

SECURITIES AND EXCHANGE COMMISSION

FORM 10-K

Annual report pursuant to section 13 and 15(d)

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FILER

Milwaukee Iron Arena Football, Inc

CIK: **1083383** | IRS No.: **911947658** | State of Incorpor.: **NV** | Fiscal Year End: **0930**
Type: **10-K** | Act: **34** | File No.: **000-27831** | Film No.: **13528569**
SIC: **7990** Miscellaneous amusement & recreation

Mailing Address
*11415 NW 123 LANE
REDDICK FL 32686*

Business Address
*11415 NW 123 LANE
REDDICK FL 32686
(718) 554-3652*

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-K

(MARK ONE)

- Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the fiscal year ended September 30, 2012
- Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the transition period from _____ to _____
Commission file number: **000-27831**

MILWAUKEE IRON ARENA FOOTBALL, INC.

(Exact name of registrant as specified in its charter)

Nevada

91-1947658

(State or other jurisdiction of incorporation or organization)

(IRS Employee Identification No.)

11415 NW 123 Lane, Reddick, Florida

32686

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: **(786) 236-6434**

Securities Registered pursuant to Section 12(b) of the Exchange Act:

Title of each class

Name of each exchange on which registered

None

None

Securities Registered pursuant to Section 12(g) of the Exchange Act:

Common Stock, \$0.001 Par Value

(Title of class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act) Yes No

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter.

No sales of our common stock were made from the beginning of our last fiscal year through the end of our most recently completed second fiscal quarter. As of June 29, 2012, the only date during our last fiscal year on which our common stock was sold, the market value the aggregate market value of the voting and non-voting common equity held by non-affiliates was \$45,864. There were 152,881 shares of our common voting stock held by non-affiliates on that date. This valuation is based upon such sale price, as furnished by OTC Markets Group Inc., on that date of (\$0.30).

**APPLICABLE ONLY TO REGISTRANTS INVOLVED IN BANKRUPTCY
PROCEEDINGS DURING THE PRECEDING FIVE YEARS:**

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Section 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court. Yes No

(APPLICABLE ONLY TO CORPORATE REGISTRANTS)

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date. The number of shares outstanding of the registrant's common stock as of January 14, 2012 was 155,892.

(DOCUMENTS INCORPORATED BY REFERENCE)

None

MILWAUKEE IRON ARENA FOOTBALL, INC.
FORM 10-K
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PART I

This annual report on Form 10-K contains forward-looking statements that are based on current expectations, estimates, forecasts and projections about the Company, us, our future performance, our beliefs and our Management's assumptions. In addition, other written or oral statements that constitute forward-looking statements may be made by us or on our behalf. Words such as "expects," "anticipates," "targets," "goals," "projects," "intends," "plans," "believes," "seeks," "estimates," variations of such words and similar expressions are intended to identify such forward-looking statements. These statements are not guarantees of future performance and involve certain risks, uncertainties and assumptions that are difficult to predict or assess. Therefore, actual outcomes and results may differ materially from what is expressed or forecast in such forward-looking statements. Except as required under the federal securities laws and the rules and regulations of the SEC, we do not have any intention or obligation to update publicly any forward-looking statements after the filing of this Form 10-K, whether as a result of new information, future events, changes in assumptions or otherwise.

Unless the context otherwise requires, throughout this Annual Report on Form 10-K the words "Company," "we," "us" and "our" refer to Milwaukee Iron Arena Football, Inc.

ITEM 1. BUSINESS

General

Milwaukee Iron Arena Football, Inc. (the "Iron" or "we" or "us" or "Company") was incorporated in Colorado on September 19, 1983, under the name Bugs, Inc., for the purpose of using microbial and other agents, including metallurgy, to enhance oil and natural gas production and to facilitate the recovery of certain metals. Except as described below, for the past several years, we have had no revenue and have been a shell company. We have no subsidiaries.

During the fiscal year ended September 30, 2012, we conducted no business.

Recent Events

On January 26, 2010, we consummated a merger with Milwaukee Iron Professional Arena Football, LLC and Wisconsin Professional Arena Football Investment LLC as previously disclosed in our Current Report on Form 8-K filed on February 2, 2010, as subsequently amended on February 16 and February 18, 2010 (the "Merger"). Upon the closing of the Merger, we amended our articles of incorporation to change our name to Milwaukee Iron Arena Football, Inc. and amended the articles of incorporation of our former wholly owned subsidiary to change its name to Milwaukee Iron Arena Football Club, Inc. Prior to the consummation of the Merger, we were a non-operating shell company with no revenue and minimal assets. After the Merger, we were no longer a shell company and our business operations consisted of those of the Milwaukee Iron arena football team (the "Team").

On June 22, 2010, we effectuated a 1-for-50 reverse stock split of our common stock.

On June 27, 2010, Andrew Vallozzi III resigned as an officer of our wholly owned subsidiary Milwaukee Iron Arena Football Club, Inc. On July 1, 2010, we entered into an agreement with Mr. Vallozzi terminating a previously entered into Stock Purchase Agreement dated March 10, 2010, in which we granted to Mr. Vallozzi the option to purchase certain shares of Series B Preferred Stock. In light of Mr. Vallozzi's resignation, we agreed to cancel the Stock Purchase Agreement.

Our common stock is quoted on the Over-the-Counter Bulletin Board under the symbol "MWKI". On July 19, 2010, we changed our trading symbol from "GCNV" to "MWKI."

Effective August 13, 2010, Christopher Astrom resigned from our board of directors and from all officer positions. There were no disagreements with Mr. Astrom. Christopher Astrom has also transferred his ownership in all our outstanding Series A and Series B Preferred Stock to our remaining sole officer and director, Richard Astrom.

Because efforts to fund and develop the Team were not successful, we determined that in the interest of our stockholders, it would be advantageous for all parties to unwind the Merger, dispose of the Team and restore our operations to that of a shell company seeking an operating business, as described below.

On November 23, 2010, and as previously disclosed in our Current Report on Form 8-K filed on December 1, 2010, we entered into an Unwind Agreement (the "Unwind Agreement") with Milwaukee Iron Arena Football Club, Inc. ("Iron Sub"), Andrew Vallozzi III, Richard Astrom, certain individuals listed in the Unwind Agreement as Members (described below) and Bradley David LaCombe, Gary Miller, Michael Carpenter, Michael Whitely and Todd D. Hansen whereby the parties mutually agreed to unwind (the "Unwind") the Merger.

Pursuant to the Unwind Agreement, all of the Members surrendered to us all of their 480,009 shares and rights in the Company and we conveyed to the Members all of our shares, rights and ownership interest in Iron Sub (the "Iron Sub Shares"), such that immediately following the Unwind, the Members own all the capital stock of Iron Sub and none of the Members or their assigns own any interest in us, our affiliates or our properties. In addition, we received a promissory note for \$40,000 as reimbursement for certain expenses, which has been paid.

