

ARCH CAPITAL GROUP LTD.

Form ARS

March 31, 2009

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Gross oil and gas properties

85,930

85,930

Less – accumulated depletion

-

-

Net oil and natural gas properties

85,930

87,103

TOTAL ASSETS

\$

87,533

\$

87,103

LIABILITIES AND DEFICIENCY IN STOCKHOLDERS' EQUITY

CURRENT LIABILITIES:

Accounts payable	\$ 142,311	\$ 150,724
Accounts payable – related parties	214,164	170,000
Accrued wages	153,847	238,596
Accrued interest payable	62,815	59,329
Beneficial conversion feature	4,335	44,386
Convertible notes payable, net of debt discount	157,000	193,000
Due to related party	-	40,000
Total current liabilities	734,471	896,035
Total liabilities	734,471	896,035

See the accompanying notes to the unaudited financial statements

NEXT GENERATION ENERGY CORP.
BALANCE SHEETS - continued
MARCH 30, 2014 AND DECEMBER 31, 2013
(continued)

DEFICIENCY IN STOCKHOLDERS' EQUITY

Common stock, par value \$0.001 per share; 999,000,000 shares authorized, 227,996,094 and 125,996,094 shares issued and outstanding	227,996	125,996
Preferred stock Series A, \$0.001 par value, 500,000 shares authorized, zero issued and outstanding	-	-
Preferred stock Series B, \$0.001 par value, 500,000 Shares authorized, zero issued and outstanding	-	-
Additional paid in capital	18,973,598	17,978,597
Accumulated deficit	(19,848,532)	(18,913,525)
Total stockholders' (deficit)	(646,938)	(808,932)
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$ 87,533	\$ 87,103

See the accompanying notes to the unaudited financial statements

NEXT GENERATION ENERGY CORP.
STATEMENTS OF OPERATIONS
FOR THE THREE MONTHS ENDED MARCH 31, 2014
(UNAUDITED)

	Three months ended March 31, 2014
REVENUES:	
Royalty income	\$ 505
Total revenue	505
OPERATING EXPENSES:	
Administrative	789,077
Total operating expenses	789,077
(LOSS) FROM OPERATIONS	(788,572)
OTHER INCOME AND EXPENSES:	
Gain on beneficial conversion	40,052
(Loss) on beneficial conversion	(181,328)
Interest expense	(5,159)
Total other income and expenses	(146,435)
Net (loss) before income taxes	(935,007)
Provision for income taxes	-
NET (LOSS)	\$ (935,007)
Net income/(loss) per common share-basic (Note A)	\$ (0.006)
Net income/(loss) per common stock-assuming fully diluted (Note A)	(see Note A)
Weighted average number of common shares outstanding-basic	152,596,745
Weighted average number of common shares outstanding-fully diluted	157,490,129

See the accompanying notes to the unaudited financial statements.

NEXT GENERATION ENERGY CORPORATION
STATEMENTS OF STOCKHOLDERS' EQUITY

	Common Stock Shares	Common Stock Amount	Additional Paid In Capital	Accum. Deficit	Total
Balance December 31, 2013	125,996,094	\$ 125,996	\$ 17,978,597	\$ (18,913,525)	\$ (808,932)
Shares issued as payment on debt	20,353,846	20,354	195,646	-	216,000
Shares issued as compensation	12,000,000	12,000	144,000	-	156,000
Shares issued as consulting fees	69,646,154	49,646	456,354	-	506,000
Conversion of convertible notes	20,000,000	20,000	199,000	-	219,000
Net loss	-	-	-	(935,007)	(935,007)
Balance – March 31, 2014	227,996,094	227,996	18,973,598	(19,948,532)	(646,938)

See the accompanying notes to the unaudited financial statements.

NEXT GENERATION ENERGY CORPORATION
STATEMENTS OF CASH FLOWS
FOR THE THREE MONTH PERIOD ENDED MARCH 31, 2014

CASH FLOWS FROM OPERATING ACTIVITIES:

Net (loss)	\$ (935,007)
Loss on beneficial conversion	183,001
(Gain) on beneficial conversion	(40,051)
Adjustments to reconcile net income to net cash Provided by operating activities:	
(Increase) in assets	
Prepaid expenses and other current assets	(782)
Increase (decrease) in liabilities	
Accounts payable	(8,414)
Accounts payable – related parties	214,164
Accrued interest	3,486
Accrued expenses	71,251
Net cash flows (used) by operating activities	(512,352)

CASH FLOWS FROM INVESTING ACTIVITIES

-

CASH FLOWS FROM FINANCING ACTIVITIES:

Notes payable	6,000
Shares issued for services	506,000
Net cash flows provided by financing activities	512,000

NET (DECREASE) IN CASH (352)

CASH, BEGINNING OF PERIOD 1,173

CASH, END OF PERIOD \$ 821

SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:

Cash paid during the period for interest	\$ -
Shares issued for payment of notes payable	353,846
Shares issued for payment of accounts payable	20,000,000
Shares issued due to debt conversion	20,000,000
Shares issued for compensation	12,000,000
Shares issued for payment of consulting fees	49,646,154

See the accompanying notes to the unaudited financial statements.

