the rules of the Securities and Exchange Commission ("SEC"), and should be read in conjunction with the audited financial statements and notes thereto contained in Blackhawk's Annual Report filed with the SEC on Form 10-K, as amended. In the opinion of management, all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of financial position and the results of operations for the interim periods presented have been reflected herein. The results of operations for interim periods are not necessarily indicative of the results to be expected for the full year. Notes to the financial statements which would substantially duplicate the disclosure contained in the audited financial statements for 2008 as reported in the 10-K, as amended, have been omitted.

NOTE 2 - STOCK BASED COMPENSATION

Prior to January 1, 2006, we accounted for stock based compensation under Statement of Financial Accounting Standards No. 123 Accounting for Stock-Based Compensation (FAS 123). As permitted under this standard, compensation cost was recognized using the intrinsic value method described in Accounting Principles Board Opinion No. 25, Accounting for Stock Issued to Employees (APB 25). Effective January 1, 2006, the Company has adopted Statement of Financial Accounting Standards No. 123 (Revised 2004), Share-Based Payment (FAS 123R) and applied the provisions of the Securities and Exchange Commission Staff Accounting Bulletin No. 107 using the modified-prospective transition method. Prior periods were not restated to reflect the impact of adopting the new standard. As a result of the adoption of FAS 123R, stock-based compensation expense recognized during the year ended December 31, 2008 includes compensation expense for all share-based payments granted on or prior to, but not yet vested as of December 31, 2006, based on the grant date fair value estimated in accordance with the original provisions of FAS 123, and compensation cost for all share-based payments granted on or subsequent to January 1, 2006, based on the grant date fair value estimated in accordance with the provisions of FAS 123R.

Beginning on January 1, 2006, any future excess tax benefits derived from the exercise of stock options will be recorded prospectively and reported as cash flows from financing activities in accordance with FAS 123R.

During the quarter ended March 31, 2009, the Company had no stock based consulting expense as determined under FASB 123R.

NOTE 3 - PROPERTY - HELD FOR SALE/FIXED ASSETS.

In December 2008, the Company paid \$1,000 for a property in foreclosure.

NOTE 4-PREFERRED STOCK

Series A Preferred Stock

On April 24, 2008, the Company withdrew its certificate of designation establishing the Company's Series A Preferred Stock and filed a new certificate of designation for 500,000 shares of Series A Preferred Stock, par value \$0.001 per share. Anytime after October 24, 2008, the Series A Preferred Stock is convertible based upon the average of the per shares market value of the Company's common stock during the 20 trading days immediately preceding a conversion date. In addition, upon the consummation of a bona fide sale third party sale by the Company of its securities



resulting in gross proceeds of at least \$1,000,000, the Series A Preferred Stock will automatically convert into the securities being sold in such offering. The Series A Preferred Stock has no voting rights, dividend rights, liquidation preference, redemption rights, or preemptive rights.

On April 24, 2008, the Company issued 500,000 shares of the newly designated Series A Preferred Stock as part of a financing transaction. See Note 6. The Company has valued the convertible shares using the Black-Scholes model and has recognized a financing expense equivalent to the stated value of the Series A Preferred Stock of \$500,000.

#### Series B Preferred Stock

On April 24, 2008, the Company amended the certificate of designation establishing the Company's Series B Preferred Stock. Pursuant to this amendment, the Company's Series B Preferred Stock now contains on limitation on conversions such that no holder of Series B Preferred Stock can convert such shares into the Company's common stock if such conversion would result in the holder owning in excess of 4.99% of the Company's issued and outstanding common stock.

#### Series C Preferred Stock

On April 24, 2008, the Company amended the certificate of designation for its Series C Preferred Stock. Pursuant to the Amendment, on all matters submitted to a vote of the holders of the common stock, including, without limitation, the election of directors, a holder of shares of the Series C Preferred Stock shall be entitled to the number of votes on such matters equal to the product of (a) the number of shares of the Series C Preferred Stock held by such holder, (b) the number of issued and outstanding shares of the Company's common stock, on a fully-diluted basis, as of the record date for the vote, or, if no such record date is established, as of the date such vote is taken or any written consent of stockholders is solicited, and (c) 0.0000002.

#### NOTE 5- CONTINGENT LIABILITY

On April 24, 2008, the Company and Terminus, Inc. as co-issuers, issued and sold to a single accredited investor (1) a \$550,000 12% secured promissory note and (2) 500,000 shares of the Company's Series A Preferred Stock. To secure payment of the note Terminus pledged the 10,000,000 shares of the company's Series C Preferred Stock. The Company is considered a guarantor of the note, and accordingly, has treated the note as a contingent liability.

#### NOTE 6-RELATED PARTY TRANSACTIONS

At March 31, 2009, Terminus, Inc., the holder of the Company's Series C Preferred Stock, has loaned the company approximately \$63,292 including interest. The loan is payable upon demand with interest at 12%.