As a result of the Unwind, we became and remain a shell company. As discussed below, our business strategy again is to enter into a reverse merger with an operating business or develop an operating business through internal growth and/or targeted acquisitions of specific businesses.

History

We were formed as a Colorado corporation on September 19, 1983, under the name Bugs, Inc., for the purpose of using microbial and other agents, including metallurgy, to enhance oil and natural gas production and to facilitate the recovery of certain metals. In July 1989, we changed our name to Genesis Services, Inc. In September 1990, we changed our name to Genesis Capital Corporation.

On December 22, 1998, we incorporated Genesis Capital Corporation of Nevada as a Nevada subsidiary with whom we merged to re-domicile to Nevada and effected a reverse split of our common stock. On March 9, 1999, these parties executed Articles of Merger by which our stockholders received one share of new (Nevada) common stock for every 2,000 shares of old (Colorado) common stock. Holders of preferred stock in the old Colorado Corporation received preferred stock in the new Nevada Corporation on a 1-for-1 basis.

In February 2007, we filed with the state of Nevada an Amended and Restated Certificate of Designation of Series A Convertible Preferred Stock, and a Certificate of Designation of Series B Convertible Preferred Stock. The Certificate of Designation of Series B Preferred Stock, designated 5,000,000 shares. On February 22, 2007, the Board of Directors approved the issuance to Christopher Astrom of 5,000,000 shares of our Series B Convertible Preferred Stock in exchange for services rendered.

Each share of Series A convertible preferred stock entitles the holder thereof to twenty-five (25) votes on all matters, the right to convert each share into twenty-five (25) shares of common stock and a liquidation preference of \$1.00 per share. Each share of series B convertible preferred stock entitles the holder thereof to two hundred fifty (250) votes on all matters, the right to convert each share into two hundred fifty (250) shares of common stock and a liquidation preference of \$1.00 per share.

On March 12, 2007, we effected a 1-for-100 reverse split of our common stock and on April 24, 2008, we effected a 1-for-500 reverse split of our common stock, with all fractional shares rounded up to the nearest whole share. The reverse stock splits did not change the par value nor change the number of authorized shares of our common stock.

Current Business Plan

We may seek a business opportunity with entities which have recently commenced operations, or which wish to utilize the public marketplace in order to raise additional capital in order to expand into new products or markets, to develop a new product or service, or for other corporate purposes. We may acquire assets and establish wholly owned subsidiaries in various businesses or acquire existing businesses as subsidiaries.

We intend to promote ourselves privately. We have not yet prepared any notices or advertisement. We anticipate that the selection of a business opportunity in which to participate will be complex and extremely risky. Due to general economic conditions, rapid technological advances being made in some industries and shortages of available capital, management believes that there are numerous firms seeking the perceived benefits of a publicly registered corporation. Such perceived benefits may include facilitating or improving the terms on which additional equity financing may be sought, providing liquidity for incentive stock options or similar benefits to key employees, providing liquidity (subject to restrictions of applicable statutes), for all stockholders and other factors. Potentially, available business opportunities may occur in many different industries and at various stages of development, all of which will make the task of comparative investigation and analysis of such business opportunities extremely difficult and complex.

We have, and will continue to have, little or no capital with which to provide the owners of business opportunities with any significant cash or other assets. However, we believe that we will be able to offer owners of acquisition candidates the opportunity to acquire a controlling ownership interest in a publicly registered company without incurring the cost and time required to conduct an initial public offering. The owners of the business opportunities will, however, incur significant legal and accounting costs in connection with acquisition of a business opportunity, including the costs of preparing Form 8-K's, 10-K's, 10-Q's, agreements and related reports and documents. The Securities Exchange Act of 1934 (the "Exchange Act") requires that any merger or acquisition candidate comply with all applicable reporting requirements, which include providing audited financial statements to be included within the numerous filings relevant to complying with the Exchange Act.

The analysis of new business opportunities will be undertaken by, or under the supervision of, our sole officer and director. We intend to concentrate on identifying preliminary prospective business opportunities, which may be brought to its attention through present associations of our sole officer and director. In analyzing prospective business opportunities, we will consider such matters as the available technical, financial and managerial resources; working capital and other financial requirements; history of operations, if any; prospects for the future; nature of present and expected competition; the quality and experience of management services which may be available and the depth of that management; the potential for further research, development, or exploration; specific risk factors not now foreseeable but which then may be anticipated to impact our proposed activities; the potential for growth or expansion; the potential for profit; the perceived public recognition of acceptance of products, services, or trades; name identification; and other relevant factors. We expect to meet personally with management and key personnel of any business opportunity as part of their investigation of our company. To the extent possible, we intend to utilize written reports and investigation to evaluate the above factors.

Management has limited experience in managing companies similar to the Company and will rely upon their own efforts, in accomplishing our business purpose. We may from time to time utilize outside consultants or advisors to effectuate our business purposes described herein. No policies have been adopted regarding use of such consultants or advisors, the criteria to be used in selecting such consultants or advisors, the services to be provided, the term of service, or regarding the total amount of fees that may be paid. However, because of our limited resources, it is likely that any such fee would be paid in stock and not in cash.

We will not restrict our search to any specific kind of firms, but may acquire a venture which is in its preliminary or development stage, which is already in operation, or in essentially any stage of its corporate life. We cannot predict at this time the status of any business in which we may become engaged, in that such business may need to seek additional capital, may desire to have its shares publicly traded, or may seek other perceived advantages which we may offer. However, we do not intend to obtain funds in one or more private placements to finance the operation of any acquired business opportunity until such time as we have successfully consummated such a merger or acquisition.

Acquisition Opportunities

In implementing a structure for a particular business acquisition, we may become a party to a merger, consolidation, reorganization, joint venture, or licensing agreement with another corporation or entity. We may also acquire stock or assets of an existing business. On the consummation of a transaction, it is probable that the present management and our stockholders will no longer control us. Furthermore, our directors may, as part of the terms of the acquisition transaction, resign and be replaced by new directors without a vote of our stockholders.

It is anticipated that any securities issued in any such reorganization would be issued in reliance upon exemption from registration under applicable federal and state securities laws. In some circumstances, however, as a negotiated element of a transaction, we may agree to register all or a part of such securities under the Securities Act of 1933 immediately after the transaction is consummated or at a specified time or times thereafter.

As part of our investigation, our management may personally meet with management and key personnel, may visit and inspect material facilities, obtain analysis and verification of certain information provided, check references of management and key personnel, and take other reasonable investigative measures. The manner in which we participate in an opportunity will depend on the nature of the opportunity, our respective needs and desires, the management of the opportunity and the relative negotiation strength.

