

American Southwest Music Distribution, Inc  
Form 10QSB/A  
January 09, 2007

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

**FORM 10-QSB/A No. 2**

(Mark One)

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

For the quarterly period ended July 31, 2006

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.: **000-26753**

**AMERICAN SOUTHWEST MUSIC DISTRIBUTION, INC.**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**52-2190362**  
(I.R.S. Employer  
Identification No.)

**8721 Sunset Blvd., Penthouse 7**  
**Hollywood, CA 90069**  
(Address of principal executive offices)

Issuer's telephone number: **(310) 659-8770**

**GL Energy & Exploration, Inc.**  
(Former name, former address and former fiscal year, if changed since last report)

Check whether the registrant filed all documents and reports required to be filed by Section 12, 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 shell company (as defined in Rule 12b-2 of the Exchange Act. Yes  No

**APPLICABLE ONLY TO CORPORATE ISSUERS**

As of September 19, 2006, 8,992,933 shares of our common stock were outstanding.

Transitional Small Business Disclosure Format: Yes  No

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**PART 1: FINANCIAL INFORMATION**

**GL ENERGY AND EXPLORATION, INC.**  
**(NOW KNOWN AS AMERICAN SOUTHWEST MUSIC DISTRIBUTION, INC.)**  
**(A DEVELOPMENT STAGE COMPANY)**  
**CONSOLIDATED BALANCE SHEETS**

	July 31, 2006	April 30, 2006
<b>ASSETS</b>		
Current assets:		
Cash	\$ 2,503	\$ -
Prepaid interest	7,500	-
Total current assets	10,003	-
Fixed assets:		
Furniture and fixtures	42,488	42,488
Equipment	42,501	40,501
Leasehold improvements	7,000	7,000
	91,989	89,989
Accumulated depreciation	(33,677)	(28,620)
Total fixed assets	58,312	61,369
Other assets:		
Music catalog, net of accumulated amortization of \$0	4,375,000	4,216,000
Security deposits	3,370	3,370
Deferred offering costs	10,000	-
Total other assets	4,388,370	4,219,370
<b>TOTAL ASSETS</b>	<b>\$ 4,456,685</b>	<b>\$ 4,280,739</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable and accrued expenses payable	\$ 128,864	\$ 118,539
Liability for legal settlement by Company on behalf of entity formerly owned by significant Company stockholder	1,256,458	1,244,583
Notes and loans payable, stockholders and entities owned by them	239,490	247,711
Notes and loans payable, others - unrelated third parties	956,035	689,869
<b>TOTAL LIABILITIES</b>	<b>2,580,847</b>	<b>2,300,702</b>
Stockholders' equity:		
Preferred stock - \$0.001 par value; 5,000,000 shares authorized, 23,980 issued and outstanding	24	24
Common stock - \$0.001 par value; 100,000,000 shares authorized, 65,977,042 and 59,977,042 issued and outstanding respectively	65,977	59,977
Additional paid-in capital	5,559,777	5,385,777
Deficit accumulated during the development stage	(3,749,940)	(3,465,741)
Total stockholders' equity	1,875,838	1,980,037
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<b>\$ 4,456,685</b>	<b>\$ 4,280,739</b>



**GL ENERGY AND EXPLORATION, INC.**  
**(NOW KNOWN AS AMERICAN SOUTHWEST MUSIC DISTRIBUTION, INC.)**  
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**CONSOLIDATED STATEMENTS OF OPERATIONS**

	Three months ended July 31, 2006	Three months ended July 31, 2005	Inception (July 1, 2004) through April 30, 2006	Inception (July 1, 2004) through July 31, 2006
<b>EXPENSES</b>				
Related party consulting fees and services	\$ 65,825	\$ -	\$ 348,975	\$ 414,800
General and administrative	153,376	-	352,629	506,005
Depreciation and amortization	24,224	3,945	46,536	70,760
Total expenses	243,425	3,945	748,140	991,565
Loss from operations	(243,425)	(3,945)	(748,140)	(991,565)
<b>Other costs and expenses</b>				
Loss incurred on legal settlement by Company on behalf of entity formerly owned by significant Company stockholder	(11,874)	0	(1,244,583)	(1,256,457)
Interest expense	(28,900)	(9,444)	(78,617)	(107,517)
Total other costs and expenses	(40,774)	(9,444)	(1,323,200)	(1,363,974)
<b>NET LOSS</b>	<b>\$ (284,199)</b>	<b>\$ (13,389)</b>	<b>\$ (2,071,340)</b>	<b>\$ (2,355,539)</b>
Net loss per share - basic and diluted	\$ (0.00)	\$ -	\$ (0.48)	\$ (0.48)
<b>Weighted average shares outstanding:</b>				
Basic and diluted	62,085,738	-	4,306,887	

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**CONSOLIDATED STATEMENTS OF CASH FLOWS**

	Three months ended July 31, 2006	Three months ended July 31, 2005	Inception (July 1, 2004) through April 30, 2006	Inception (July 1, 2004) through July 31, 2006
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>				
Net loss	\$ (284,199)	\$ (13,389)	\$ (2,071,340)	\$ (2,355,539)
Adjustments to reconcile net deficit to cash used in operating activities:				
Depreciation and amortization	24,224	3,945	46,536	70,760
Loss incurred on legal settlement by Company on behalf of entity formerly owned by significant Company stockholder	11,874	-	1,244,583	1,256,457
Common stock issued for services	180,000	-		180,000
Net changes in:				
(Increase) decrease in prepaid expenses	(7,500)	3,189	-	(7,500)
Increase in security deposits	-	-	(3,370)	(3,370)
Increase in accounts and accrued expenses payable	10,325	(10,336)	93,021	103,346
<b>NET CASH USED IN OPERATING ACTIVITIES</b>	<b>(65,276)</b>	<b>(16,591)</b>	<b>(690,570)</b>	<b>(755,846)</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>				
Acquisition of music catalogs	(159,000)	-	-	(159,000)
Acquisition of furniture and equipment	(2,000)	-	(13,252)	(15,252)
<b>NET CASH USED IN INVESTING ACTIVITIES</b>	<b>(161,000)</b>	<b>-</b>	<b>(13,252)</b>	<b>(174,252)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>				
Notes and loans payable, stockholders and entities owned by them	(8,221)	16,591	73,822	65,601
Notes and loans payable, others - unrelated third	247,000	-	628,000	875,000

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parties				
Payment of deferred offering costs	(10,000)	-	-	(10,000)
Common shares issued for cash	-	-	2,000	2,000
<b>NET CASH PROVIDED BY FINANCING ACTIVITIES</b>	<b>228,779</b>	<b>16,591</b>	<b>703,822</b>	<b>932,601</b>
<b>NET CHANGE IN CASH AND CASH EQUIVALENTS</b>				
	<b>2,503</b>	<b>-</b>	<b>-</b>	<b>2,503</b>
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD</b>				
	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>CASH AND CASH EQUIVALENTS AT END OF PERIOD</b>				
	<b>\$ 2,503</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 2,503</b>
Supplementary disclosures of cash flow information				
Cash paid during the year for:				
Income taxes	\$ -	\$ -	\$ -	-
Interest expense	-	-	-	-
Non-cash operating, investing and financing activities:				
Net assets (liabilities) acquired by Company as part of merger				
Assets acquired:				
Accounts receivable	-	-	-	-
Total assets acquired	0	0	0	0
Liabilities acquired:				
Accounts and accrued expenses payable	-	-	3,306	3,306
Loans payable, shareholders	-	-	240,053	240,053
Total liabilities acquired	-	-	243,359	243,359
Net liabilities assumed	-	-	(243,359)	(243,359)
Change in Company's stockholders' equity				
Preferred stock issued at par value	-	-	24	24
Common stock issued at par value	-	-	59,973	59,973