NEXT GENERATION ENERGY CORP.
NOTES TO FINANCIAL STATEMENTS
March 31, 2014 (unaudited)

NOTE A - SUMMARY OF ACCOUNTING POLICIES

General

The accompanying unaudited consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and with the instructions to Form 10-Q. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements.

In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Accordingly, the results from operations for the three month period ended March 31, 2014 are not necessarily indicative of the results that may be expected for the year ended December 31, 2014. The unaudited consolidated financial statements should be read in conjunction with the consolidated December 31, 2013 financial statements and footnotes thereto included in the Company's SEC Form 10-K.

A summary of the significant accounting policies applied in the preparation of the accompanying financial statements follows.

Business and Basis of Presentation

Next Generation Energy Corporation was incorporated in the State of Nevada in November 1980 as Micro Tech Industries, with an official name change to Next Generation Media Corporation in April 1997 and an official name change to Next Generation Energy Corporation in July 2010. The Company is an independent oil and natural gas company engaged in the exploration, development, and production of predominantly natural gas properties located onshore in the United States. In March 2011, the Company acquired 1,220 acres of mineral leases in Knox County, Kentucky, containing 10 shut-in wells, and is in the process of investigating other acquisitions of oil and gas properties in the same area.

Use of Estimates

The preparation of the financial statement in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts of assets and liabilities and disclosure of contingent assets and liabilities, if any, at the date of the condensed consolidated financial statements and the reported amounts of revenues and expenses during the respective reporting periods. The Company bases its estimates and judgments on historical experience and on various other assumptions and information that are believed to be reasonable under the circumstances. Estimates and assumptions about future events and their effects cannot be perceived with certainty and, accordingly, these estimates may change as new events occur, as more experience is acquired, as additional information is obtained and as the Company's operating environment changes. Actual results may differ from the estimates and assumptions used in the preparation of the Company's condensed consolidated financial statements.

Condensed consolidated interim period results are not necessarily indicative of results of operations or cash flows for the full year and accordingly, certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States has been condensed or omitted. The Company has evaluated events or transactions through the date of issuance of these condensed consolidated financial statements.

NOTE A - SUMMARY OF ACCOUNTING POLICIES - continued

Cash Equivalents

For the purpose of the accompanying financial statements, all highly liquid investments with a maturity of three months or less are considered to be cash equivalents.

Property and Equipment other than Oil and Natural Gas Properties

Property and equipment are stated at cost. The cost of normal maintenance and repairs is charged to operating expense as incurred. Material expenditures, which increase the life of an asset, are capitalized and depreciated over the estimated remaining useful life of the asset. When retired or otherwise disposed, the related carrying value and accumulated depreciation are removed from the respective accounts and the net difference less any amount realized from disposition, is reflected in earnings. For financial statement purposes, property and equipment are recorded at cost and depreciated using the straight-line method over their estimated useful lives as follows:

Furniture and fixtures	5 years
Office equipment	3 to 5 years
Manufacturing equipment	3 to 10 years
Buildings	40 years

Gas and Oil Properties

The Company will follow the full cost method of accounting for the exploration, development, and acquisition of gas and oil reserves. Under this method, all such costs (productive and nonproductive) including salaries, benefits, and other internal costs directly attributable to these activities are capitalized and amortized on an aggregate basis over the estimated lives of the properties using the units-of-production method. The Company excludes all costs of unevaluated properties from immediate amortization. The Company's unamortized costs of natural gas and oil properties are limited to the sum of the future net revenues attributable to proven natural gas and oil reserves discounted at 10 percent plus the lower of cost or market value of any unproved properties. If the Company's unamortized costs in natural gas and oil properties exceed this ceiling amount, a provision for additional depreciation, depletion and amortization is required. At March 31, 2011, the Company had completed the acquisition of 1,220 acres of mineral leases containing 10 shut-in well sin Knox County, Kentucky. Decreases in market prices, as well as changes in production rates, levels of reserves, and the evaluation of costs excluded from amortization, could result in future ceiling test impairments.