With respect to any merger or acquisition, negotiations with target company management are expected to focus on the percentage of the Company which the target company stockholders would acquire in exchange for all of their shareholdings in the target company. Depending upon, among other things, the target company's assets and liabilities, our stockholders will in all likelihood hold a substantially lesser percentage ownership interest in the Company following any merger or acquisition than they did before the acquisition. Such percentage ownership may be subject to significant reduction in the event we acquire a target company with substantial assets. Any merger or acquisition can be expected to have a significant dilutive effect on the percentage of shares held by our stockholders.

We will participate in a business opportunity only after the negotiation and execution of appropriate written agreements. Although the terms of such agreements cannot be predicted, generally such agreements will require some specific representations and warranties by all of the parties thereto, will specify certain events of default, will detail the terms of closing and the conditions which must be satisfied by each of the parties prior to and after such closing, will outline the manner of bearing costs, including costs associated with our attorneys and accountants, will set forth remedies on default and will include miscellaneous other terms.

Competition

We are and will remain an insignificant participant among the firms which engage in the acquisition of business opportunities. There are many established venture capital and financial concerns which have significantly greater financial and personnel resources and technical expertise. In view of our combined extremely limited financial resources and limited management availability, we will continue to be at a significant competitive disadvantage compared to our competitors.

Employees

We have no employees. Our business will be managed by our sole officer and directors. We do not anticipate a need to engage any fulltime employees at this time. The need for employees and their availability will be addressed in connection with our future operations.

ITEM 1A. RISK FACTORS

An investment in our Common Stock is highly speculative, involves a high degree of risk and should be considered only by those persons who are able to afford a loss of their entire investment. In evaluating the Company and its business, prospective investors should carefully consider the following risk factors in addition to the other information included in this Annual Report.

We are a Non-Operating Shell Company.

We are a public shell company with no operations and we are seeking to effect a merger, acquisition or other business combination with an operating company by using a combination of capital stock, cash on hand, or other funding sources, if available. There can be no assurances that we will be successful in identifying acquisition candidates or that if identified we will be able to consummate a transaction on terms acceptable to us.

We Have Minimal Assets, Have Had No Operations and Have Generated No Revenues for Several Years.

We have had no operations, except as described herein with respect to the Team, and have had no revenues or earnings from operations for several years. We have no significant assets or financial resources. We will, in all likelihood, sustain operating expenses without corresponding revenues, at least until the consummation of a business combination. This may result in our incurring a net operating loss which will increase continuously until we can consummate a business combination with a target company. There is no assurance that we can identify such a target company and consummate such a business combination.

Our Auditor Has Raised Doubt as to Whether We Can Continue as a Going Concern.

We have not generated any revenues nor have we had any operations for several years, including our most recent fiscal year. As of September 30, 2012, we have a total stockholders' deficit and working capital deficiency of \$34,214. These factors among others indicate that we may be unable to continue as a going concern, particularly in the event that we cannot obtain additional financing and/or attain profitable operations. The accompanying financial statements do not include any adjustments that might result from the outcome of this uncertainty and if we cannot continue as a going concern, your investment in us could become devalued or even worthless.

We Have Not Paid Dividends.

We have never paid, nor do we anticipate paying, at any foreseeable time, any cash dividends on our common stock. Future debt, equity instruments or securities may impose additional restrictions on our ability to pay cash dividends.

Stockholders Who Hold Unregistered Shares of Our Common Stock are Not Eligible to Sell Our Securities Pursuant to Rule 144, due to Our Status as a "Blank Check" Company and a "Shell Company."

Under the rules of the SEC, we are characterized as both a "blank check" company and a "shell company." The term "blank check company" is defined as a company that is a development stage company that has no specific business plan or purpose or has indicated that its business plan is to engage in a merger or acquisition with an unidentified company or companies, or other entity or person; and is issuing "penny stock," as defined in Rule 3a51-1 under the Exchange Act.

A "shell company" is defined as a company that has no or nominal operations; and, either no or nominal assets; assets consisting solely of cash and cash equivalents; or assets consisting of any amount of cash and cash equivalents and nominal other assets. Because we are a "shell check" company, Rule 144 promulgated under the Securities Act of 1933 ("Rule 144") is not available to our stockholders and we are required to comply with additional SEC rules regarding any offerings we may undertake. Sales of our securities pursuant to Rule 144 may not be made until we meet all of the following conditions: (a) we have ceased to be a "shell company"; (b) we are subject to Section 13 or 15(d) of the Exchange Act, and have filed all of our required periodic reports for a period of one year; and a period of at least twelve months has elapsed from the date "Form 10 information" has been filed with the Commission reflecting the Company's status as a non-shell company. As a result, any securities that we issue to consultants, employees, in consideration for services rendered or for any other purpose will have no liquidity until and unless such securities are registered with the Commission and/or until we have complied with the above conditions.

As a result of our being a blank check company and a shell company, it will be harder for us to fund our operations and pay our consultants with our securities instead of cash. Additionally, as we may not ever cease to be a blank check company or a shell company, investors who hold our securities may be forced to hold such securities indefinitely.

There May Be Conflicts of Interest Between Our Management and Our Non-Management Stockholders.

Conflicts of interest create the risk that management may have an incentive to act adversely to the interests of other investors. A conflict of interest may arise between our management's personal pecuniary interest and its fiduciary duty to our stockholders. Further, our management's own pecuniary interest may at some point compromise its fiduciary duty to our stockholders.

The Nature of Our Proposed Operations is Highly Speculative.

The success of our proposed plan of operation will depend to a great extent on the operations, financial condition and management of the identified target company. While management will prefer business combinations with entities having established operating histories, there can be no assurance that we will be successful in locating candidates meeting such criteria. In the event we complete a business combination, of which there can be no assurance, the success of our operations will be dependent upon management of the target company and numerous other factors beyond our control.

The Competition for Business Opportunities and Combinations is Great.

We are and will continue to be an insignificant participant in the business of seeking mergers with and acquisitions of business entities. A large number of established and well-financed entities, including venture capital firms, are active in mergers and acquisitions of companies which may be merger or acquisition target candidates for us. Nearly all such entities have significantly greater financial resources, technical expertise and managerial capabilities than us and, consequently, we will be at a competitive disadvantage in identifying possible business opportunities and successfully completing a business combination. Moreover, we will also compete with numerous other small public companies in seeking merger or acquisition candidates.

Reporting Requirements May Delay or Preclude an Acquisition.