Increase in additional paid-in capital resulting from difference in value of shares exchanged between GL Energy and American Southwest Music Distribution, Inc.	-	-	1,091,044	1,091,044
Increase in accumulated deficit resulting from difference in value of shares exchanged between GL Energy and American Southwest Music Distribution, Inc.	-	-	(1,394,000)	(1,394,000)
	-	-	(242,959)	(242,959)
Common shares issued for music catalog	-	-	4,216,000	4,216,000
Common shares issued for furniture, fixtures, and equipment	-	-	76,737	76,737
Common shares issued for services	180,000			180,000



**GL ENERGY AND EXPLORATION, INC.**  
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**Notes to the Consolidated Financial Statements**

**NOTE A - ADJUSTMENTS**

In the opinion of management, all adjustments consisting only of normal recurring adjustments necessary for a fair statement of (a) results of operations for the three month period ended July 31, 2006 and 2005, respectively, and for the period from inception (July 1, 2004) to July 31, 2006, (b) the financial position at July 31, 2006, and (c) the statements of cash flows for the three month period ended July 31, 2006 and 2005, respectively, and for the period from inception (July 1, 2004) to July 31, 2006. The results of operations for the three months ended July 31, 2006 are not necessarily indicative of the results to be expected for the full year.

**NOTE B - UNAUDITED INTERIM FINANCIAL INFORMATION**

The accompanying unaudited consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information. Accordingly, they do not include all the information and footnotes required by generally accepted accounting principles for financial statements. For further information, refer to the audited consolidated financial statements and notes thereto for the year ended April 30, 2006 included in the Company's Form 10-KSB filed with the Securities and Exchange Commission on August 25, 2006; and the Company's 10-KSB filed on September 21, 2006.

The Company's consolidated financial statements have been presented on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The liquidity of the Company has been adversely affected in recent years by significant losses from operations. As further discussed in Note 3, the Company incurred losses of \$284,199 for the three months ended July 31, 2006 and losses for the period from the inception of their development stage (July 1, 2004) to July 31, 2006 of \$2,355,539.

At July 31, 2006, the current consolidated Company has limited cash reserves, with its current liabilities exceeding its cash by \$2,578,344.

The aforementioned financial condition indicates that the Company will have substantial difficulty meeting its financial obligations for the balance of this fiscal year. These factors raise substantial doubt as to the Company's ability to continue as a going concern. Recently, operations have been funded by loans issued to officers and other related and unrelated parties and occasional issuances of common stock.

As further discussed below in Note 1, the Company was created to generate revenue through music licensing, recording, and distribution. American Southwest acquired the rights to several music master catalogs for the purpose of generating revenues from the sale of records derived from these catalogs. The Company is hopeful it will continue to be able to find sufficient financing until that time that it can begin its operations and continue as a going concern in its present form. Accordingly, the consolidated financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or the amount and classification of liabilities or any other adjustments that might be necessary should the Company be unable to continue as a going concern in its present form.

**GL ENERGY AND EXPLORATION, INC.**  
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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 1 - NATURE OF BUSINESS / ORGANIZATION**

**Nature of Business**

GL Energy and Exploration, Inc. (herein referred to as “GL Energy” and the “Company”) was a development stage company with no business operations through March 2006. GL Energy was incorporated in Delaware on October 7, 1998 under the name LRS Group Incorporated. On October 15, 1998, the name was changed to LRS Capital, Inc. On October 10, 2001, the company changed its name to GL Energy and Exploration, Inc. GL Energy was traded on the OTC Bulletin board under the symbol “GEEX.OB.”

**Merger with American Southwest Music Distribution, Inc.**

American Southwest Music Distribution, Inc. (“American Southwest”) was incorporated in the State of Texas in May of 2004. American Southwest remained inactive until it commenced development stage activity in July of 2004.

American Southwest was created to generate revenue through music licensing, recording, and distribution. American Southwest acquired the rights to several music master catalogs for the purpose of generating revenues from the sale of records derived from these catalogs. The expansion and exploitation of its music catalog is an integral part of American Southwest’s business and growth strategy. American Southwest owns a music catalog with 25 album masters, and intends to add to the music catalog through strategic and complementary acquisitions, licensing agreements, and by executing recording agreements with artists, production companies, and other record labels with new recordings.

On March 13, 2006, American Southwest and GL Energy entered into a Securities Purchase Agreement and Plan of Reorganization. As part of the agreement GL Energy issued 22,500,000 shares of their \$.001 par value common stock and 23,980 shares of their \$.001 par value Series A convertible preferred stock to David Michery and Kent Puckett, the sole shareholders of American Southwest, in exchange for all of the issued and outstanding \$.001 par value common shares of American Southwest, totaling 4,294 shares.

Since GL Energy had no assets of substance prior to the transaction, for accounting purposes the acquisition has been treated as a merger of both companies and recapitalization of the shares of American Southwest, with GL Energy as the acquirer and American Southwest as the surviving entity (reverse acquisition). The accounting rules for reverse acquisitions require that, beginning with the date of the acquisition (March 13, 2006), the balance sheet include the assets and liabilities of American Southwest and the equity accounts be recapitalized to reflect the net equity of American Southwest. Accordingly, the historical operating results are now the operating results of American Southwest. The historical development stage entity financial statements prior to March 13, 2006 are those of American Southwest.

On August 18, 2006 the State of Delaware approved the Company changing its name from “GL Energy and Exploration, Inc.” to “American Southwest Music Distribution, Inc.” Effective August 24, 2006 the Company is now traded on the OTC Bulletin board under the symbol “ASWD.”

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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 2 - SUMMARY OF ACCOUNTING POLICIES**

**Financial Statement Presentation**

The financial statements presented herein reflect the consolidated financial statements of GL Energy and American Southwest after giving effect to the reverse merger of the two companies on a historical basis.

**Reclassifications**

Certain prior year amounts have been reclassified to conform to the current year presentation.

**Use of Estimates**

In preparing financial statements, management makes estimates and assumptions that affect the reported amounts of assets and liabilities in the balance sheet and revenue and expenses in the statement of expenses. Actual results could differ from those estimates.

**Principles of Consolidation**

The consolidated financial statements include the accounts of the two merged entities. All significant inter-company transactions and balances have been eliminated in consolidation.

**Cash and Cash Equivalents**

For purposes of the statement of cash flows, the Company considers all highly liquid investments purchased with an original maturity of three months or less to be cash equivalents.

**Revenue Recognition**

The Company recognizes revenue when persuasive evidence of an arrangement exists, services have been rendered, the sales price is fixed or determinable, and collectability is reasonably assured.

**Music Catalog**

*Cost basis*

The cost basis in the music catalog is recorded at cost. Amortization will be computed using the straight-line method over periods ranging from 1 to 5 years. Amortization will be recorded once revenues commence.

*Rate of Obsolescence*

A number of the Music Catalogues date from contracts entered into from 1997 - 1998 that provide for a limited number of album or single release recordings and options for extension thereon. Accordingly, there is a risk that the Music Catalogues owned by the Company are subject to competition from later releases by the artists through other entities besides the Company, as well as the risk of the passage of time on the salability on the masters owned by the

Company.

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**GL ENERGY AND EXPLORATION, INC.  
(NOW KNOWN AS AMERICAN SOUTHWEST MUSIC DISTRIBUTION, INC.)  
(A DEVELOPMENT STAGE COMPANY)  
CONSOLIDATED NOTES TO FINANCIAL STATEMENTS**

**NOTE 2 - SUMMARY OF ACCOUNTING POLICIES (CONTINUED)**

**Fixed assets**

Fixed assets are stated at cost. Depreciation is computed using the straight-line method over the following estimated useful lives:

<i>Description</i>	<i>Estimated useful life</i>
Furniture and fixtures	5 years
Equipment	5 years
Leasehold improvements	2 years

**Impairment of Long-Lived and Other Intangible Assets**

The Company reviews the carrying value of both its long-lived and other intangible assets annually, or whenever events or changes in circumstances indicate that the historical cost-carrying value of an asset may no longer be appropriate. The Company assesses recoverability of the carrying value of the asset by estimating the future net cash flows expected to result from the asset, including eventual disposition. If the future net cash flows are less than the carrying value of the asset, an impairment loss is recorded equal to the difference between the asset's carrying value and fair value. At July 31, 2006 the Company's evaluation determined that no provision for impairment of either its other intangible assets (its "Music Library") or its fixed assets was required at that date.