Asset Retirement Obligations

Accounting Standards Codification 410, Asset retirement and environmental obligations ("ASC 410") was adopted by the Company. ASC 410 requires that the fair value of a liability for an asset retirement obligation be recognized in the period in which it is incurred if a reasonable estimate of fair value can be made, and that the associated asset retirement costs be capitalized as part of the carrying amount of the long-lived asset. The Company has an option to purchase natural gas and oil properties which may require expenditures to plug and abandon the wells when reserves in the wells are depleted. These expenditures under ASC 410 will be recorded in the period the liability is incurred (at the time the wells are drilled or acquired).

Depletion

Oil and gas producing property costs are amortized using the unit of production method. The Company did not record any amortization expense in the three month periods ended March 31, 2014 and 2013.

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NOTE A - SUMMARY OF ACCOUNTING POLICIES - continued

Impairment of Long-Lived Assets

The Company has adopted Accounting Standards Codification subtopic 360-10, Property, plant and equipment (“ASC 360-10”). The Statement requires that long-lived assets and certain identifiable intangibles held and used by the Company be reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Events relating to recoverability may include significant unfavorable changes in business conditions, recurring losses, or a forecasted inability to achieve break-even operating results over an extended period. The Company evaluates the recoverability of long-lived assets based upon forecasted undiscounted cash flows. Should impairment in value be indicated, the carrying value of intangible assets will be adjusted, based on estimates of future discounted cash flows resulting from the use and ultimate disposition of the asset. ASC 360-10 also requires assets to be disposed of be reported at the lower of the carrying amount or the fair value less costs to sell. During the three month periods ended March 31, 2014 and 2013, the Company did not recognize any impairment.

Research and Development

The Company accounts for research and development costs in accordance with the Accounting Standards Codification subtopic 730-10, Research and Development (“ASC 730-10”). Under ASC 730-10, all research and development costs must be charged to expense as incurred. Accordingly, internal research and development costs are expensed as incurred. Third-party research and developments costs are expensed when the contracted work has been performed or as milestone results have been achieved. Company-sponsored research and development costs related to both present and future products are expensed in the period incurred. The Company did not incur expenditures on research and product development for the three month periods ended March 31, 2014 and 2013.

Income Taxes

The Company has adopted Accounting Standards Codification 740 Income Taxes (ASC 740) which requires the recognition of deferred tax liabilities and assets for the expected future tax consequences of events that have been included in the financial statement or tax returns. Under this method, deferred tax liabilities and assets are determined based on the difference between financial statements and the tax basis of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. Temporary differences between taxable income reported for financial reporting purposes and income tax purposes are insignificant.

Advertising

The Company follows the policy of charging the costs of advertising to expenses as incurred. The Company charged to operations no advertising costs for the three month periods ended March 31, 2014 and 2013, respectively.

Comprehensive Income

Accounting Standards Codification 220 Comprehensive Income (ASC 220) establishes standards for reporting and displaying of comprehensive income, its components and accumulated balances. Comprehensive income is defined to include all changes in equity except those resulting from investments by owners and distributions to owners. Among other disclosures, ASC 220 requires that all items that are required to be recognized under current accounting standards as components of comprehensive income be reported in a financial statement that is displayed with the same prominence as other financial statements. The Company does not have any items of comprehensive income in any of the periods presented.

NOTE A - SUMMARY OF ACCOUNTING POLICIES - continued

Stock Based Compensation

Effective for the year beginning January 1, 2006, the Company has adopted Accounting Standards Codification subtopic 718-10, Compensation (“ASC 718-10”). The Company made no employee stock-based compensation grants before December 31, 2005 and therefore has no unrecognized stock compensation related liabilities or expense unvested or vested prior to 2006. Stock-based compensation expense recognized under ASC 718-10 for the three month periods ended March 31, 2014 and 2013 was \$156,000 and \$0.

Net income (loss) per share

The weighted average shares outstanding used in the basic net income per share computations for the three month period ended March 31, 2014 was 152,431,617. The diluted shares outstanding for the three month period ended March 31, 2014 was 157,490,129. In determining the number of shares used in computing diluted loss per share for the three month period ended March 31, 2014, common stock equivalents derived from shares issuable from the exercise of stock options and conversion of convertible debt are not considered in the calculation of the weighted average number of common shares outstanding because they would be antidilutive, thereby decreasing the net loss per share. Therefore, the diluted loss per share is shown as not applicable on the Statements of Operations presented as part of the Company’s financial statements.

Liquidity

As shown in the accompanying financial statements, the Company had a loss from operations of (\$935,007) during the three month period ended March 31, 2014. The Company's total liabilities exceeded its total assets by \$646,938 as of March 31, 2014.