Section 13 of the Exchange Act requires companies subject thereto to provide certain information about significant acquisitions including audited financial statements for the company acquired and a detailed description of the business operations and risks associated with such company's operations. The time and additional costs that may be incurred by some target companies to prepare such financial statements and descriptive information may significantly delay or essentially preclude consummation of an otherwise desirable acquisition by us. Additionally, acquisition prospects that do not have or are unable to obtain the required audited statements may not be appropriate for acquisition so long as the reporting requirements of the Exchange Act are applicable.

We Have Not Conducted Any Market Research Regarding Any Potential Business Combinations.

We have neither conducted, nor have others made available to it, market research indicating that demand exists for the transactions contemplated by us. Even in the event demand exists for a transaction of the type contemplated by us, there is no assurance we will be successful in completing any such business combination.

Reduction of Percentage Share Ownership Following a Business Combination.

Our primary plan of operation is based upon a business combination with a business entity which, in all likelihood, will result in our issuing securities to stockholders of such business entity. The issuance of previously authorized and unissued common stock would result in a reduction in percentage of shares owned by our present stockholders and could therefore result in a change in control of our management.

Investors May Face Significant Restrictions on the Resale Of Our Common Stock due to Federal Regulations Affecting Penny Stocks.

Our common stock will be subject to the requirements of Rule 15(g)-9, promulgated under the Exchange Act as long as the price of our common stock is below \$5.00 per share. Under such rule, broker-dealers who recommend low-priced securities to persons other than established customers and accredited investors must satisfy special sales practice requirements, including a requirement that they make an individualized written suitability determination for the purchaser and receive the purchaser's consent prior to the transaction. The Securities Enforcement Remedies and Penny Stock Reform Act of 1990, also requires additional disclosure in connection with any trades involving a stock defined as a penny stock. Generally, the Commission defines a penny stock as any equity security not traded on an exchange or quoted on NASDAQ that has a market price of less than \$5.00 per share. The required penny stock disclosures include the delivery, prior to any transaction, of a disclosure schedule explaining the penny stock market and the risks associated with it. Such requirements could severely limit the market liquidity of the securities and the ability of purchasers to sell their securities in the secondary market.

ITEM 1B. UNRESOLVED STAFF COMMENTS

We are a smaller reporting company as defined by Rule 12b-2 of the Exchange Act and are not required to provide information under this item.

ITEM 2. PROPERTIES

We share office space and a phone number with our principals at 11415 NW 123 Lane, Reddick, Florida 32686. We do not have a lease and we do not pay rent for the leased space. We do not own any properties nor do we lease any other properties. We do not believe we will need to maintain an office at any time in the foreseeable future in order to carry out our plan of operations as described herein.

ITEM 3. LEGAL PROCEEDINGS

We are not a party to any pending legal proceedings nor are any of our property the subject of any pending legal proceedings.

ITEM 4. (REMOVED AND RESERVED).

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Our common stock is quoted on the Over-the-Counter Bulletin Board under the symbol "MWKI". On July 19, 2010, we changed our trading symbol from "GCNV" to "MWKI." The trading of our common stock is limited and sporadic.

The following table reflects the high and low closing bid information for our common stock for each fiscal quarter during the fiscal years ended September 30, 2012 and 2011. The bid information was obtained from the OTC Markets, Inc. and reflects prices between dealers, without retail mark-up, markdown or commission, and may not represent actual transactions.

Quarter Ended	Closing Bid High	Closing Bid Low
Fiscal Year 2012*		
September 30, 2012	\$0.30	\$0.20
June 30, 2012	\$0.30	\$0.30
March 31, 2012	\$0.30	\$0.30
December 31, 2011	\$0.45	\$0.30
Fiscal Year 2011		
September 30, 2011	\$0.55	\$0.45
June 30, 2011	\$0.55	\$0.55
March 31, 2011	\$0.55	\$0.21
December 31, 2010	\$0.21	\$0.21

As of September 30, 2012, there were 189 holders of record of our common stock.

We have never declared or paid cash dividends on our capital stock. We currently intend to retain all available funds and any future earnings for use in the operation and expansion of our business and do not anticipate paying any cash dividends in the foreseeable future.

Recent Sales of Unregistered Securities.

None, during the fiscal years that ended September 30, 2012 and 2011.

ITEM 6. SELECTED FINANCIAL DATA

We are a smaller reporting company as defined by Rule 12b-2 of the Exchange Act and are not required to provide information under this item.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

The following presentation of management's discussion and analysis of our financial condition and results of operations should be read in conjunction with our financial statements, the accompanying notes thereto and other financial information appearing elsewhere in this report. This section and other parts of this report contain forward-looking statements that involve risks and uncertainties. Our actual results may differ significantly from the results discussed in the forward-looking statements.

Plan of Operations - Overview

We are a public shell company with no operations. Our business strategy again is to enter into a merger, acquisition or other business combination with an operating company or develop an operating business through internal growth and/or targeted acquisitions of specific businesses.

RESULTS OF OPERATIONS
FISCAL YEAR ENDED SEPTEMBER 30, 2012 COMPARED TO
FISCAL YEAR ENDED SEPTEMBER 30, 2011

Revenues

Revenues for the fiscal year ended September 30, 2012 were \$0.00 compared to \$0.00 for the fiscal year ended September 30, 2011.

Operating Expenses

Operating loss for the fiscal year ended September 30, 2012 was \$10,740 compared to an operating income of \$7,079 for the fiscal year ended September 30, 2011. Our operating expenses were \$22,184 lower for the fiscal year ended September 30, 2012, than for the fiscal year ended September 30, 2011, primarily due to a reduction in general and administrative expenses and the expenses owing to our inactivity during the current fiscal year. In addition, our operating expenses for the fiscal year ended September 30, 2011, were offset by the receipt of a payment of \$40,000, which has been recorded as a reduction of operating expenses, in connection with the Unwind Agreement, as described above.

Income (Loss) from Operations

We had an operating loss of \$10,740 for the fiscal year ended September 30, 2012, as compared to operating income of \$7,079 for the fiscal year ended September 30, 2011, primarily due to the decrease in operating expenses and the receipt of \$40,000, described above.

Net Income (Loss) Applicable To Common Stock

Net loss from operations applicable to common stock for the fiscal year ended September 30, 2012, was \$10,740, compared to net income of \$7,079 for the fiscal year ended September 30, 2011. The reasons for this change are discussed above

LIQUIDITY AND CAPITAL RESOURCES

At September 30, 2012, we had total assets of \$270 compared to \$335 at September 30, 2011. On September 30, 2012, we had cash and cash equivalents of \$270 and a stockholder deficit of \$34,214.

All assets are recorded at historical cost. Management reviews on an annual basis the book value, along with the prospective dismantlement, restoration, and abandonment costs and estimate residual value for the assets, in comparison to the carrying values on the financial statements.