**Income Taxes**

The Company recognizes deferred tax assets and liabilities based on differences between the financial reporting and tax bases of assets and liabilities using the enacted tax rates and laws that are expected to be in effect when the differences are expected to be recovered. The Company provides a valuation allowance for deferred tax assets for which it does not consider realization of such assets to be more likely than not.

**Deferred Offering Costs**

Deferred offering costs at July 31, 2006 consists of a non-refundable fee incurred to an investment banker to facilitate a private placement on behalf of the Company in the near future.

**Basic and Diluted Loss per Share**

The Company complies with the requirements of the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 128, "Earning per Share" ("SFAS No. 128"). SFAS No. 128 specifies the compilation, presentation and disclosure requirements for earnings per share for entities with publicly held common stock or potentially common stock. Net loss per common share, basic and diluted, is determined by dividing the net loss by the weighted average number of common shares outstanding.

Net loss per common share-diluted does not include potential convertible preferred shares (See Note 1).

**Consideration of Other Comprehensive Income Items**

SFAS 130, "Reporting Comprehensive Income" requires companies to present comprehensive income (consisting primarily of net income plus other direct equity changes and credits) and its components as part of the basic financial statements. The Company's financial statements do not contain any changes in equity that are required to be reported separately in comprehensive income.

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**GL ENERGY AND EXPLORATION, INC.**  
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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 2 - SUMMARY OF ACCOUNTING POLICIES (CONTINUED)**

**Recent Accounting Pronouncements**

In December 2004, the FASB issued SFAS No. 123(R), "Share-Based Payment," which establishes standards for transactions in which an entity exchanges its equity instruments for goods or services. This standard requires a public entity to measure the cost of employee services received in exchange for an award of equity instruments based on the grant date fair value of the award. This eliminates the exception to account for such awards using the intrinsic method previously allowable under APB Opinion No. 25. SFAS No. 123 (R) became effective for the interim period beginning July 1, 2005. The Company does not anticipate that the adoption of SFAS No. 123(R) will have a significant impact on the Company's overall results of operations or financial position.

In December 2004, the FASB issued SFAS No. 153, "Exchanges of Non-monetary Assets, an amendment of APB Opinion No. 20, Accounting for Non-monetary Transactions." The amendments made by SFAS No. 153 are based on the principle that exchanges of non-monetary assets should be measured based on the fair value of the assets exchanged. Further, the amendments eliminate the narrow exception for non-monetary exchanges of similar productive assets and replace it with a broader exception for exchanges of non-monetary assets that do not have commercial substance. A non-monetary exchange has commercial substance if the future cash flows of the entity are expected to change significantly as a result of the exchange. This statement shall be applied prospectively and is effective for non-monetary asset exchanges occurring in fiscal periods beginning after June 15, 2005. Earlier application is permitted for non-monetary asset exchanges occurring in fiscal periods beginning after the date of issuance. The Company does not anticipate that the adoption of SFAS No. 153 will have a significant impact on the Company's overall results of operations or financial position.

In May 2005, the FASB issued SFAS 154, "Accounting Changes and Error Corrections," that applies to all voluntary changes in accounting principle. This Statement requires retrospective application to prior periods' financial statements of changes in accounting principle, unless it is impracticable to determine either the period-specific effects or the cumulative effect of the change. When it is impracticable to determine the period-specific effects of an accounting change on one or more individual prior periods presented, this Statement requires that the new accounting principle be applied to the balances of assets and liabilities as of the beginning of the earliest period for which retrospective application is practicable and that a corresponding adjustment be made to the opening balance of retained earnings (or other appropriate components of equity or net assets in the statement of financial position) for that period rather than being reported in an income statement. When it is impracticable to determine the cumulative effect of applying a change in accounting principle to all prior periods, this Statement requires that the new accounting principle be applied as if it were adopted prospectively from the earliest date practicable. SFAS 154 will be effective for the Company for fiscal year ended December 31, 2007. The Company does not anticipate that the adoption of SFAS No. 154 will have an impact on the Company's overall results of operations or financial position.

**NOTE 3 - GOING CONCERN**

As shown in the accompanying consolidated financial statements, the Company incurred recurring net losses totaling \$2,355,539 as a development stage entity for the period from inception (July 1, 2004) through July 31, 2006. The Company has an accumulated deficit of \$3,749,940 and a deficiency in working capital of \$2,570,844 as of July 31, 2006. These conditions raise substantial doubt as to the Company's ability to continue as a going concern. Management is trying to raise additional capital through sales of stock or loan financing arrangements. The financial

statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

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**GL ENERGY AND EXPLORATION, INC.**  
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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 4 - INCOME TAXES**

The Company incurred no federal income tax expense for the three months ended July 31, 2006 , and for the period from inception (July 1, 2004) to July 31, 2006. The Company has net operating loss carryforwards available of approximately \$2,355,539 to offset future net income. Due to uncertainty surrounding the realization of the favorable tax attributes in future tax returns, the Company has placed a full valuation allowance against its net deferred tax asset. At such time as it is determined that it is more likely than not that the deferred tax asset is realizable, the valuation allowance will be reduced. Furthermore, the net operating loss carry forward may be subject to further limitation pursuant to Section 382 of the Internal Revenue Code.

The cumulative net operating loss carryforward will expire in accordance with the following schedule:

April 30, 2025	\$ 117,246
2026	1,954,094
2027	284,199
	\$ 2,355,539

Deferred income taxes consist of the following:

Deferred tax assets	\$ 800,883
Less: valuation allowance	800,883
	\$ --

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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 5 - NOTES AND LOANS PAYABLE**

Details regarding notes and loans payable follow below:

**Stockholders and the entities owned by them:**

Donald Byers, former President and Chairman of the Board of pre-merger GL Energy and Exploration, Inc. and a holder of approximately 16,190,000 of the post-merger entity's \$.001 par value common shares:

<p>Unsecured \$49,009 note dated April 25, 2005 held by Byers and Associates, an entity owned by Donald Byers. The note was due and payable on February 28, 2006. The note accrued interest at a rate of 10% per annum, in the event of default, on the entire unpaid principal balance. The note included an amount equal to \$10,916, which represents prior interest expense incurred added to the note balance. The principal balance plus accrued interest that was due on February 28, 2006 had not been paid and the note was in default. It continues to accrue interest and the holder has indicated the intention not to demand payment of the amount due for a period of at least one year from April 30, 2006.</p>	<p>\$ 49,009</p>
<p>Unsecured \$16,592 note dated May 26, 2005 held by Byers and Associates, an entity owned by Donald Byers. The note was due and payable on February 28, 2006. The note accrued interest at a rate of 10% per annum. The principal balance plus accrued interest that was due on February 28, 2006 had not been paid and the note was in default. It continues to accrue interest and the holder has indicated the intention not to demand payment of the amount due for a period of at least one year from April 30, 2006</p>	<p>16,592</p>
<p>Unsecured \$101,180 loans payable to Don Byers. The loans are due on demand and accrue interest at 10% per annum. They continues to accrue interest and the holder has indicated the intention not to demand payment of the amount due for a period of at least one year from April 30, 2006.</p>	<p>101,180</p>
<p>Unsecured \$24,409 loan payable to Wellstar International, an entity owned by Don Byers. The loan is due on demand and accrues interest at 10% per annum. It continues to accrue interest and the holder has indicated the intention not to demand payment of the amount due for a period of at least one year from April 30, 2006.</p>	<p>24,409</p>
<p>Unsecured \$10,800 loan payable to Northern Business, entity owned by Don Byers. The loan is due on demand and accrues interest at 10% per annum. It continues to accrue interest and the holder has indicated the intention not to demand payment of the amount due for a period of at least one year from April 30, 2006.</p>	<p>10,800</p>
	<p><b>201,990</b></p>

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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 5 - NOTES AND LOANS PAYABLE (CONTINUED)**

**Other Stockholders**

Unsecured \$37,500 loan payable to Chris Lotito, a minority shareholder. The loan is due on demand and accrue interest at 10% per annum. It continues to accrue interest and the holder has indicated the intention not to demand payment of the amount due for a period of at least one year from April 30, 2006.