Concentration of Credit Risk

Financial instruments and related items, which potentially subject the Company to concentrations of credit risk, consist primarily of cash, cash equivalents and trade receivables. The Company places its cash and temporary cash investments with high credit quality institutions. At times, such investments may be in excess of the FDIC insurance limit. The Company periodically reviews its trade receivables in determining its allowance for doubtful accounts.

Fair Values

Accounting Standards Codification subtopic 825-10, Financial Instruments (“ASC 825-10”) requires disclosure of the fair value of certain financial instruments. The carrying amount reported in the consolidated condensed balance sheets for accounts receivables, accounts payable and accrued expenses and put liability approximates fair value because of the immediate or short-term maturity of these financial instruments. The carrying amount reported in the accompanying condensed consolidated balance sheets for line of credit approximates fair value because the actual interest rates do not significantly differ from current rates offered for instruments with similar characteristics.

We use fair value measurements to record fair value adjustments to certain assets and to determine fair value disclosures. Cash, short term investment, warrants and reset derivatives are recorded at fair value on a recurring basis. In accordance with Accounting Standards Codification Topic 820, Fair Value Measurements and Disclosures (“ASC 820”), we group our assets at fair value in three levels, based on the markets in which the assets are traded and the reliability of the assumptions used to determine fair value.

Reclassifications

Certain reclassifications have been made in prior year's financial statements to conform to classifications used in the current year.

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NOTE B - NOTES PAYABLE

Notes payable at March 31, 2014 and December 31, 2013 consists of the following:

	March 31, 2014	Dec. 31, 2013
Note payable-Forge, LLC, bearing interest at 18.00% per annum, the loan was payable at maturity in July 2012 plus accrued interest. (1)	74,000	80,000
Note payable – Actual Investments, LLC, bearing interest at 6% per annum, all principal and accrued interest is payable at maturity in October 2013. (2)	30,000	30,000
Note payable – Actual Investments, LLC, bearing interest at 6% per annum, all principal and accrued interest is payable at maturity in March 2014. (3)	-	30,000
Note payable – Actual Investments, LLC, bearing interest at 8% per annum, all principal and accrued interest is payable at maturity in September 2013. (4)	53,000	53,000
Total notes payable	157,000	193,000
Less: current maturities	157,000	193,000
Long term portion	\$ -	\$ -

- (1) Obligation to Forge, LLC for \$150,000, bearing interest at 18.00% per annum, the loan is payable at maturity in July 2012 plus accrued interest. The note is secured by certain oil and gas properties owned by Knox Gas, LLC, a subsidiary of the Company. The note is convertible to common stock at a conversion price equal to 75% of the average of the closing prices of the Common Stock for the 10 trading days immediately preceding a conversion date. The balance outstanding at March 31, 2014 was \$74,000 plus accrued interest of \$56,596. Our obligation to Forge, LLC contains an embedded beneficial conversion feature since the fair value of our common stock on the date of issuance was in excess of the effective conversion price. The embedded beneficial conversion feature was recorded by allocating a portion of the proceeds equal to the intrinsic value of the feature to “Additional paid-in-capital”. The intrinsic value of the feature is calculated on the issuance date by multiplying the difference between the quoted market price of our common stock and the effective conversion price by the number of common shares into which the note may be converted. The resulting discount on the immediately convertible shares is recorded within “Additional paid-in capital” and is amortized over the period from the date of issuance of the to the stated maturity date. The amount of the discount was \$50,000, of which \$22,055 was amortized in 2010 and the balance in 2011. On May 24th, 2013, \$70,000 of the note was sold and assigned to Actual Investments, LLC. This note is currently in default.
- (2) The company entered into a promissory note with Actual Investment, LLC on November 27, 2012. The note is unsecured and accrues interest 6% per annum payable on maturity October 26, 2013. This note is currently in default.
- (3) The company entered into a promissory note with Actual Investment, LLC on March 13, 2013. The note is unsecured and accrues interest 6% per annum payable on maturity March 12, 2014. The note was converted to stock on February 13th, 2014.

- (4) On May 24th, 2013 Actual Investments, LLC entered into a contemporaneous Agreement with Forge, LLC and the company. Actual Investments, LLC purchased \$70,000 of the outstanding obligation to Forge, LLC as describe in subscript (1) and the note is subject to new terms agreed upon between the company and Actual Investments, LLC. Actual Investments, LL has the option to purchase the remainder of the Forge, LLC debt. The obligation between the company and Actual Investments, LLC bears interest at 8% per annum and is payable at maturity in September 2013 plus accrued interest. This note is currently in default.