Net Cash (Used in) Provided By Operating Activities

During the fiscal year ended September 30, 2012, cash used in operating activities was \$7,301, compared to \$5,512 during the fiscal year ended September 30, 2011.

Net Cash Used in Investing Activities

We did not utilize any cash in investing activities of continuing operations during the fiscal year ended September 30, 2012 or 2011.

Net Cash (Used in) Provided by Financing Activities

During the fiscal year ended September 30, 2012 and 2011, respectively, we received \$7,236 and \$5,500, in the form of loans from our chief executive officer.

At September 30, 2012, we had an accumulated deficit of \$34,214. The report from our independent registered public accounting firm on our audited financial statements at September 30, 2012, contains a paragraph regarding doubt as to our ability to continue as a going concern. As discussed earlier in this report, we are seeking to acquire assets or shares of an entity actively engaged in business which generates revenues, in exchange for our securities. We cannot predict when, if ever, we will be successful in this venture and, accordingly, we may be required to cease operations at any time. We do not have sufficient working capital to pay our operating costs for the next 12 months and we will require additional funds to pay our legal, accounting and other fees associated with our company and its filing obligations under federal securities laws, as well as to pay our other accounts payable generated in the ordinary course of our business.

We have no commitments from any party to provide such funds to us. If we are unable to obtain additional capital as necessary until such time as we are able to conclude a business combination, we will be unable to satisfy our obligations and otherwise continue to meet our reporting obligations under federal securities laws. In that event, our stock would no longer be quoted on the OTC Bulletin Board and our ability to consummate a business combination with upon terms and conditions which would be beneficial to our existing stockholders would be adversely affected.

We currently plan to satisfy our cash requirements for the next 12 months by borrowing from affiliated companies with common ownership or control or directly from our sole officer and director and we believe we can satisfy its cash requirements so long as it is able to obtain financing from these affiliated companies. We currently expect that money borrowed will be used during the next 12 months to satisfy our operating costs, professional fees and for general corporate purposes. We have also been exploring alternative financing sources.

We will use our limited resources in connection with seeking new business opportunities, including seeking an acquisition or merger with an operating company. It may be expected that entering into a new business opportunity or business combination will involve the issuance of a substantial number of restricted shares of common stock. If such additional restricted shares of common stock are issued, our stockholders will experience a dilution in their ownership interest. If a substantial number of restricted shares are issued in connection with a business combination, a change in control may be expected to occur.

In connection with the plan to seek new business opportunities and/or effecting a business combination, we may determine to seek to raise funds from the sale of restricted stock or debt securities. We have no agreements to issue any debt or equity securities and cannot predict whether equity or debt financing will become available at acceptable terms, if at all.

There are no limitations in our certificate of incorporation restricting our ability to borrow funds or raise funds through the issuance of restricted common stock to effect a business combination. Our limited resources and lack of recent operating history may make it difficult to borrow funds or raise capital. Such inability to borrow funds or raise funds through the issuance of restricted common stock required to effect or facilitate a business combination may have a material adverse effect on our financial condition and future prospects, including the ability to complete a business combination. To the extent that debt financing ultimately proves to be available, any borrowing will subject us to various risks traditionally associated with indebtedness, including the risks of interest rate fluctuations and insufficiency of cash flow to pay principal and interest, including debt of an acquired business.

RECENT ACCOUNTING PRONOUNCEMENTS

We continue to assess the effects of recently issued accounting standards. The impact of all recently adopted and issued accounting standards has been disclosed in the Footnotes to the financial statements.

CRITICAL ACCOUNTING ESTIMATES

We are a shell company and, as such, we do not employ critical accounting estimates. Should we resume operations we will employ critical accounting estimates and will make any and all disclosures that are necessary and appropriate.

OFF-BALANCE SHEET ARRANGEMENTS

As of September 30, 2012, we did not have any relationships with unconsolidated entities or financial partners, such as entities often referred to as structured finance or special purpose entities that had been established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes. As such, we are not materially exposed to any financing, liquidity, market or credit risk that could arise if we were engaged in such relationships.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

We are a smaller reporting company as defined by Rule 12b-2 of the Exchange Act and are not required to provide information under this item.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA.

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15 Warren Street, Suite 25
Hackensack, New Jersey 07601
(201) 342-7753
Fax: (201) 342-7598

Report of Independent Registered Public Accounting Firm

To the Board of Directors of
Milwaukee Iron Arena Football, Inc.

We have audited the accompanying balance sheets of Milwaukee Iron Arena Football, Inc. as of September 30, 2012 and 2011, and the related statements of operations, changes in stockholders deficit and cash flows for the years ended September 30, 2012 and 2011. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 3 to the financial statements, the Company has sustained net losses and has a working capital deficit of \$34,214, and a stockholders' deficit of \$34,214 at September 30, 2012. In addition the Company has no operating business. These factors, among others, raise substantial doubt about the Company's ability to continue as a going concern. The financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Milwaukee Iron Arena Football, Inc. as of September 30, 2011 and the results of its operations and its cash flow for the year then ended in conformity with accounting principles generally accepted in the United States of America.

/s/ Paritz and Company P.A.

Hackensack, N.J.

January 4, 2013

MILWAUKEE IRON ARENA FOOTBALL, INC.
BALANCE SHEETS
AS AT SEPTEMBER 30, 2012 AND 2011
ASSETS

	2012	2011
CURRENT ASSETS		
Cash	\$270	\$335
TOTAL CURRENT ASSETS	270	335
TOTAL ASSETS	\$270	\$335
LIABILITIES AND STOCKHOLDERS' (DEFICIT)		
CURRENT LIABILITIES		
Accounts payable and accrued expenses	\$6,748	\$3,309
Loan payable - related party	27,736	20,500
TOTAL CURRENT LIABILITIES	34,484	23,809
TOTAL LIABILITIES	34,484	23,809
STOCKHOLDERS' EQUITY (DEFICIT)		
Preferred stock A, \$.001 par value; 5,000,000 shares authorized issued and outstanding	5,000	5,000
Preferred stock B, \$.001 par value; 5,000,000 shares authorized issued and outstanding	5,000	5,000
Common stock, \$.001 par value; 500,000,000 shares authorized 155,892 shares issued and outstanding	156	156
Additional paid-in capital	4,204,067	4,204,067
Accumulated deficit	(4,248,437)	(4,237,697)
TOTAL STOCKHOLDERS' (DEFICIT)	(34,214)	(23,474)
TOTAL LIABILITIES AND STOCKHOLDERS' (DEFICIT)	\$270	\$335

The accompanying notes are an integral part of the financial statements.