\$ 37,500

**Notes and loans payable, stockholders and the entities owned by them**

**239,490**

**Other unrelated third parties**

\$150,000 unrelated third party note dated May 25, 2006 held by Generation Leasing, LLC, net of unamortized deferred loan origination fees of \$10,000. The note was due and payable on December 30, 2006. The note called for a monthly payment of \$1,875, which represented interest only calculated on an annual interest rate of 15%. All assets of the Company, including intangibles, patents, and purchase contracts, were to be security for repayment.

140,000

\$150,000 unrelated third party note dated March 30, 2006 held by Generation Leasing, LLC, net of unamortized deferred loan origination fees of \$6,667. The note was due and payable on December 30, 2006. The note called for a monthly payment of \$1,875, which represented interest only calculated on an annual interest rate of 15%. All assets of the Company, including intangibles, patents, and purchase contracts, were to be security for repayment.

143,333

\$150,000 unrelated third party note dated November 30, 2005 held by Generation Leasing, LLC, net of unamortized deferred loan origination fees of \$5,000. The note was due and payable on November 30, 2006. The note called for a monthly payment of \$1,875, which represented interest only calculated on an annual interest rate of 15%. All assets of the Company, including intangibles, patents, and purchase contracts, were to be security for repayment.

145,000

\$150,000 unrelated third party note dated August 26, 2005 held by Generation Leasing, LLC, net of unamortized deferred loan origination fees of \$1,250. The note was due and payable on August 31, 2006. The note called for a monthly payment of \$1,875, which represented interest only calculated on an annual interest rate of 15%. All assets of the Company, including intangibles, patents, and purchase contracts, were to be security for repayment.

148,750

**GL ENERGY AND EXPLORATION, INC.  
(NOW KNOWN AS AMERICAN SOUTHWEST MUSIC DISTRIBUTION, INC.)  
(A DEVELOPMENT STAGE COMPANY)  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 5 - NOTES AND LOANS PAYABLE (CONTINUED)**

**Other unrelated third parties (continued)**

\$150,000 unrelated third party note dated September 23, 2004 held by Pegasus Capital, Inc. The note accrued interest at a rate of 6.5% per annum. The entire outstanding unpaid principal balance plus accrued interest was due and payable on November 21, 2004 in either cash or common stock of the Company equal to the fair market value of the unpaid obligation. In the event of default, the entire unpaid principal balance and all accrued interest was to become immediately due and payable, while interest was to accrue at a rate of 10% starting from the date of the note. The principal balance plus accrued interest that was due on November 21, 2004 was not paid and the note was in default. It continues to accrue interest and the holder has indicated the intention not to demand payment of the amount due for a period of at least one year from April 30, 2006. \$ 150,000

\$50,000 unrelated third party note dated July 12, 2006 held by Visionet Television Network, Inc. The note was due and payable on January 12, 2007 and accrues interest at a rate of 15%. The note is personally guaranteed by David Michery, the Company's Chief Executive Officer. 50,000

\$38,000 unrelated third party note dated April 25, 2005 held by Pegasus Capital, Inc. The note was due and payable on March 1, 2006, and under the note provision did not accrue interest. In the event of default, interest was to accrue at a rate 10% per annum. The entire outstanding unpaid principal balance plus accrued interest was due and payable in either cash or common stock of the Company equal to the fair market value of the unpaid obligation. The principal balance plus accrued interest that was due on March 1, 2006 had not been paid and the note was in default. It continues to accrue interest and the holder has indicated the intention not to demand payment of the amount due for a period of at least one year from April 30, 2006. 38,000

\$37,000 unrelated third party note dated August 6, 2006 held by Generation Leasing, LLC. The note was due and payable on November 6, 2006 and accrues interest at a rate of 15%. 37,000

\$25,000 unrelated third party note dated September 23, 2004 held by Pegasus Capital, Inc. The note accrues interest at a rate of 6.5% per annum. The entire outstanding unpaid principal balance plus accrued interest was due and payable on November 21, 2004 in either cash or common stock of the Company equal to the fair market value of the unpaid obligation. In the event of default, the entire unpaid principal balance and all accrued interest was to become immediately due and payable, while interest was to accrue at a rate of 10% starting from the date of the note. The principal balance plus accrued interest that was due on November 21, 2004 had not been paid and the note was in default. It continues to accrue interest and the holder has indicated the intention not to demand payment of the amount due for a period of at least one year from April 30, 2006. 25,000

25,000

\$25,000 unrelated third party note dated June 15, 2005 held by Generation Leasing, LLC.  
The note was due and payable on September 15, 2006 and accrues interest at a rate of 15%.

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**GL ENERGY AND EXPLORATION, INC.**  
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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 5 - NOTES AND LOANS PAYABLE (CONTINUED)**

**Other unrelated third parties (continued)**

\$10,000 unrelated third party note dated August 31, 2004 held by Pegasus Capital, Inc. The note accrued interest at a rate of 6.5% per annum. The entire outstanding unpaid principal balance plus accrued interest was due and payable on August 31, 2005. There was to be no pre-payment of any kind without the written consent of both parties. In the event of default the entire unpaid principal balance and all accrued interest was to become immediately due and payable, while interest was to accrue at a rate of 25% starting from the date of the note. The principal balance plus accrued interest that was due on August 31, 2005 had not been paid and the note was in default. It continues to accrue interest and the holder has indicated the intention not to demand payment of the amount due for a period of at least one year from April 30, 2006.

\$ 10,000

Unsecured \$43,952 loan payable to Three Sisters Investment Corp. The loan is due on demand and accrues interest at 10% per annum. It continues to accrue interest and the holder has indicated the intention not to demand payment of the amount due for a period of at least one year from April 30, 2006.

43,952

**Notes and loans payable, others - unrelated third parties**

**956,035**

**\$ 1,195,525**

Accounts payable and accrued expenses payable at July 31, 2006 includes \$14,482 of accrued interest payable to Company stockholders and entities owned by them. Prepaid expenses at July 31, 2006 include \$7,500 of prepaid interest paid by the Company in advance to Generation Leasing, LLC. Accounts payable and accrued expenses payable at July 31, 2006 and April 30, 2006, includes \$60,020 and \$51,212 of accrued interest payable to unrelated parties, respectively.

Interest expense incurred by the Company to Company stockholders and entities owned by them was \$5,091 and \$14,920 for the three months ended July 31, 2006 and for the year ended April 30, 2006 respectively, and \$20,181 for the period from inception of the development stage (July 1, 2004) to July 31, 2006. Interest expense incurred by the Company to unrelated third parties was \$23,809 and \$51,308 for the three months ended July 31, 2006 and for the year ended April 30, 2006 respectively, and \$87,336 for the period from inception of the development stage (July 1, 2004) to July 31, 2006.

See Note 11 concerning additional borrowing and promissory notes made subsequent to the balance sheet date.