NOTE C – OPTIONS

Non-Employee Stock Options

The weighted average remaining contractual life of the options and warrants issued by the Company as of March 31, 2014 is set forth below:

Date of Issuance	Number of Options/ Warrants	Exercise Price	Contractual Life	Weighted Average Remaining Contractual Life (Years)
October 22, 2010	800,000	0.30	5 years	1.56

Transactions involving stock options issued are summarized as follows:

	Number of Shares	Weighted Average Price Per Share
Outstanding at December 31, 2013	800,000	\$ 0.30
Granted	-	-
Exercised	-	-
Canceled or expired	-	\$ -
Outstanding at March 31, 2014	800,000	\$ 0.30

NOTE D - INCOME TAXES

The Company has adopted Accounting Standards Codification subtopic 740-10, Income Taxes ("ASC 740-10") which requires the recognition of deferred tax liabilities and assets for the expected future tax consequences of events that have been included in the financial statement or tax returns.

Under this method, deferred tax liabilities and assets are determined based on the difference between financial statements and tax basis of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. Temporary differences between taxable income reported for financial reporting purposes and income tax purposes are insignificant. Management has provided a valuation allowance for the total net deferred tax assets as of March 31, 2014, as they believe it is more likely than not that the entire amount of deferred assets will not be realized. The Company has provided a valuation reserve against the full amount of the net operating loss benefit, since in the opinion of management based upon the earnings history of the Company; it is more likely than not that the benefits will not be realized in the near future.

The Company's tax returns are subject to possible examination by the taxing authorities. For federal income tax purposes, the tax returns remain open for possible examination for a period of three years after the respective filing deadlines of those returns.

NOTE E – COMMON STOCK

At March 31, 2014, the Company's authorized capital stock was 999,000,000 shares of common stock, par value \$0.001 per share, and 1,000,000 shares of preferred stock, par value \$0.001 per share. On that date, the Company had outstanding 227,996,094 shares of common stock, and no shares of preferred stock.

NOTE F - CONVERTIBLE PROMISSORY NOTES PAYABLE

The Company entered into a Convertible Promissory Note on July 23, 2010. The Convertible Promissory Note accrues interest at 18% per annum which is payable and due quarterly, and matures on July 23, 2012. The note holders have the option to convert any unpaid note principal and accrued interest to the Company's common stock at a rate of 75% of the average closing price of the last ten days of trading any time after the issuance date of the note. The note is currently in default.

The Company entered into a Convertible Promissory Note on May 24, 2013. The Convertible Promissory Note accrues interest at 8% per annum which is payable and due at maturity on September 30, 2013. The note holders have the option to convert any unpaid note principal and accrued interest to the Company's common stock at a rate of \$0.0014 per share. The note holder converted \$17,000 of the note to common stock at the conversion price and the Company recognized \$603,500 as a loss in stock conversion. The note is currently in default.

In accordance ASC 470-20, the company allocated, on a relative fair value basis, the net proceeds amongst the common stock, convertible notes and warrants issued to the investors. During the three months ended March 31, 2013 the Company recognized \$978,626 as a loss in the beneficial conversion feature.

NOTE G – GOING CONCERN MATTERS

The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. As shown in the accompanying financial statements for the three month period ended March 31, 2014, the Company incurred an operating loss of (\$935,007). The Company has a deficiency in stockholder's equity of (\$646,938) and (\$808,932) at March 31, 2014 and December 31, 2013, respectively. These factors among others may indicate that the Company will be unable to continue as a going concern.

NOTE H – RELATED PARTY TRANSACTIONS

During the first quarter of 2014, Mr. Reed's spouse was paid \$214,000 in restricted shares for consulting fees. During the first quarter of 2014, Mr. Reed's brother was \$170,000 in restricted shares for consulting fees.

NOTE I - SUBSEQUENT EVENTS

Management has evaluated the Company's activity since the end of the period on March 31, 2014, and in their opinion has determined that the following material subsequent events occurred that would require disclosure in the financial statements.

On April 25, 2014, the Company signed a lease for a new medical marijuana dispensary in Hollywood California. The lease has an effective date of May 1, 2014 and has a two year term with a 3% escalation clause in year two.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