#### NOTE 7-GOING CONCERN

The Company has a negative capital, and has not fully implemented its new business plan. These factors, among others, indicate that the Company may not be able to continue as a going concern. No adjustments have been made to the carrying value of assets and liabilities should the company not continue as a going concern.

#### NOTE 8-GAIN ON DISPOSITION OF PROPERTY

On February 25, 2009, the Company entered into a settlement agreement with Angel Acquisition Corporation relating to the condominium located in Carlsbad, California owned by the Company. Pursuant to the settlement agreement, the Company transferred the property to Angel Acquisition in full satisfaction of the note payable due to Angel for \$854,079, including interest. Angel Acquisition acquired the property subject to the note of \$496,000.

Also on February 25, 2009, the Company entered into a settlement agreement relating to the residential property located in Oceanside California. The Company has transferred the property to a third party who has assumed the note amount of \$1,440,000.

The Company's basis in the property was \$1,774,901.

As a result of the two transactions above the Company realized a gain on the disposition of assets equal to \$1,015,178.

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

The following discussion and analysis should be read in conjunction with our financial statements and related notes included in this report. This report contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. The statements contained in this report that are not historic in nature, particularly those that utilize terminology such as “may,” “will,” “should,” “expects,” “anticipates,” “estimates,” “believes,” or “plans” or comparable terminology are forward-looking statements based on current expectations and assumptions. Various risks and uncertainties could cause actual results to differ materially from those expressed in forward-looking statements.

All forward-looking statements in this document are based on information currently available to us as of the date of this report, and we assume no obligation to update any forward-looking statements. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the actual results to differ materially from any future results, performance or achievements expressed or implied by such forward-looking statements.

### General

The Blackhawk Fund acquires and redevelops residential and commercial real estate for investment. Once we acquire a property, we redevelop and refurbish the properties, seeking to enhance the value of the properties. Once a property is refurbished, we seek to generate revenue by rental of the property, and we also seek to resell the properties if market conditions permit. We currently hold one property (consisting of two parcels as further described below) in our real estate portfolio.

Historically, we also operated a media and television production division. In this division, we have sought to manage and implement proprietary media properties, including cable television shows, infomercials, online video magazines, and DVDs. However, as discussed below, management determined that the ongoing media and television production operations were not viable, and accordingly determined to discontinue the media and television production operations in 2008.

### Change of Control and Change in Management

On April 24, 2008, we entered into a stock purchase agreement with Terminus, Inc. and Palomar Enterprises, Inc. pursuant to which Terminus purchased 10,000,000 shares of our Series C Preferred Stock from Palomar for \$363,000. As a result, the sale of the Series C Preferred Stock by Palomar to Terminus effectively transferred Palomar’s control of our company to Terminus.

Concurrently, Steve Bonenberger resigned as our President and Chief Executive Officer, and Brent Fouch resigned as our Secretary and Chief Financial Officer. In connection therewith, the board of directors increased the number of authorized directors from two to three and appointed Frank Marshik to fill the newly created vacancy on the board. The board of directors then appointed Mr. Marshik as our President, Chief Financial Officer, and Secretary. Thereafter, Mr. Bonenberger and Mr. Fouch resigned as directors. Mr. Marshik, as the sole remaining director, appointed Terry Ross to fill one of the two vacancies resulting from these resignations.

On August 19, 2008, the board of directors reduced the number of authorized directors from three (3) to one (1). Concurrently therewith, Terry Ross resigned as a director. Mr. Ross’ resignation was not due to any disagreements with The Blackhawk Fund on matters relating to its operations, policies, and practices.

### Recent Developments

Purchase of Land in Riverside County, City of Desert Hot Springs. In December 2008, we purchased two parcels of undeveloped land in Riverside County, City of Desert Hot Springs, California, for a purchase price of a \$1,000 promissory note. The land approximates 3.5 acres. This property is zoned for residential dwellings. Management is determining whether to build finished lots or in the alternative to sell the land to a developer. The property consisting of these two parcels has not yet been entitled. Riverside County has assessed the value of the property (consisting of these two parcels) at \$100,814.

Distribution of Certain Real Property Held for Sale. In February 2009, we entered into settlement agreements with certain prior affiliated parties pursuant to which we transferred our condominium located in Carlsbad, California and our residential property located in Oceanside, California. We entered into a settlement agreement with Angel Acquisition Corp. under which Angel agreed to cancel and forgive a promissory note made by us in the aggregate principal amount of \$841,828 in exchange for the Carlsbad condominium property. This property also is subject to a \$496,00 mortgage which is now the responsibility of Angel.. We also entered into a settlement agreement with Debbie Avey with whom we had previously entered into a joint venture in relation to the residential property in Oceanside, CA. Pursuant to the agreement, Ms. Avey released us from any and all liability pursuant to the joint venture as well as any liability associated with the two mortgage notes on this property (\$1,120,000 and \$320,000) in exchange for the property. We recognized a gain on sale of assets of \$1,015,178 in connection with this transaction.