**NOTE 6 - OPERATING FACILITIES**

The Company maintained offices in Santa Fe Springs, California under a sublease agreement dated August 1, 2004, whereby it was required to make monthly payments of \$3,900 to a third party landlord under a lease which was to expire in August 31, 2006, on behalf of American Music Corporation, Inc. ("AMC"), an entity formerly owned by David Michery. The landlord agreed to terminate the lease in April 2005 and the lease was settled by the Company for

a final payment of \$12,592, an amount that was charged to rent expense by the Company.

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**GL ENERGY AND EXPLORATION, INC.**  
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**NOTE 6 - OPERATING FACILITIES (CONTINUED)**

The Company entered into a new lease for office space located in West Hollywood, California, which commenced November 2005 and will expire on October 31, 2007. The lease agreement requires monthly payments of \$1,685. Future minimum lease payments are as follows:

April 30, 2007	\$ 20,220
2008	10,110

Rent expense incurred by the Company was \$4,780 and \$10,106 respectively for the three months ended July 31, 2006 and for year ended April 30, 2006, respectively, and \$45,238 for the period from inception of the development stage (July 1, 2004) to July 31, 2006.

**NOTE 7 - RELATED PARTY TRANSACTIONS**

**(A) CONTRIBUTED INTANGIBLE ASSETS AND EQUITY CAPITALIZATION OF AMERICAN SOUTHWEST PRIOR TO THE MARCH 13, 2006 MERGER TRANSACTION**

During 2004, American Southwest issued 470 shares and 3,746 shares of its \$.001 par value common stock to Out of Control Records, Inc. and Celestial Breakaway Records (“Celestial”) in exchange for Music Catalogs valued at the actual cost paid by those entities to obtain the underlying contracts and “Masters” in the Catalogs of \$470,000 and \$3,746,000, respectively. Out of Control Records, Inc. and Celestial are owned and controlled by David Michery. In addition, the American Southwest issued 76 shares of its \$.001 par value common stock to David Michery in exchange for furniture and fixtures, and equipment valued at \$76,737. David Michery also paid \$2,000 for 2 shares of \$.001 par value common stock.

A settlement by the Company with Vestcom, Ltd involving assets transferred to Celestial that included the Music Catalogues received by the Company in exchange for its shares in the preceding paragraph is described in detail in (B) below.

**(B) WRITE-OFF OF DEFERRED TRANSACTION COSTS IN CONNECTION WITH TERMINATION OF UNSUCCESSFUL PRE-EXISTING MERGER AGREEMENT BETWEEN GL ENERGY AND AMERICAN SOUTHWEST**

On March 10, 2006, GL Energy’s board of directors approved the termination of an Agreement and Plan of Reorganization dated as of October 13, 2004 (the “Merger Agreement”). Pursuant to the Merger Agreement, all of American Southwest’s outstanding shares were to be converted into shares of GL Energy’s capital stock, with American Southwest being the surviving corporation. Although the Merger Agreement was executed, certain closing conditions were never satisfied, including the successful filing of a certificate of merger with the Delaware Secretary of State and as such the merger was never consummated. The Board of Directors of the Company deemed it in the best interest of GL Energy and its stockholders to terminate the Merger Agreement and to enter into the transaction described below.



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**NOTE 7 - RELATED PARTY TRANSACTIONS (CONTINUED)**

**(B) WRITE-OFF OF DEFERRED TRANSACTION COSTS IN CONNECTION WITH TERMINATION OF UNSUCCESSFUL PRE-EXISTING MERGER AGREEMENT BETWEEN GL ENERGY AND AMERICAN SOUTHWEST (CONTINUED)**

During the year ended April 30, 2005 American Southwest incurred \$183,900 of deferred transaction costs in connection with the transaction. Below is a summary of the \$183,900 of deferred transaction costs:

Facilitation fee incurred to Donald Byers	\$	150,000
Legal and other professional fees		26,780
Transfer agent fees		5,878
Other		1,242
	\$	183,900

As a result of the March 10, 2006 GL Energy Board resolution, these costs were written off to expense during the year ended April 30, 2006, of which \$150,000 represents and is classified as “related party consulting fees and services” in the consolidated financial statements. The other items are included in “general and administrative expenses” in those statements.

**(C) RELATED PARTY CONSULTING FEES AND SERVICES**

The Company has also incurred related party consulting fees and services of \$5,825 during the three months ended July 31, 2006 to David Michery, CEO of American Southwest.

The Company has also incurred related party consulting fees and services of \$32,000 during the year ended April 30, 2006 to Robert Guillerman, former President of American Southwest.

The Company has also incurred related party consulting fees and services of \$99,295 during the year ended April 30, 2006 to David Michery, CEO of American Southwest.

The Company has also incurred related party consulting fees and services of \$42,500 during the year ended April 30, 2006 to Marcus Sanders, former COO of American Southwest.

The Company has also incurred related party consulting fees and services of \$25,000 during the year ended April 30, 2006 to Kent Puckett, CFO of American Southwest.

The Company has also incurred related party consulting fees and services of \$60,000 during the three months ended July 31, 2006 to Chris Lotito, a minority shareholder (See Note 5 for a note payable also owed to him). Chris Lotito was issued 2,000,000 shares of the Company’s \$.001 common stock, 1,500,000 of which were issued under the Company's S-8 registration statement and 500,000 which were subject to Rule 144. The Company recorded a non-cash expense of \$60,000 related to this issuance, based on the trading price of Company shares on the issuance date.

Accordingly, related party consulting fees and services totaled \$65,825 and \$348,975 respectively during the three months ended July 31, 2006 and for the year ended April 30, 2006, and \$354,800 for the period from inception of the development stage (July 1, 2004) to July 31, 2006, including the \$150,000 incurred to Donald Byers described in (B) above and \$60,000 incurred through the issuance of restricted common stock described above.

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**GL ENERGY AND EXPLORATION, INC.**  
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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 7 - RELATED PARTY TRANSACTIONS (CONTINUED)**

**(D) LOSS INCURRED ON LEGAL SETTLEMENT ON BEHALF OF ENTITY FORMERLY OWNED BY SIGNIFICANT COMPANY STOCKHOLDER**

In May 2005, Vestcom, Ltd. filed suit against American Southwest and its officers. The lawsuit arose from a loan made by Vestcom on or about July 3, 2003 in the amount of \$500,000 to American Music Corporation, Inc. ("AMC"). Vestcom alleged that AMC fraudulently transferred its assets which principally included the Music Catalogue ("Subject Assets") to Celestial, which was owned and controlled by the Company's Chief Executive Officer, David Michery. American Southwest contended that none of its assets previously belonged to AMC.

Vestcom, Ltd. was seeking not less than \$1.2 million from all the defendants, including American Southwest, to be awarded ownership of all subject assets, punitive damages, and other remuneration.

On July 12, 2006 American Southwest reached a settlement with Vestcom whereby American Southwest agreed to pay Vestcom as follow: \$500,000, which represents the principal amount of the above loan made by Vestcom on or about July 3, 2003, plus interest thereon at the rate of 9.5% from July 3, 2003 through to the closing date of the settlement. The closing date of the settlement was expected to be no later than September 15, 2006. The closing date has been extended to December 31, 2006. In addition, American Southwest agreed to pay to Vestcom \$360,000 as a supplemental damages payment and \$250,000 for legal fees and expenses incurred by Vestcom. Assuming that September 15, 2006 was the closing date, the total amount would be \$1,256,457 which includes accrued interest to the date of the settlement, which has been accrued by the Company as of July 31, 2006, with a commensurate loss reflected in the Company's consolidated statement of operations for the period from inception of the development stage (July 1, 2004) to July 31, 2006 since the Company is absorbing the loss on behalf of the entity formerly owned by David Michery.

Assuming the settlement closing takes place as planned, American Southwest will issue a promissory note to Vestcom which will bear interest at 9.5%. The note will be payable as follows: \$150,000 payable at the closing date, which will be applied to the final payments of interest on the note, \$250,000 payable on or before January 1, 2007, and the balance of \$1,102,772 payable in 8 equal installments paid quarterly in the amount of \$137,847.

