AmeriResource Technologies, Inc.
Form 10-Q/A
September 09, 2009

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

FORM 10-Q/A

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

For the quarterly period ended September 30, 2008

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

For the transition period from _____ to _____

Commission file number 000-20033

AMERIRESOURCE TECHNOLOGIES, INC.
(Exact name of Registrant as specified in its charter)

| DELAWARE | 81-1084784 |
|---|---|
| (State or other jurisdiction of incorporation or organization) | (I.R.S. Employer Identification No.) |

3440 E. Russell Rd., Suite 217, Las Vegas, Nevada 89120
(Address of principal executive offices)

(702) 214-4249
(Registrant's telephone number)

Indicate by check whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the 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 x No ¨

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer (See definition of "accelerated filer or large accelerated filer as defined in Rule 12b-2 of the Act).

| | |
|---|---|
| Large accelerated filer ¨ | Accelerated filer ¨ |
| Non-accelerated filer ¨ | Smaller reporting company x |

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

Yes ¨ No x

Number of shares of the issuer's common stock, with par value, outstanding as of November 10, 2008: 4,398,674,337

EXPLANATORY NOTE

This Amendment No. One to the AmeriResource Technologies, Inc. Quarterly Report on Form 10-Q for the quarter ended September 30, 2008 is being filed solely to correct the contents as shown in Item 4T, the signatures of the chief executive offices and the chief financial officer and the certifying Exhibits 31.1, 31.2, 32.1 and 32.1. We are not amending any other part of the original Form 10-Q filed on November 20, 2008.

Except as described above the remainder of the Form 10-Q is unchanged and does not reflect events occurring after the filing of the original Form 10-Q with the SEC on November 20, 2008.

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PART I - FINANCIAL INFORMATION

ITEM 4T. CONTROLS AND PROCEDURES

As of the end of the period covered by this report, an evaluation was carried out by the Company's management, under the direction of Mr. Janovec, our chief executive and chief financial officer, of the effectiveness of our disclosure controls and procedures as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934.

The Company has been actively engaged in the development and implementation of a remediation plan to address the material weakness in controls indentified in prior filings. Our plans are intended to ensure that such errors are not repeated. The Company has assigned dedicated and experienced resources of the Company with the responsibility for identification and valuation of our reporting. Management continues to assign the highest priority to the efforts in this area, with the goal of fully resolving any material weakness by no later than the year end of 2009.

The Company recognizes that continued improvement in its internal controls over financial reporting is necessary. Accordingly, the Company to date has modified its internal processes to more appropriately establish the Company's full compliance with disclosure requirements.

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Rule 13a-15(f) promulgated under the Exchange Act. Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of an issuer's financial statements for external purposes in accordance with accounting principles generally accepted in the United States of America ("GAAP"). Internal control over financial reporting includes policies and procedures that:

- Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transaction and dispositions of an issuer's assets; and
- Provide reasonable assurances that transactions are recorded as necessary to permit preparation of financial statements in accordance with GAAP, and that an issuer's receipts and expenditure are being made only in accordance with authorizations of its management and directors; and
- Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisitions, use or disposition of an issuer's assets that could have a material effect on the financial statements.

It should be noted that any system of controls, however well designed and operated, can provide only reasonable, and not absolute, assurance that the objectives of the system are met. In addition, the design of any control system is based in part upon certain assumptions about the likelihood of future events. Because of these and other inherent limitations of control systems, there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions.

As required by Rule 13a-15(c) promulgated under the Exchange Act, our management, with the participation of our Chief Executive Officer, evaluated the effectiveness of our internal control over financial reporting as of September 30, 2008 and December 31, 2007. Management's assessment was based on criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission in Internal Control—Integrated Framework ("COSO"). Our assessment did not identify deficiencies that were determined to be significant deficiencies in internal control.

A significant deficiency is a control deficiency, or combination of control deficiencies, that adversely affects the initiation, authorization, and recording, processing or reporting of reliable financial data. Since there were significant deficiencies in our assessment, management concluded that our internal control over financial reporting was effective as of September 30, 2008, and December 31, 2007.

This quarterly report and our annual report for December 31, 2007 do not include an attestation report of the company's registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the company's registered public accounting firm pursuant to temporary rules of the Securities and Exchange Commission that permit the company to provide only management's report in the annual report for December 31, 2007, and for this quarterly report for the quarter ending September 30, 2008.

PART II - OTHER INFORMATION

None.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) Exhibits required to be attached by Item 601 of Regulation S-B are listed in the Index to Exhibits in this Form 10-Q, which is incorporated herein by reference.

SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant has caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

AMERIRESOURCE TECHNOLOGIES, INC.

/s/ Delmar A. Janovec
Delmar A. Janovec, Chief Executive Officer
Dated: September 9, 2009

/s/ Delmar A. Janovec
Delmar A. Janovec, Chief Financial Officer
Dated: September 9, 2009

INDEX TO EXHIBITS

31.1 Certification of Chief Executive Officer under Section 302 of the Sarbanes-Oxley Act of 2002.

31.2 Certification of Chief Financial Officer under Section 302 of the Sarbanes-Oxley Act of 2002.

32.1 Certification of Chief Executive Officer of AmeriResource Technologies, Inc. Pursuant to 18 U.S.C. §1350

32.2 Certification of Chief Financial Officer of AmeriResource Technologies, Inc. Pursuant to 18 U.S.C. §1350