Disclosure Regarding Forward Looking Statements

This Quarterly Report on Form 10-Q includes forward looking statements (“Forward Looking Statements”). All statements other than statements of historical fact included in this report are Forward Looking Statements. In the normal course of its business, the Company, in an effort to help keep its shareholders and the public informed about the Company’s operations, may from time-to-time issue certain statements, either in writing or orally, that contain or may contain Forward-Looking Statements. Although the Company believes that the expectations reflected in such Forward Looking Statements are reasonable, it can give no assurance that such expectations will prove to have been correct. Generally, these statements relate to business plans or strategies, projected or anticipated benefits or other consequences of such plans or strategies, past and possible future, of acquisitions and projected or anticipated benefits from acquisitions made by or to be made by the Company, or projections involving anticipated revenues, earnings, levels of capital expenditures or other aspects of operating results. All phases of the Company operations are subject to a number of uncertainties, risks and other influences, many of which are outside the control of the Company and any one of which, or a combination of which, could materially affect the results of the Company’s proposed operations and whether Forward Looking Statements made by the Company ultimately prove to be accurate. Such important factors (“Important Factors”) and other factors could cause actual results to differ materially from the Company’s expectations are disclosed in this report. All prior and subsequent written and oral Forward Looking Statements attributable to the Company or persons acting on its behalf are expressly qualified in their entirety by the Important Factors described below that could cause actual results to differ materially from the Company’s expectations as set forth in any Forward Looking Statement made by or on behalf of the Company.

General Overview

During the quarter ended March 31, 2010, the Company decided to cease operations at its United Marketing Solutions, Inc. subsidiary because of continued operating losses and the termination of all franchise relationships. As a result of the termination of operations, the Company decided to dispose of United Marketing Solutions, Inc.

Since termination of operations at United Marketing Solutions, Inc., the Company was pursuing the acquisition of a portfolio of properties that contain valuable natural resources, such as natural gas, oil and coal. The Company’s strategy is to acquire properties that are distressed, undervalued or underutilized at prices it believes are below fair market value. The Company will then provide long term leases to leading natural gas, oil field development firms and coal extractors (lessees) to efficiently extract the resources while Company focuses on growing its portfolio of properties. In the quarter ended March 31, 2011, the Company acquired its first collection of oil and gas leases in Knox County, Kentucky.

We continue to specialize in oil and natural gas assets, however, our Board of Directors recently approved a plan to redirect resources and to focus our core business on the medical marijuana industry. The Company would focus on providing turnkey facilities including management, accounting and security services. In addition, the Company’s wholly owned subsidiary, NextGen Cannabis Consulting LLC, entered into a lease for a new medical marijuana dispensary in Hollywood, California.

Results of Operations

During the three month periods ended March 31, 2014 and 2013, the Company’s revenues were \$505 and \$64, respectively. During the three months ending March 31, 2014, our operating expenses were \$789,077, as compared to \$33,617 for the three months ending March 31, 2013. As a result, the Company had operating losses of (\$788,572)

and (\$33,328) in the three months ended March 31, 2014 and 2013, respectively

In the three months ended March 31, 2014 and 2013, the Company recorded other net income (expense) of \$(146,435) and \$45,829, respectively.

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The Company realized a net loss for the three months ended March 31, 2014 of \$935,007 as compared to a net income of \$12,501 in the three months ended March 31, 2013.

Liquidity and Sources of Capital

The Company's balance sheet as of March 31, 2014 reflects current assets of \$1,603, current liabilities of \$734,471 and a net working capital deficit of (\$646,938).

The Company will need to raise capital to meet its working capital and financing needs. Our ability to become profitable is dependent on the receipt of revenues from our oil and gas wells or our cannabis division are greater than our operational expenses. We acquired our first oil and gas properties in March 2011, which consist of ten shut-in wells which are not currently generating any revenues. Our wells are connected to a gas gathering system that we share with approximately 125 other wells that are owned by the creditors of the former operator of the field. We do not need any additional capital to resume operations at the shut-in wells; however, we are dependent on the owner of the other 125 wells in the field resuming operations, over which we have no control, before we can resume operations at our wells. In addition, our geologist estimates that more wells could be drilled on our leases, and we would need capital to drill the wells if we decide to drill them ourselves. In 2011, we also acquired royalty interests in four wells on three properties, which have produced minimal revenues for us to date.

We need to raise additional capital in order to make additional acquisitions of oil and gas properties and/or implement our business strategy in the cannabis sector. In addition, we need to raise additional capital to finance our ongoing legal, auditing and administrative costs until we generate sufficient revenues from our oil and gas properties to pay those expenses. While we expect to pay for certain of our ongoing administrative expenses through the deferral of salaries or the issuance of shares of common stock to satisfy the expense, there are some expenses that we cannot defer and cannot satisfy from the issuance of common stock. We estimate that we will need to raise approximately \$75,000 to pay expenses that we will incur over the next year which cannot be deferred or satisfied with common stock.

Going Concern

Our financial statements have been presented on the basis that we continue as a going concern, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. As shown in the accompanying financial statements, we incurred a (\$935,007) loss from operations in the three months ended March 31, 2014, and only have revenues of \$505 for the quarter. These factors create an uncertainty about our ability to continue as a going concern. The financial statements do not include any adjustments that might be necessary if we are unable to continue as a going concern.

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements that are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to investors.