The note will also be convertible in whole or in part at any time into American Southwest's common stock at 90% of the average bid price for the 5 days immediately prior to conversion. American Southwest is also to secure its obligation with a lien on all of its assets, which apparently will be junior in position to the obligation to Pegasus described in Note 5 above. David Michery has agreed to personally guarantee this settlement should American Southwest breach any of its obligations.

The company's ability to exploit the Music Catalogue received from Celestial is dependent on the Settlement closing taking place as planned and the Company's meeting the scheduled payments as due, in particular the \$250,000 due in January 1, 2007.

**GL ENERGY AND EXPLORATION, INC.**  
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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 8 - STOCK INCENTIVE PLAN**

In 2004, the Board of Directors of GL Energy adopted a 2004 Stock Incentive Plan ("the plan") under which 35,000,000 shares of GL Energy's common stock have been reserved for issuance to employees, officers, directors and consultants whose past, present and/or potential contributions to GL Energy have been, or will be important to the success of GL Energy.

Options granted under the Plan may be either incentive stock options or nonqualified stock options. Incentive stock options ("ISO") may be granted only to GL Energy employees (including officers and directors who are also employees). Nonqualified stock options ("NSO") may be granted to GL Energy employees and consultants. Options under the Plan may be granted for periods of up to ten years and at an exercise price equal to the estimated fair value of the shares on the date of grant as determined by the Board of Directors, provided, however, that the exercise price of an ISO and NSO granted to a 10% shareholder shall not be less than 110% of the estimated fair value of the shares on the date of grant. To date, options granted generally are exercisable immediately as of the effective date of the option agreement.

During 2004, 3,000,000 one year options were granted to two consultants. The exercise price was \$.01 and all 3,000,000 vested immediately. The options were exercised prior to the effective date of the merger and reflected in the pre-merged entities financial statements. No options were granted during 2006 or 2005 and there are no options outstanding at July 31, 2006.

**NOTE 9 - EQUITY PERFORMANCE PLAN**

In February 2004, the Board of Directors of GL Energy adopted a 2004 Equity Performance Plan under which 10,000,000 shares of GL Energy's common stock have been reserved for issuance to employees, officers, directors and consultants whose past, present and/or potential contributions to GL Energy have been, or will be important to the success of GL Energy. As of July 31, 2006, no common shares have been issued under this plan.

**NOTE 10 - AGREEMENTS WITH UNIVERSAL RECORDS**

On January 25, 2006, American Southwest entered into an exclusive manufacturing and distribution agreement ("Domestic Distribution Agreement") with Universal Records, a division of UMG Recordings, Inc. ("Universal"). Pursuant to this agreement, Universal will sell American Southwest's music products, including compact discs, cassettes, and digital versatile discs to consumers mainly through retailers and wholesalers in the United States and Canada. During the term of the Domestic Distribution Agreement, Universal will be American Southwest's exclusive manufacturer and distributor, through every distribution channel of recorded music in the United States and Canada. Universal will also exclusively handle all of American Southwest's on-line sales during the term of the Domestic Distribution Agreement.

In exchange for its distribution services, through normal retail channels, Universal is entitled to a distribution fee equal to twenty five percent (25%) of American Southwest's net billings. After the end of the calendar month, where American Southwest's cumulative net billings exceed \$8,000,000, Universal's distribution fee will be twenty two and one half percent (22.5%) of American Southwest's net billings. After the end of the calendar month, in which American Southwest's cumulative net billings exceeds \$15,000,000, Universal's distribution fee will be twenty percent (20%) of American Southwest's net billings. According to the Domestic Distribution Agreement, net billings means

the cumulative wholesale price for sale of American Southwest's products, less actual returns and credits to customers for such returns for the applicable accounting period.

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**GL ENERGY AND EXPLORATION, INC.**  
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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 10 - AGREEMENTS WITH UNIVERSAL RECORDS (CONTINUED)**

In consideration for Universal's services related to sales of American Southwest's products in the United States and Canada, through channels other than normal retail channels, Universal shall be entitled to a licensing fee equal to fifteen percent (15%) of American Southwest's net licensing billings. According to the Domestic Distribution Agreement, net licensing billings mean royalties or flat payments received by Universal, on American Southwest's behalf, attributed to sales, other than sales through normal retail channels.

The Domestic Distribution Agreement became effective January 25, 2006 and will continue until January 25, 2008. Universal has the right to extend the term of the Domestic Distribution Agreement for an additional two years, until January 25, 2010.

On January 25, 2006, American Southwest entered into another agreement with Universal "(Upstream Agreement)" pursuant to which American Southwest granted Universal the right to enter into exclusive recording services contracts with recording artists that have recording contracts with American Southwest, and whose performances are featured on albums distributed by Universal, on American Southwest's behalf, that achieve sales in the United States equal to or in excess of 25,000 units.

On January 25, 2006, American Southwest entered into the Exclusive Foreign License Agreement ("Foreign License Agreement") with Universal. The term of the Foreign License Agreement runs simultaneously with the term of the Domestic Distribution Agreement. During the term of the Foreign License Agreement, Universal has the exclusive right to sell, license or otherwise exploit records and videos that its distributes under the Domestic Distribution Agreement through the rest of the universe, excluding the United States.

**NOTE 11- SUBSEQUENT EVENTS**

On August 4, 2006 the Company received the proceeds of an additional \$150,000 borrowing from Generation Leasing, Inc. This August 4, 2006 note, the May 5, 2006 \$150,000 note described above, plus the three other \$150,000 Generation Leasing, Inc. notes described in Note 5 were cancelled by the holder and consolidated into one \$750,000 note pursuant to the Company's agreement to do so. The terms of this new note calls for monthly payments of interest only of \$9,375, which is calculated at a rate of 15%. The note is due December 30, 2006. All assets of the Company, including intangibles, patents, and purchase contracts, remain pledged as security for repayment of the new note.

Our Board of Directors approved an amendment to our certificate of incorporation (the "Charter Amendment") to: (i) change our name to "American Southwest Music Distribution" and (ii) effectuate a reverse stock split of our common stock by changing and reclassifying each seventy four (74) shares of our issued and outstanding common stock, par value \$.001 per share ("Common Stock") into one (1) fully paid and non-assessable share of Common Stock (the "Reverse Split"). A majority of our stockholders approved the Charter Amendment by written consent on July 7, 2006. A notice of shareholder action by written consent was mailed to all stockholders of record as of July 7, 2006 informing them of this action on July 27, 2006. The Charter Amendment was filed with the Delaware Secretary of State on August 17, 2006. Nasdaq effectuated the name change and reverse split on Thursday August 24, 2006. No information has been adjusted to give effect to the Reverse Split.

Effective August 24, 2006 the Company is now traded on the OTC Bulletin board under the symbol "ASWD."

**NOTE 12 - EQUITY TRANSACTIONS**

On June 27, 2006, Bryan T. Gonzales was issued 2,000,000 shares of the Company's \$.001 common stock under the Company's S-8 registration statement. The Company recorded a non-cash expense of \$60,000 related to this issuance, based on the trading price of Company shares on the issuance date.

On June 15, 2006, Evergreen Marketing, Inc. was issued 2,000,000 shares of the Company's \$.001 common stock subject to Rule 144. The Company recorded a non-cash expense of \$60,000 related to this issuance, based on the trading price of Company shares on the issuance date.

On July 17, 2006, Chris Lotito, a minority shareholder, was issued 2,000,000 shares of the Company's \$.001 common stock, 1,500,000 of which were issued under the Company's S-8 registration statement and 500,000 of which are subject to Rule 144. The Company recorded a non-cash expense of \$60,000 related to this issuance, based on the trading price of Company shares on the issuance date.