MILWAUKEE IRON ARENA FOOTBALL, INC.
STATEMENTS OF OPERATIONS
FOR THE YEARS ENDED SEPTEMBER 30, 2012 AND 2011

	<u>2012</u>	<u>2011</u>
OPERATING EXPENSES (INCOME)		
General and administrative expenses	10,740	32,921
Reimbursement of expenses	-	(40,000)
Total operating expenses (income)	<u>10,740</u>	<u>(7,079)</u>
Net Income (Loss)	<u>(10,740)</u>	<u>7,079</u>
NET LOSS PER BASIC AND DILUTED SHARES	<u>(0.07)</u>	<u>0.03</u>
WEIGHTED AVERAGE OF COMMON SHARES OUTSTANDING		
BASIC AND DILUTED	<u>155,892</u>	<u>225,592</u>

The accompanying notes are an integral part of the financial statements.

MILWAUKEE IRON ARENA FOOTBALL, INC.
STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED SEPTEMBER 30, 2012 AND 2011

	2012	2011
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income (loss)	\$(10,740)	\$7,079
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:		
Changes in assets and liabilities:		
Increase (decrease) in liabilities		
Increase (decrease) in accounts payable and accrued expenses	3,439	(12,591)
Total adjustments	3,439	(12,591)
Net cash used in operating activities	(7,301)	(5,512)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from related party loan	7,236	5,500
Net cash provided by financing activities	7,236	5,500
DECREASE IN CASH	(65)	(12)
CASH - BEGINNING OF YEAR	335	347
CASH - END OF YEAR	\$270	\$335

The accompanying notes are an integral part of the financial statements.

MILWAUKEE IRON ARENA FOOTBALL, INC.
STATEMENTS OF CHANGES IN STOCKHOLDERS' (DEFICIT)
SEPTEMBER 30, 2012

	Preferred Stock Series A		Preferred Stock Series B		Common Stock		Additional Paid-in Capital	(Deficit)	Total
	Shares	Amount	Shares	Amount	Shares	Amount			
Balance, October 1, 2010	<u>5,000,000</u>	<u>\$5,000</u>	<u>5,000,000</u>	<u>\$5,000</u>	<u>635,901</u>	<u>\$636</u>	<u>\$2,561,056</u>	<u>\$(4,244,776)</u>	<u>\$(1,673,084)</u>
To record the cancellation of shares to unwind reverse merger					(480,009)	(480)	1,643,011		1,642,531
Net Income for the year ended September 30, 2011								7,079	7,079
Balance, September 30, 2011	<u>5,000,000</u>	<u>\$5,000</u>	<u>5,000,000</u>	<u>\$5,000</u>	<u>155,892</u>	<u>\$156</u>	<u>\$4,204,067</u>	<u>\$(4,237,697)</u>	<u>\$(23,474)</u>
Net loss for the year ended September 30, 2012								(10,740)	(10,740)
Balance, September 30, 2012	<u>5,000,000</u>	<u>\$5,000</u>	<u>5,000,000</u>	<u>\$5,000</u>	<u>155,892</u>	<u>\$156</u>	<u>\$4,204,067</u>	<u>\$(4,248,437)</u>	<u>\$(34,214)</u>

The accompanying notes are an integral part of the financial statements.

Milwaukee Iron Professional Arena Football, Inc.
Financial Statements

1 – Nature of Operations

Milwaukee Iron Arena Football Inc., formerly known as Genesis Capital Corporation of Nevada, (the “Company”), was incorporated in the State of Colorado in 1983.

On January 26, 2010, the Company consummated a merger with Milwaukee Iron Professional Arena Football, LLC and Wisconsin Professional Arena Football Investment LLC (the “Merger”). Prior to the consummation of the Merger, the Company was a non-operating shell company with no revenue and minimal assets. After the Merger, the Company was no longer a shell company and its business operations consisted of those of the Milwaukee Iron arena football team; a member team (the “Team”) of the Arena Football One, a professional arena football league.

Because efforts to fund and develop the Team were not successful, the Company determined that in the interest of our stockholders, it would be advantageous for all parties to unwind the Merger, dispose of the Team and restore operations to that of a shell company seeking an operating business, as described below.

On November 23, 2010, we entered into an Unwind Agreement (the “Unwind Agreement”) with Milwaukee Iron Arena Football Club, Inc. (“Iron Sub”) and certain individuals listed in the Unwind Agreement as Members, whereby the parties mutually agreed to unwind (the “Unwind”) the Merger.

Pursuant to the Unwind Agreement, all of the Members surrendered all of their shares and rights in the Company and the Company conveyed to the Members all shares, rights and ownership interest in Iron Sub (the “Iron Sub Shares”), such that immediately following the Unwind, the Members own all the capital stock of Iron Sub and none of the Members or their assigns own any interest in the Company, affiliates, or properties. In addition, the Company received \$40,000 as reimbursement for certain expenses.

As a result of the Unwind, the Company became a shell company whose business strategy again is to enter into a reverse merger with an operating business or develop an operating business through internal growth and/or targeted acquisitions of specific businesses.

2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period.

Making estimates requires management to exercise significant judgment. It is at least reasonably possible that the estimate of the effect of a condition, situation or set of circumstances that existed at the date of the financial statements, which management considered in formulating its estimate could change in the near term due to one or more future non-confirming events. Accordingly, the actual results could differ significantly from estimates.

Fair Value of Financial Instruments

The Company measures assets and liabilities at fair value based on an expected exit price as defined by the authoritative guidance on fair value measurements, which represents the amount that would be received on the sale of an asset or paid to transfer a liability, as the case may be, in an orderly transaction between market participants. As such, fair value may be based on assumptions that market participants would use in pricing an asset or liability. The authoritative guidance on fair value measurements establishes a consistent framework for measuring fair value on either a recurring or nonrecurring basis whereby inputs, used in valuation techniques, are assigned a hierarchical level. The following are the hierarchical levels of inputs to measure fair value:

- Level 1: Observable inputs that reflect quoted prices (unadjusted) for identical assets or liabilities in active markets.
- Level 2: Inputs reflect: quoted prices for identical assets or liabilities in markets that are not active; quoted prices for similar assets or liabilities in active markets; inputs other than quoted prices that are observable for the assets or liabilities; or inputs that are derived principally from or corroborated by observable market data by correlation or other means.
- Level 3: Unobservable inputs reflecting the Company's assumptions incorporated in valuation techniques used to determine fair value. These assumptions are required to be consistent with market participant assumptions that are reasonably available.

The Company's financial instruments consisted primarily of cash and loans from officer. The carrying amounts of the Company's financial instruments generally approximate their fair values as of September 30, 2012 and 2011, respectively, due to the short-term nature of these instruments.