Critical Accounting Estimates

Our significant accounting policies are described in Note A of Notes to Financial Statements. At this time, we are not required to make any material estimates and assumptions that affect the reported amounts and related disclosures of assets, liabilities, revenue, and expenses. However, as we begin actual oil and gas operations, we will be required to make estimates and assumptions typical of other companies in the oil and gas business.

For example, we will be required to make critical accounting estimates related to future oil and gas prices, obligations for environmental, reclamation, and closure matters, mineral reserves, and accounting for business combinations. The estimates will require us to rely upon assumptions that were highly uncertain at the time the accounting estimates are made, and changes in them are reasonably likely to occur from period to period. Changes in estimates used in these and other items could have a material impact on our financial statements in the future.

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Our estimates will be based on our experience and our interpretation of economic, political, regulatory, and other factors that affect our business prospects. Actual results may differ significantly from our estimates.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES OF MARKET RISK.

Because the Company is a smaller reporting company, it is not required to provide the information called for by this Item.

ITEM 4. CONTROLS AND PROCEDURES.

Evaluation of Disclosure Controls and Procedures

Darryl Reed, our chief executive officer and chief financial officer, is responsible for establishing and maintaining our disclosure controls and procedures. Disclosure controls and procedures means controls and other procedures that are designed to ensure that information we are required to disclose in the 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 Securities and Exchange Commission's rules and forms, and to ensure that information required to be disclosed by us in those reports is accumulated and communicated to the our management, including our principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. Our chief executive officer and chief financial officer evaluated the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934) as of March 31, 2014. Based on that evaluation, our chief executive officer and chief financial officer concluded that, as of the evaluation date, such controls and procedures were not effective due to insufficient segregation of duties of incompatible functions and the lack of specific fraud controls.

Changes in internal controls

There were no changes in our internal controls over financial reporting that occurred during the quarter ended March 31, 2014 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II.

ITEM 1. LEGAL PROCEEDINGS.

From time to time, the Company may be involved in various litigation matters, which arise in the ordinary course of business. There is currently no litigation that management believes will have a material impact on the financial position of the Company.

ITEM 1A. RISK FACTORS.

As a smaller reporting company, we are not required to provide the information required by this item.

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

Not Applicable

On January 22, 2014, the Company entered into an Agreement dated January 22, 2014 with a debt holder (the "Debt Holder") pursuant to which the Company and the Debt Holder agreed to convert \$30,000 in debt into 10,000,000 shares of common stock. The debt was initially incurred on November 27, 2012. The Sole Director of the Company approved the conversion on February 13, 2014.

On February 3, 2014, the Company issued 20,353,846 shares of common stock in consideration of the payment of debt.

On February 3, 2014, the Company issued 29,646,154 shares of common stock for consulting fees.

On February 10, 2014, the Company issued 20,000,000 shares of common stock for consulting fees.

On February 14, 2014, the Company issued 12,000,000 shares of common stock as compensation.

On February 5, 2014, the Company entered into an Agreement dated February 5, 2014 with a debt holder (the "Debt Holder") pursuant to which the Company and the Debt Holder agreed to convert \$6,000 in debt into 10,000,000 shares of common stock. The debt was initially incurred on February 5, 2014. The Sole Director of the Company approved the conversion on February 18, 2014.

The securities were offered and sold to the investors in a private placement transaction made in reliance upon exemptions from registration pursuant to Section 4(2) under the Securities Act of 1933 (the "Securities Act") and/or Rule 506 promulgated under the Securities Act. The holders are accredited investors as defined in Rule 501 of Regulation D promulgated under the Securities Act.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES.

Not Applicable.

ITEM 4. MINE SAFETY DISCLOSURES.

Not Applicable

ITEM 5. OTHER INFORMATION.

Not Applicable.

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ITEM 6. EXHIBITS.