#### Plan of Operation

Our new management determined that our company has incurred operating and net losses in each of the last two fiscal years, had a working capital deficit as of the end of the latest fiscal year and as of the latest fiscal quarter, and has a large accumulated deficit. Accordingly, new management commenced an analysis of each of our two business lines to determine the viability of each line during the second and third quarters of 2008. Within each line of business, management has evaluated and is evaluating historical and projected costs in running the line, existing and potential revenue streams, and the availability of additional capital for expansion of the business line. In particular, with respect to the real estate business, management is evaluating our current real estate portfolio in light of current market conditions, both in the real estate markets and the credit markets. Upon completion of the analysis, management will determine whether to seek to expand the business line or to discontinue or divest of the division.

In 2008, management determined that, based on its analysis of the foregoing factors, the media and television production operations are not viable. Accordingly, management has determined to discontinue the media and television production operations. Management is continuing the evaluation of our real estate business, the existing real estate portfolio valuations, the existing and potential rental possibilities, the current market values, and the existing financing arrangements. In addition, in light of the distress in the real estate markets, management is looking at potential real estate acquisition opportunities that, if consummated, would increase and diversify our real estate portfolio. Management is also considering diversifying into additional lines of business. In all cases, management may seek to form one or more partnerships, enter into one or more joint ventures, or conduct one or more strategic acquisitions.

#### Critical Accounting Policies

The discussion and analysis of our financial conditions and results of operations is based upon our consolidated financial statements, which have been prepared in accordance with generally accepted accounting principles in the United States. The preparation of financial statements requires managers to make estimates and disclosures on the date of the financial statements. On an on-going basis, we evaluate our estimates, including, but not limited to, those related to revenue recognition. We use authoritative pronouncements, historical experience, and other assumptions as the basis for making judgments. Actual results could differ from those estimates. We believe the following critical accounting policies affect our more significant judgments and estimates in the preparation of our consolidated financial statements. A summary of our critical accounting policies can be found in the notes to our financial statements included this report.

#### Results of Operations

#### Basis of Presentation

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The following table sets forth, for the periods indicated, certain unaudited selected financial data:

|                            | Three Months Ended |              |
|----------------------------|--------------------|--------------|
|                            | March 31,          |              |
|                            | 2009               | 2008         |
| Revenues                   | \$ —               | \$ 15,200    |
| Costs of Sales             | —                  | —            |
| Stock for Services         | —                  | 92,100       |
| General and administrative | 21,653             | 137,590      |
| Interest Expense           | 1,984              | 44,417       |
| Operating income (loss)    | \$ (23,637)        | \$ (258,907) |

Comparison of the three months ended March 31, 2009 and 2008

Net sales. Our revenues were \$0 for the three months ended March 31, 2009, as compared to \$15,200 for the three months ended March 31, 2008. This decrease resulted from lower demand for our media products and services which resulted in our decision to cease our media operations. The decrease also resulted from a lack of sales of any real estate properties held for development. Our revenues were generated from rental income from our real estate properties and revenues from our former media operations.

Cost of Sales. Costs of sales were \$0 for the three months ended March 31, 2009, as compared to \$0 for the three months ended March 31, 2008.

Stock for Services. Expenses resulting from the issuance of our common stock was \$0 for the three months ended March 31, 2009 and compared to \$92,100 for the first three months ended March 31, 2008. This decrease resulted from a significant reduction in shares issued for services in the first quarter of 2009 as compared to the first quarter of 2008.

General and administrative. General and administrative expenses decreased to \$21,653 for the three months ended March 31, 2009 from \$137,590 for the three months ended March 31, 2008. This decrease resulted from a significant reduction in operations in 2009 as compared to 2008.

Interest. Interest expense decreased to \$1,984 for the three months ended March 31, 2009 from \$44,417 for the three months ended March 31, 2008.

Operating loss. We incurred an operating loss of \$23,637 for the three months ended March 31, 2009, compared to a net loss of \$258,907 for the three months ended March 31, 2008. The reduction in operating loss resulted primarily from a significant reduction in shares issued for services in 2009 as compared to 2008. In addition, our operating loss was decreased due to a significant reduction expenses associated with our cessation of media operations.

In February 2009, we disposed of two properties in connection with settlement agreements under which the transferees assumed certain notes associated with such properties in connection with the disposition. Accordingly, as a result of these transactions, we realized a gain on the disposition of assets equal to \$1,015,178.