Income Taxes

The Company uses the asset and liability method of accounting for income taxes in accordance with ASC Topic 740, "Income Taxes." Under this method, income tax expense is recognized for the amount of: (i) taxes payable or refundable for the current year and (ii) deferred tax consequences of temporary differences resulting from matters that have been recognized in an entity's financial statements or tax returns. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the results of operations in the period that includes the enactment date. A valuation allowance is provided to reduce the deferred tax assets reported if based on the weight of the available positive and negative evidence, it is more likely than not some portion or all of the deferred tax assets will not be realized.

ASC Topic 740.10.30 clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements and prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. ASC Topic 740.10.40 provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition. We have no material uncertain tax positions for any of the reporting periods presented.

3 – GOING CONCERN

As reflected in the accompanying financial statements, the Company has sustained net losses and has a working capital deficit of \$34,214, and a stockholders' deficit of \$34,214 at September 30, 2012. In addition, the Company has no operating business.

The ability of the Company to continue as a going concern is dependent on its ability to obtain debt or equity based financing and upon future commencement of operations from the development of its planned business.

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. These financial statements do not include any adjustments relating to the recovery of the recorded assets or the classification of the liabilities that might be necessary should the Company be unable to continue as a going concern.

4 – RELATED PARTY

The loan payable – related party represents amounts advanced to the Company from its Chief Executive Officer. These amounts are non-interest bearing and are due on demand.

5 – STOCKHOLDERS' EQUITY (DEFICIT)

As of September 30, 2012 and 2011, the Company had issued 5,000,000 of its preferred stock series A shares and 5,000,000 of its preferred stock series B shares.

On June 22, 2010, the Board of Directors authorized and the Company effectuated a 1 for 50 reverse stock split of the Company's common stock. The number of authorized shares of the Company's common stock shall remain at 500,000,000. The par value and other terms of the common stock were not affected by the reverse stock split. The share numbers and per share amounts in the financial statements and the notes to the financial statements reflect the retroactive application of this reverse stock split.

6 – INCOME TAXES

	<u>September 30, 2012</u>	<u>September 30, 2011</u>
Deferred tax assets	\$(1,013,200)	\$(1,029,800)
Deferred tax valuation allowance	<u>1,013,200</u>	<u>1,029,800</u>
Net deferred tax assets	<u>\$-</u>	<u>\$-</u>

Due to the uncertainty of utilizing the approximate \$2,894,760 and \$2,902,500 in net operating losses, for the years ended September 30, 2012 and 2011, and recognizing the deferred tax assets, an offsetting valuation allowance has been provided.

The Company files tax returns that are subject to audit by tax authorities beginning with the year ended September 30, 2009. The Company's policy is to classify assessments, if any, for tax and related interest and penalties as tax expense. Tax returns have been filed through the year ended September 30, 2011.

7 – SUBSEQUENT EVENTS

In accordance with ASC Topic 855-10, The Company has analyzed its operations subsequent to September 30, 2012 to the date these financial statements were issued, and has determined that it does not have material subsequent events to disclose in these financial statements.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE.

None

ITEM 9A. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Exchange Act as of September 30, 2012. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that these disclosure controls and procedures were not effective as of such date, at a reasonable level of assurance, in ensuring that the information required to be disclosed by our company in the reports we file or submit under the Exchange Act is: (i) accumulated and communicated to our management (including the Chief Executive Officer and Chief Financial Officer) in a timely manner, and (ii) recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms.

Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rules 13a-15(f) and 15d-15(f) of 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 financial statements in accordance with U.S. Generally Accepted Accounting Principles ("GAAP").

Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the criteria in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on our evaluation, management has concluded that our internal control over financial reporting was not effective as of September 30, 2012. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risks that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. This report does not include an attestation report of our registered public accounting firm regarding internal control over financial reporting pursuant to temporary rules of the Securities and Exchange Commission.

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of our annual or interim financial statements will not be prevented or detected on a timely basis. In connection with our assessment of our internal control over financial reporting as required under Section 404 of the Sarbanes-Oxley Act of 2002, we identified the following material weaknesses in our internal control over financial reporting as of September 30, 2012:

- We have difficulty in accounting for complex accounting transactions particularly as it relates to complex equity transactions.
- Documented processes do not exist for several key processes

Because of the material weaknesses noted above, we have concluded that we did not maintain effective internal control over financial reporting as of September 30, 2012, based on *Internal Control over Financial Reporting – Guidance for Smaller Public Companies* issued by COSO.

Changes in Internal Control over Financial Reporting

As a result of the Unwind Agreement and accompanying spin-off of our operating subsidiary we are now a shell company and have changed our internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act during our last fiscal quarter such that our sole officer and director is now responsible for all financial reporting requirements.

ITEM 9B. OTHER INFORMATION

None

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE.

The following individual was serving as an executive officer in the following positions on September 30, 2012:

Name	Age	Position
Richard Astrom	65	CEO, Secretary, Treasurer, Director, CFO

Richard S. Astrom (65). Mr. Astrom has been an officer and director of the Company since November 1, 2001. From 1995 through June 2007, Mr. Astrom served as President and Chief Executive Officer of National Realty and Mortgage, Inc. He also served as a director of Capital Solutions I, Inc. until December 2007. He has been an active real estate broker in Florida since 1969. Mr. Astrom earned a Bachelor's Degree in Business Administration from the University of Miami.

All executive officers are elected by the Board and hold office until the next Annual Meeting of stockholders and until their successors are elected and qualify.

Compliance with Section 16(a) of the Exchange Act

Section 16(a) of the Exchange Act requires the registrant's officers and directors, and persons who own more than 10% of a registered class of the registrant's equity securities, to file reports of ownership and changes in ownership of equity securities of the Registrant with the Securities and Exchange Commission. Officers, directors and greater-than 10% shareholders are required by the Securities and Exchange Commission regulation to furnish the registrant with copies of all Section 16(a) forms that they file.

ITEM 11. EXECUTIVE COMPENSATION

(a) Compensation.

The following table sets forth compensation awarded to, earned by or paid to our Chief Executive Officer and the four other most highly compensated executive officers with compensation in excess of \$100,000 for the years ended September 30, 2012 and 2011 (collectively, the "Named Executive Officers").

SUMMARY COMPENSATION TABLE

Name and principal position	Year	Salary	Bonus	Stock Awards	Option Awards	Incentive Plan Compensation	Nonqualified	All Other Compensation	Total
							Deferred Earnings		
Christopher Astrom, CFO	2012	0	0	0	0	0	0	0	0
	2011	0	0	0	0	0	0	0	0
Richard Astrom, sec/treas, CEO	2012	0	0	0	0	0	0	0	0
	2011	0	0	0	0	0	0	0	0

OUTSTANDING EQUITY AWARDS AT SEPTEMBER 30, 2012

OPTION AWARDS

STOCK AWARDS

Name	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$)

EMPLOYMENT CONTRACTS

We do not have an employment contract with any executive officer.