Exhibit

Number Description of Exhibits

3.1	Articles of Incorporation, under the name Micro Tech Industries, Inc. (incorporated by reference to the Company's annual report on Form 10KSB filed on April 15, 1998)
3.2	Amendment to the Articles of Incorporation (incorporated by reference to the Company's quarterly report filed on Form 10 Q filed on May 15, 1997)
3.3	Certificate of Change filed May 5, 2010 (incorporated by reference to the Form 8-K filed May 7, 2010)
3.4	Amendment to the Articles of Incorporation filed July 23, 2010 (incorporated by reference to the Form 10-Q filed August 23, 2010)
3.5	Amended and Restated Bylaws (incorporated by reference to the Company's annual report on Form 10KSB filed on November 12, 1999)
3.6	Amendment to Bylaws (incorporated by reference to the Form 8-K filed May 7, 2010)
4.1	Agreement between Next Generation Energy Corp. and Actual Investments LLC
4.2	6% Promissory Note dated March 13, 2013 between Next Generation Energy Corp. and Actual Investments, LLC (incorporated by reference to Form 10-K filed April 14, 2014)
4.3	Note Agreement dated May 24, 2013 between Next Generation Energy Corp. and Actual Investments, LLC
4.4	2014 Incentive Stock Plan (incorporated by reference to the Form S-8 filed on February 14, 2014)
10.1	Convertible Debenture Purchase Agreement by and among Next Generation Media Corp., Forge, LLC and Knox Gas, LLC dated July 23, 2010 (incorporated by reference to the Form 10-Q filed August 23, 2010)
10.2	2010 Employee, Consultant and Advisor Stock Compensation Plan (incorporated by reference to the Form S-8 filed October 22, 2010)
10.3	Form on Stock Payment Agreement (incorporated by reference to the Form S-8 filed October 22, 2010)
10.4	2010 Stock Option Plan (incorporated by reference to the Form S-8 filed October 22, 2010)

10.5 Form of Stock Option Agreement (incorporated by reference to the Form S-8 filed October 22, 2010)

10.6 Debt Forgiveness Note in the amount of \$277,863 by Barbara Reed (incorporated by reference to Form 8-K filed March 23, 2011)

10.7 Debt Forgiveness Note in the amount of \$277,863 by Joel Sens (incorporated by reference to Form 8-K filed March 23, 2011)

10.8 Promissory Note dated March 25, 2010 payable by Seawright Holdings, Inc. to Next Generation Media Corporation in the principal amount of \$125,000 (incorporated by reference to Form 10-K filed May 16, 2010)

10.9 Transfer and Assignment dated March 23, 2011 by and among Barbara Reed, Joel Sens, Next Generation Energy Corp. and Knox Gas, LLC (incorporated by reference to Form 8-K filed March 23, 2011)

- 10.10 Memorandum of Oral Sublease between Next Generation Energy Corp. and Capitol Homes Remodeling, LLC (incorporated by reference to Form 10-K/A filed March 2, 2012)
- 10.11 Oil and Gas Lease dated June 3, 2010 by and among Billy Ray Smith, Stella Smith and Hammons Fork Ventures, LLC (100 acres) (incorporated by reference to Form 10-K/A filed March 2, 2012)
- 10.12 Oil and Gas Lease dated June 3, 2010 by and among Billy Ray Smith, Stella Smith and Hammons Fork Ventures, LLC (20.2acres) (incorporated by reference to Form 10-K/A filed March 2, 2012)
- 10.13 Oil and Gas Lease dated June 3, 2010 by and among Billy Ray Smith, Stella Smith, Stacey Smith, Heather Smith and Hammons Fork Ventures, LLC (700 acres) (incorporated by reference to Form 10-K/A filed March 2, 2012)
- 10.14 Oil and Gas Lease dated May 26, 2010 by and among William J. Patterson, Sr. and Sharron F. Patterson and Knox Gas, LLC (400 acres) (incorporated by reference to Form 10-K/A filed March 2, 2012)
- 10.15 2012 Employee, Consultant and Advisor Stock Compensation Plan (incorporated by reference to the Form S-8 filed March 22, 2012)
- 10.16 Agreement entered between Next Generation Energy Corp., Joel Sens, Knox County Minerals LLC and Seawright Holdings Inc.
- 10.16 Form on Stock Payment Agreement (incorporated by reference to the Form S-8 filed March 22, 2012)
- 14 Code of Business Conduct and Ethics (incorporated by reference to Form 10-K filed May 16, 2010)
- 21 List of subsidiaries (incorporated by reference to Form 10-K filed April 14, 2014)
- 31* Rule 13a-14(a)/15d-14(a) Certification by the Chief Executive Officer and Chief Financial Officer
- 32* Certification by the Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

EX-101.INS XBRL INSTANCE DOCUMENT

EX-101.SCH XBRL TAXONOMY EXTENSION SCHEMA DOCUMENT

EX-101.CAL XBRL TAXONOMY EXTENSION CALCULATION LINKBASE

EX-101.DEF XBRL TAXONOMY EXTENSION DEFINITION LINKBASE

EX-101.LAB XBRL TAXONOMY EXTENSION LABELS LINKBASE

EX-101.PRE XBRL TAXONOMY EXTENSION PRESENTATION LINKBASE

* Filed herewith.

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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:

NEXT GENERATION ENERGY
CORP.

Date: May 20, 2014

/s/ Darryl Reed
By: Darryl Reed, Chief Executive
Officer
(principal executive officer and
principal
financial and accounting officer)