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## **ITEM 2 -MANAGEMENT’S DISCUSSION AND ANALYSIS OR PLAN OF OPERATIONS**

The following discussion and analysis should be read in conjunction with our unaudited condensed 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**

American Southwest Music Distribution, Inc. f/k/a GL Energy & Exploration, Inc. (“we” or the “Company”) was incorporated in the state of Delaware in 1998. Previously, the company engaged in the exploration of mining prospects in the western United States. As of January 1, 2006, we were a “shell” company (as defined in Rule 12b-2 of the Exchange Act).

On March 13, 2006, we entered into an agreement (the “Exchange Agreement”) pursuant to which we acquired all of the equity of American Southwest Music Distribution, Inc., a Texas corporation (“American”). Pursuant to the Exchange Agreement, we issued 22,500,000 shares of our common stock and 23,980 shares of our series A convertible preferred stock to David Michery and Kent Puckett, the sole shareholders of American. On August 18, 2006, we filed a certificate of amendment to our certificate of incorporation with the Delaware secretary of state changing our name to “American Southwest Music Distribution, Inc.”

We produce, acquire, market and sell pre-recorded music through our wholly owned subsidiary, American. American was incorporated in the State of Texas in May 2004. In July 2004, American acquired the assets of Celestial Breakaway Records’ and Out of Control Records’ music catalog, which consisted of rights to various master recordings previously released commercially. Pursuant to that acquisition, American procured the exclusive right to commercially market and sell those master recordings worldwide.

Our executive offices are located at 8721 Sunset Blvd., Penthouse 7, West Hollywood, California 90069. Our telephone number is (310) 659-8770.

### **Recent Developments**

Our Board of Directors approved an amendment to our certificate of incorporation (the “Charter Amendment”) to: (i) change our name to “American Southwest Music Distribution” and (ii) effectuate a reverse stock split of our common stock by changing and reclassifying each seventy four (74) shares of our issued and outstanding common stock, par value \$.001 per share (“Common Stock”) into one (1) fully paid and non-assessable share of Common Stock (the “Reverse Split”). A majority of our stockholders approved the Charter Amendment by written consent on July 7, 2006. A notice of shareholder action by written consent was mailed to all stockholders of record as of July 7, 2006 informing them of this action on July 27, 2006. The Charter Amendment was filed with the Delaware Secretary of State on August 17, 2006. Nasdaq effectuated the name change and reverse split on Thursday August 24, 2006.



**Significant Accounting Policies**

**Financial Statement Presentation**

The financial statements presented herein reflect the consolidated financial statements of the Company and American Southwest after giving effect to the reverse merger of the two companies on a historical basis.

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## **Music catalog**

### **Cost basis**

The cost basis in the music catalog is recorded at cost. Amortization will be computed using the straight-line method over periods ranging from 1 to 5 years. Amortization will be recorded once revenues commence.

### **Rate of Obsolescence**

A number of the Music Catalogues date from contracts entered into from 1997 - 1998 that provide for a limited number of album or single release recordings and options for extension thereon. Accordingly, there is a risk that the Music Catalogues owned by the Company are subject to competition from later releases by the artists through other entities besides the Company, as well as the risk of the passage of time on the salability on the masters owned by the Company.

### **Impairment of Long-Lived and Other Intangible Assets**

The Company reviews the carrying value of both its long-lived and other intangible assets annually, or whenever events or changes in circumstances indicate that the historical cost-carrying value of an asset may no longer be appropriate. The Company assesses recoverability of the carrying value of the asset by estimating the future net cash flows expected to result from the asset, including eventual disposition. If the future net cash flows are less than the carrying value of the asset, an impairment loss is recorded equal to the difference between the asset's carrying value and fair value. At July 31, 2006 the Company's evaluation determined that no provision for impairment of either its other intangible assets (its "Music Library") or its fixed assets was required at that date.

### **Consideration of Other Comprehensive Income Items**

SFAS 130 Reporting Comprehensive Income requires companies to present comprehensive income (consisting primarily of net income plus other direct equity changes and credits) and its components as part of the basic financial statements. The Company's financial statements do not contain any changes in equity that are required to be reported separately in comprehensive income.

### **Recent Accounting Pronouncements**

In December 2004, the FASB issued SFAS No. 123(R), "Share-Based Payment," which establishes standards for transactions in which an entity exchanges its equity instruments for goods or services. This standard requires a public entity to measure the cost of employee services received in exchange for an award of equity instruments based on the grant date fair value of the award. This eliminates the exception to account for such awards using the intrinsic method previously allowable under APB Opinion No. 25. SFAS No. 123 (R) became effective for the interim period beginning July 1, 2005. The Company does not anticipate that the adoption of SFAS No. 123(R) will have a significant impact on the Company's overall results of operations or financial position.

In December 2004, the FASB issued SFAS No. 153, "Exchanges of Nonmonetary Assets, an amendment of APB Opinion No. 20, Accounting for Nonmonetary Transactions." The amendments made by SFAS No. 153 are based on the principle that exchanges of nonmonetary assets should be measured based on the fair value of the assets exchanged. Further, the amendments eliminate the narrow exception for nonmonetary exchanges of similar productive assets and replace it with a broader exception for exchanges of nonmonetary assets that do not have commercial substance. A nonmonetary exchange has commercial substance if the future cash flows of the entity are expected to change significantly as a result of the exchange. This statement shall be applied prospectively and is effective for nonmonetary asset exchanges occurring in fiscal periods beginning after June 15, 2005. Earlier application is

permitted for nonmonetary asset exchanges occurring in fiscal periods beginning after the date of issuance. The Company does not anticipate that the adoption of SFAS No. 153 will have a significant impact on the Company's overall results of operations or financial position.

In May 2005, the FASB issued SFAS 154, "Accounting Changes and Error Corrections," that applies to all voluntary changes in accounting principle. This Statement requires retrospective application to prior periods' financial statements of changes in accounting principle, unless it is impracticable to determine either the period-specific effects or the cumulative effect of the change. When it is impracticable to determine the period-specific effects of an accounting change on one or more individual prior periods presented, this Statement requires that the new accounting principle be applied to the balances of assets and liabilities as of the beginning of the earliest period for which retrospective application is practicable and that a corresponding adjustment be made to the opening balance of retained earnings (or other appropriate components of equity or net assets in the statement of financial position) for that period rather than being reported in an income statement. When it is impracticable to determine the cumulative effect of applying a change in accounting principle to all prior periods, this Statement requires that the new accounting principle be applied as if it were adopted prospectively from the earliest date practicable. SFAS 154 will be effective for the Company for fiscal year ended December 31, 2007. The Company does not anticipate that the adoption of SFAS No. 154 will have an impact on the Company's overall results of operations or financial position.

## Plan of Operation

We had no revenues for the three month period ended July 31, 2006 or since its inception. We incurred \$243,425 in operating expenses and \$40,774 in other costs and expenses for the three month period ended July 31, 2006 as compared to \$3,945 in operating expenses and \$9,444 in other costs and expenses for the comparable period in 2005. We paid our management \$5,825 in the three month period ended July 31, 2006. Accordingly, we incurred a net loss of \$284,199 for the three month period ended July 31, 2006 as compared to \$13,389 for the comparable period in 2005..

We remain a development stage company. Since our inception, we have had minimum working capital to fund our operations. In order to pay the expenses of its operations, we have relied on third-party loans and loans from shareholders. As a result, we have incurred debt in the total amount of \$1,195,525 to pay our expenses. Our working capital deficit at July 31, 2006 was \$2,570,844 and at April 30, 2006 it was \$2,300,702. We had cash of \$2,503 as of July 31, 2006, while we had cash of \$0 as of April 30, 2006.

We used \$65,276 of net cash in operating activities for the three months ended July 31, 2006. Net cash flows used in investing activities was \$161,000 for the three months ended July 31, 2006. Net cash flows provided by financing activities were \$228,779 for the three months ended July 31, 2006, primarily in the form of notes issued.