We have made no Long Term Compensation payouts.

DIRECTOR COMPENSATION

DIRECTOR COMPENSATION

Name	Fees Earned or Paid in Cash	Stock Awards	Option Awards	Non-Equity Incentive Plan Compensation	Change in Pension Value and Nonqualified Deferred Earnings	All Other Compensation	Total

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The following table sets forth certain information regarding the beneficial ownership of Common Stock as of September 30, 2012, for each person, other than directors and executive officers, who is known by us to own beneficially five percent (5%) or more of its outstanding Common Stock.

Security Ownership of five percent (5%) Shareholders

Security Ownership of five percent (5%) Shareholders			
Title of class	Name and address of beneficial owner	Amount and nature of beneficial ownership	Percent of class
NONE			

Security Ownership of Management

The following table sets forth certain information regarding the beneficial ownership of Common Stock as of September 30, 2012, for the following: (1) each of our directors and executive officers and (1) our directors and executive officers as a group.

Security Ownership of Management			
Title of Class	Name of Beneficial Owner	Amount and nature of Beneficial Ownership ⁽¹⁾	Percent of Class ⁽¹⁾
Common	Richard Astrom	3,011	2%
Preferred	Richard Astrom	10,000,000	100%
Directors and Executive officers as a group ⁽¹⁾			

⁽¹⁾ Based on an aggregate of 155,892 common shares and 10,000,000 preferred shares outstanding as of September 30, 2012 (post-split). Each share of Series A convertible preferred stock entitles the holder thereof to 25 votes on all matters, the right to convert each share into 25 shares of common stock and a liquidation preference of \$1.00 per share. Each share of Series B convertible preferred stock entitles the holder thereof to two hundred fifty (250) votes on all matters, the right to convert each share into two hundred fifty (250) shares of common stock and a liquidation preference of \$1.00 per share.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

Richard Astrom is the father of Christopher Astrom who served as CFO until he resigned in 2010.

None of our directors or executive officers or their respective immediate family members or affiliates is indebted to us. As of the date of this report, there is no material proceeding to which any of our directors, executive officers or affiliates is a party or has a material interest adverse to us.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

Audit Fees

We were billed \$3,500 for the fiscal year ended September 30, 2012, and \$9,500 for the fiscal year ended September 30, 2011, for professional services rendered by the principal accountant for the audit of our annual financial statements, the review of our quarterly financial statements, and other services performed in connection with our statutory and regulatory filings.

Audit Related Fees

There were \$0 in audit related fees for the fiscal year ended September 30, 2012 and \$0 in audit related fees for the fiscal year ended September 30, 2011. Audit related fees include fees for assurance and related services rendered by the principal accountant related to the audit or review of our financial statements, not included in the foregoing paragraph.

Tax Fees

Tax fees were \$0 for the fiscal year ended September 30, 2012, and \$0 for the fiscal year ended September 30, 2011.

All Other Fees

There were no other professional services rendered by our principal accountant during the last two fiscal years that were not included in the above paragraphs.

Preapproval Policy

Our Board of Directors reviews and approves audit and permissible non-audit services performed by its independent accountants, as well as the fees charged for such services. In its review of non-audit service fees and its appointment of Paritz & Company, P.A. as the Company's independent accountants, the Board of Directors considered whether the provision of such services is compatible with maintaining independence.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

(a) Financial Statements and Schedules. The following financial statements and schedules for the Company as of September 30, 2012 are filed as part of this report.

(1) Financial statements of the Company and its subsidiaries.

(2) Financial Statement Schedules:

All schedules are omitted because they are not applicable or the required information is shown in the financial statements or notes thereto.

(A) EXHIBITS.

The following Exhibits are incorporated herein by reference or are filed with this report as indicated below.

Exhibit No.	Description of Exhibits
3.01	Certificate of Incorporation ⁽¹⁾
3.01(a)	Certificate of Amendment of Certificate of Incorporation dated Sept. 17, 2001 ⁽¹⁾
3.01(b)	Certificate of Designation of Series A Convertible Preferred Stock ⁽¹⁾
3.01(c)	Amended and Restated Series A Convertible Preferred Stock Designation ⁽²⁾
3.01(d)	Series B Convertible Preferred Stock Designation ⁽²⁾
3.01(e)	Certificate of Amendment to the Certificate of Incorporation ⁽³⁾
3.02	By-laws ⁽¹⁾
10.1	Unwind Agreement ⁽⁴⁾
31.1	Certification of Chief Executive Officer ⁽⁵⁾
32.1	Certification of Principal Financial and Accounting Officer ⁽⁵⁾

(1) Previously filed on January 19, 2006, with Form 10-SB/A Registration Statement.

(2) Previously filed on February 22, 2007, with Current Report on Form 8-K.

(3) Previously filed on April 21, 2008, with Information Statement on Schedule 14C.

(4) Previously filed on December 1, 2010, with Current Report on Form 8-K.

(5) Filed herewith.

SIGNATURES

In accordance with Section 13 or 15(d) 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.

MILWAUKEE IRON ARENA FOOTBALL, INC.

By: /s/ Richard Astrom

Name: Richard Astrom

Title: Chief Executive Officer, Director

Date: January 14, 2013

In accordance with the Exchange Act, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated:

MILWAUKEE IRON ARENA FOOTBALL, INC.

By: /s/ Richard Astrom

Name: Richard Astrom

Title: Chief Financial Officer, Secretary, Director

Date: January 14, 2013

**Certification of the Chief Executive Officer of Milwaukee Iron Arena
Football, Inc. pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Richard Astrom, certify that:

1. I have reviewed this Form 10-K of Milwaukee Iron Arena Football, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the small business issuer as of, and for, the periods presented in this report;
4. The Registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (the Registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and
5. The small business issuer's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the small business issuer's auditors and the audit committee of the small business issuer's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the small business issuer's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the small business issuer's internal control over financial reporting.

Date: January 14, 2013

/s/ RICHARD ASTROM

Richard Astrom

Chief Executive Officer

**Certification of the Principal Financial and Accounting Officer of Milwaukee
Iron Arena Football, Inc. pursuant to Section 906 of the Sarbanes Oxley Act of 2002**

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report on Form 10-K of Milwaukee Iron Arena Football, Inc. (the "Company") for the fiscal year ended September 30, 2012, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned Richard Astrom, Principal Financial and Accounting Officer of Milwaukee Iron Arena Football, Inc. , certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: January 14, 2013

/s/ RICHARD ASTROM

Richard Astrom

Principal Financial Officer

Principal Accounting Officer