Liquidity and Capital Resources

We have financed our operations, debt service, and capital requirements through cash flows generated from operations and through issuance of debt and equity securities. Our working capital deficit at March 31, 2009 was \$181,945, and we had cash of \$5,061 as of March 31, 2009.

We used \$6.100 of net cash in operating activities for the three months ended March 31, 2009, compared to using \$127,539 in the three months ended March 31, 2008. The net profit of \$991,541 was offset by a non-cash gain on sale of assets of \$1,015,178 as well as an increase of \$17,239 in accounts payable, and an increase of \$208 in prepaid financing costs.

We generated \$0 net cash flows from investing activities for the three months ended March 31, 2009, and 2008.

Net cash flows provided by financing activities were \$0 for the three months ended March 31, 2009, compared to net cash flows provided by financing activities of \$126,188 for the three months ended March 31, 2008. This cash provided by financing activities for the three months ended March 31, 2009 was due to proceeds from the exercise of stock options and receipt of stock subscriptions of \$166,288, offset by repayment of \$40,100 of related party debt.





## Capital Requirements

Our financial statements for the fiscal year ended December 31, 2008 state that we have incurred significant losses, have a negative capital, and a negative current ratio. These factors, among others indicate that we may not be able to continue as a going concern. We believe that, as of the date of this report, in order to fund our plan of operations over the next 12 months, we will need to fund operations out of cash flows generated from operations, from the borrowing of money, and from the sale of additional securities. It is possible that we will be unable to obtain sufficient additional capital through the borrowing of money or the sale of our securities as needed.

Part of our growth strategy may include diversifying into additional lines of business, forming one or more partnerships, entering into one or more joint ventures, or conducting one or more strategic acquisitions, which may require us to raise additional capital. We do not currently have binding agreements or understandings to acquire any other companies.

We intend to retain any future earnings to pay our debts, finance the operation and expansion of our business and any necessary capital expenditures, and for general corporate purposes.

## Off-Balance Sheet Arrangements

On April 24, 2008, the Company and Terminus, Inc., as co-issuers, issued and sold to a single accredited investor: (i) a \$550,000 12% secured promissory note and (ii) 500,000 shares of the Company's Series A Preferred Stock. To secure payment of the note, Terminus pledged the 10,000,000 shares of the Company's Series C Preferred Stock. The Company is considered a guarantor of the note, and accordingly, has treated the note as a contingent liability. In the event that Terminus defaults on the note, the Company will become unconditionally liable for repayment of all principal and interest then due under the note and will incur an expense for the full amount of all such principal and interest. The purpose of the Company's guarantee of the note was to facilitate the change in control transaction.

## ITEM 3 – QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

As a "smaller reporting company" as defined by Item 10 of Regulation S-K, we are not required to provide information required by this item.

## ITEM 4 – CONTROLS AND PROCEDURES

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our reports that we file under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized, and reported within the time periods specified in the Securities and Exchange Commission's rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure based on the definition of "disclosure controls and procedures" in Rule 13a-15(e). In designing and evaluating the disclosure controls and procedures, our management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

At the end of the period covered by this Quarterly Report on Form 10-Q, we carried out an evaluation, under the supervision and with the participation of our former management, including our former Chief Executive Officer and former Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures. Based on the foregoing, our former Chief Executive Officer and our former Chief Financial Officer

concluded that our disclosure controls and procedures were effective to ensure that all material information required to be disclosed in this Quarterly Report on Form 10-Q has been made known to them in a timely fashion.

Our former Chief Executive Officer and former Chief Financial Officer have also evaluated whether any change in our internal controls occurred during the last fiscal quarter and have concluded that there were no material changes in our internal controls or in other factors that occurred during the last fiscal quarter that has materially affected, or is reasonably likely to materially affect, these controls.

PART II: OTHER INFORMATION

ITEM 1 – LEGAL PROCEEDINGS

None.

ITEM 1A – RISK FACTORS

As a “smaller reporting company” as defined by Item 10 of Regulation S-K, we are not required to provide information required by this item.

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

None.

ITEM 3 – DEFAULT UPON SENIOR SECURITIES

None.

ITEM 4 – SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

None.

ITEM 5 – OTHER INFORMATION

None.

ITEM 6 - EXHIBITS

| Item No. | Description  | Method of Filing |
|----------|--|------------------|
| 31.1     | Certification of Frank Marshik pursuant to Rule 13a-14(a)  | Filed herewith.  |
| 32.1     | Chief Executive Officer and Chief Financial Officer Certification pursuant to 18 U.S.C. § 1350 adopted pursuant to Section 906 of the Sarbanes Oxley Act of 2002 | 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.

THE BLACKHAWK FUND

May 28, 2009

/s/ Frank Marshik  
Frank Marshik  
President  
(Principal Executive Officer and Principal  
Accounting Officer)