During the next twelve months of operations, we plan to carry out a plan of operation as described herein. Our management is currently seeking to execute several recording agreements with various production companies, labels and artists. There is no assurance as to when or whether we will locate suitable production companies, labels and artists or suitable master recordings. Also, there are no assurances that we will have sufficient capital to secure the rights under any Recording Agreement negotiated.

On January 25, 2006, we entered into an Exclusive Manufacturing and Distribution Agreement, Upstream Agreement and Exclusive Foreign License Agreement with Universal Records, a division of UMG Recordings, Inc.

Our management plans to select masters from its catalog for commercial release in 2006, and seeking third-party licensing agreements to be included in the proposed compilation Albums derived from its catalog.

In the second fiscal quarter of 2006, we plan to begin marketing the release of new Albums we intend to commercially release in the third and fourth fiscal quarters of 2006. During the remainder of 2006, we plan to release nine (9) separate Albums.

In the next 12 months, we plan to hire up to 5 additional employees.

We have a working capital deficit and only a minimum amount of operating cash with which to fund our future operations. We must obtain adequate funding in order to fulfill our obligations under any recording agreement that we intend to execute, and adequate funding to market and advertise any of the music products that we intend to release. If we do not receive adequate funding, management must either discontinue or substantially scale back our planned operations.

We intend to seek either debt or equity capital or both. As of the date of this report, we do not have commitments for funding or any other agreements that will provide us with adequate working capital to conduct our full operating plan for the next twelve months. We cannot give any assurance that we will locate any funding or enter into any agreements that will provide the required operating capital to fund our planned business operations. In addition, we may consider receiving advances against future sales from Universal (as customary in the music industry) or to agree to sell rights to Master recordings, copyrights, or rights to any artist under a Recording Agreement or in our catalog. In addition, we may consider strategic alliances, mergers or acquisitions as a means of pursuing our business plan or

otherwise funding our business plan.

Our existing capital is currently not sufficient to enable us to meet our cash needs in conjunction with complying with our reporting obligations under Securities Exchange Act of 1934, as amended, for a period of twelve months following the date hereof.

Regardless of whether our cash assets are adequate to meet our operational needs, we will seek to compensate our management, consultants, employees and other service providers by issuing its shares of stock, or options to buy shares of its common stock in lieu of cash. For information as to our policy in regard to payment for services, see "Other Compensation Arrangements."

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We anticipate obtaining funding from the sale of our common stock and from additional loans.

### **ITEM 3 - CONTROLS AND PROCEDURES**

Our disclosure controls and procedures are designed to ensure that information required to be disclosed in 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 rules and forms of the Securities and Exchange Commission. Our Chief Executive Officer and the Chief Financial Officer have reviewed the effectiveness of our “disclosure controls and procedures” (as defined in the Securities Exchange Act of 1934 Rules 13a-14(c) and 15d-14(c)) within the last ninety days and have concluded that the disclosure controls and procedures are effective to ensure that material information relating to American Southwest Music Distribution and its consolidated subsidiaries is recorded, processed, summarized, and reported in a timely manner. There were no significant changes in our internal controls or in other factors that could significantly affect these controls subsequent to the last day they were evaluated by our Chief Executive Officer and Chief Financial Officer.

## **PART II: OTHER INFORMATION**

### **ITEM 1 - LEGAL PROCEEDINGS**

In May 2005, Vestcom, Ltd. filed suit against us, our officers, and several other unrelated companies including AMC American Music Corporation. The lawsuit arose from a loan made by Vestcom on or about July 3, 2003 in the amount of \$500,000 to AMC American Music Corporation. Vestcom alleged that AMC American Music Corporation fraudulently transferred its assets (“Subject Assets”) to Celestial Breakaway Records, which is owned and controlled by our President, David Michery, and/or us. We contended that none of its assets belonged previously to AMC American Music Corporation.

Vestcom, Ltd. was seeking not less than \$1.2 million from all the defendants including us, to be awarded ownership of all Subject Assets, punitive damages, and other remuneration.

We have entered a stipulation for Settlement/Term Sheet in the action entitled Vestcom v. AMC; Case No. CV-04-03745, which was expected to close on or about September 15, 2006. Pursuant to the stipulation, American agreed to pay Vestcom the damages Vestcom alleges to have incurred in the above referenced action equal to the sum of \$500,000 plus interest thereon at a rate of 9.5% from July 3, 2003 through the expected Closing Date, \$360,000 as a supplemental damages payment and \$250,000 for legal fees and expenses of Vestcom. Assuming the closing takes place shortly after the scheduled September 15, 2006 closing, the principal amount would equal \$1,300,000 (the “Principal Amount”). On the Closing Date, we will issue Vestcom a 9.5% promissory note for the Principal Amount, which note will be payable as follows: \$150,000 payable on the Closing Date, \$250,000 payable on or before January 1, 2007, and the balance to be paid in 8 equal installments paid quarterly beginning April 3, 2007.

The note will be convertible into shares of our common stock at 90% of the average bid price for the five (5) days immediately prior to conversion, subject to certain limitations. The note will be secured by our assets as well as a pledge of a certain amount of David Michery’s shares. We have agreed to register the shares of common stock underlying the note

The closing date has been extended to December 31, 2006.

### **ITEM 2 - UNREGISTERED SALES OF EQUITY SECURITIES**

On August 6, 2006, we issued a 15% \$37,000 promissory note to a single accredited investor. The issuance was exempt under Section 4(2) of the Securities Act of 1933, as amended.

On August 4, 2006, our wholly owned subsidiary American issued a \$750,000 15% promissory note to a single accredited investor. This promissory note consolidated certain other promissory notes previously issued by American. The note is guaranteed by the Company and David Michery, The issuance was exempt under Section 4(2) of the Securities Act of 1933, as amended

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On July 12, 2006, the Company and our wholly owned subsidiary, American jointly issued a \$50,000 10% promissory note to a single accredited investor. The issuance was exempt under Section 4(2) of the Securities Act of 1933, as amended.

On July 10, 2006, we issued 500,000 shares of our common stock to a consultant as a compensatory stock grant. The issuance was exempt under Section 4(2) the Securities Act of 1933, as amended.

On June 13, 2006, the Company issued 2,000,000 shares of its common stock to a consultant as a compensatory stock grant under a Service Agreement. The issuance was exempt under Section 4(2) of the Securities Act of 1933, as amended.

### **ITEM 3 - DEFAULT UPON SENIOR SECURITIES**

None.

### **ITEM 4 - SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS**

None.

### **ITEM 5 - OTHER INFORMATION**

On September 19, 2006, Messrs. Michery and Puckett, the holders of all of our outstanding series A preferred stock, converted their shares into 8,101,351 shares of our common stock.

### **ITEM 6 - EXHIBITS**

<u>Item No.</u>	<u>Description</u>	<u>Method of Filing</u>
31.1	Certification of David Michery pursuant to Rule 13a-14(a)	Filed electronically herewith.
31.2	Certification of Kent Puckett pursuant to Rule 13a-14(a)	Filed electronically herewith.
32.1	Chief Executive Officer Certification pursuant to 18 U.S.C. § 1350 adopted pursuant to Section 906 of the Sarbanes Oxley Act of 2002	Filed electronically herewith.
32.2	Chief Financial Officer Certification pursuant to 18 U.S.C. § 1350 adopted pursuant to Section 906 of the Sarbanes Oxley Act of 2002	Filed electronically 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.

AMERICAN SOUTHWEST MUSIC DISTRIBUTION,  
INC.

January 8, 2007

/s/ David Michery

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David Michery  
President and Chief Executive Officer  
(Principal Executive Officer)

January 8, 2007

/s/ Kent Puckett

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Kent Puckett  
Chief Financial Officer  
(Principal Financial Officer and Principal Accounting  
Officer)