FORM 10QSB/A

Optional form for quarterly and transition reports of small business issuers under section 13 or 15(d) [amend]

Filing Date: **2006-08-03** | Period of Report: **2006-03-31**
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FILER

AMERICAN ENERGY GROUP LTD

CIK:**843212**| IRS No.: **870448843** | State of Incorp.:**NV** | Fiscal Year End: **0630**
Type: **10QSB/A** | Act: **34** | File No.: **000-26402** | Film No.: **061002884**
SIC: **1311** Crude petroleum & natural gas

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

AMENDMENT NO. 1 TO FORM 10-QSB

|X| QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF SECURITIES EXCHANGE ACT OF 1934
FOR THE QUARTERLY PERIOD ENDED MARCH 31, 2006

|_| TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF SECURITIES EXCHANGE ACT OF 1934
For the transition period from _____________ to _______________

Commission file number: 0-26402

THE AMERICAN ENERGY GROUP, LTD.
(Exact name of Registrant as specified in its charter)

Nevada	87-0448843
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
1 Gorham Island, Suite 303 Westport, Connecticut	06880
(Address of principal executive offices)	(Zip code)

203-222-7315
(Registrant's telephone number including area code)

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

None

Securities registered pursuant to section 12(g) of the Act:
Common Stock, Par Value $.001 Per Share

Check whether the issuer (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 |X| No |_|

APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY
PROCEEDINGS DURING THE PRECEDING FIVE YEARS

Check whether the issuer has filed all documents and reports required to be filed by Section 12, 13 or 15(d) of the Exchange Act after the distribution of securities under a plan confirmed by a court. Yes |X| No |_|

APPLICABLE ONLY TO CORPORATE ISSUERS

As of May 18, 2005, the number of Common shares outstanding was 29,250,058

Transitional Small Business Issuer Format (Check one) Yes |_| No |X|

<TABLE>
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THE AMERICAN ENERGY GROUP, LTD.
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PART I-FINANCIAL INFORMATION

THE AMERICAN ENERGY GROUP, LTD. AND SUBSIDIARIES CONSOLIDATED BALANCE SHEETS

<TABLE>
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	MARCH 31, 2006 (UNAUDITED)	JUNE 30, 2005 (AUDITED)
ASSETS		
CURRENT ASSETS		
<S>	<C>	<C>
Cash	$ 38,149	$ 227
Prepaid expenses	16,000	60,178
Total Current Assets	54,149	60,405
PROPERTY AND EQUIPMENT		
Office equipment	3,286	3,286
Accumulated deprecation	(739)	(246)
Total Property and Equipment	2,547	3,040
TOTAL ASSETS	$ 56,696	$ 63,445
LIABILITIES AND SHAREHOLDERS EQUITY		
CURRENT LIABILITIES		
Accounts payable	$ 37,034	$ 17,632
Accrued liabilities	106,931	35,209
Convertible debt	--	25,000

Current portion of long term debt	292,000	292,000
Total Current Liabilities	435,965	369,841
LIABILITIES SUBJECT TO COMPROMISE		
Prepetition trade accounts payable	238,588	238,588
Prepetition accrued liabilities	45,500	45,500
Current portion of capital lease obligations	679	679
Total Liabilities Subject to Compromise	284,767	284,767
Total Liabilities	720,732	654,608
SHAREHOLDERS' EQUITY		
Common stock, par value $.001 per share, authorized: 80,000,000 shares, issued and outstanding: At June 30, 2005: 27,139,584 shares		
At March 31, 2006: 27,521,413 shares	27,521	27,140
Expenses prepaid with common stock	(31,382)	--
Capital in excess of par value	2,552,925	1,860,545
Accumulated deficit	(3,244,482)	(2,447,466)
Net Shareholders' Equity	(664,036)	(591,163)
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$ 56,696	$ 63,445

</TABLE>

THE AMERICAN ENERGY GROUP, LTD. AND SUBSIDIARIES CONSOLIDATED STATEMENTS OF OPERATIONS

<TABLE>
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	THREE MONTHS ENDED		NINE MONTHS ENDED	
	MAR. 31, 2006 (UNAUDITED)	MAR. 31, 2005 (UNAUDITED)	MAR. 31, 2006 (UNAUDITED)	MAR. 31, 2005 (UNAUDITED)
<S>	<C>	<C>	<C>	<C>
REVENUES	$ --	$ --	$ --	$ --
OTHER EXPENSES				
Legal and professional fees	202,683	18,812	313,484	60,247
Administrative salaries	93,000	92,760	279,000	272,760
Depreciation expense	164	82	492	82
Office overhead expense	5,058	5,011	14,994	22,713

General and administrative expense	31,934	14,476	171,625	47,843
Total Other Expenses	332,839	131,141	779,595	403,645
NET OPERATING PROFIT (LOSS)	(332,839)	(131,141)	(779,595)	(403,645)
OTHER INCOME (EXPENSE)				
Interest expense	(6,064)	(1,441)	(17,422)	(7,456)
Net Other Income (Expenses)	(6,064)	1,441)	(17,422)	(7,456)
NET INCOME (LOSS) BEFORE TAX	(338,903)	(132,582)	(797,017)	(411,101)
Federal Income Tax	--	--	--	--
NET INCOME (LOSS) FOR PERIOD	$(338,903)	$(132,582)	$(797,017)	$(411,101)
EARNINGS (LOSS) PER SHARE	$ (0.01)	$ (0.01)	$ (0.03)	$ (0.01)

</TABLE>

THE AMERICAN ENERGY GROUP, LTD. AND SUBSIDIARIES CONSOLIDATED
STATEMENTS OF CASH FLOWS

<TABLE>
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xxx	Nine months ended March 31, 2006 (Unaudited)	Nine months ended March 31, 2005 (Unaudited)
CASH FLOWS FROM OPERATING ACTIVITIES:		
<S>	<C>	<C>
Net income (loss)	$(797,017)	$(411,101)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:		
Common stock issued for services rendered	214,450	30,788
Common stock issued for accrued expenses	--	11,496
Common stock issued for prepaid services	--	26,712
Depreciation and amortization	492	82
Additional expense for warrants	88,714	--
Changes in operating assets and liabilities:		
(Increase) decrease in other current assets	--	(56,712)
(Increase) decrease in prepaid expenses	75,560	--
Increase (decrease) in accounts payable	19,402	(12,500)
Increase (decrease) in accrued expenses and other current liabilities	86,321	(15,080)
Cash Provided by (Used in) Operating		

Activities	(312,078)	(426,315)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Cash payments for the purchase of equipment	--	(3,286)
Cash (Used in) Investing Activities	--	(3,286)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from the issuance of warrants	105,000	--
Proceeds from notes payable	--	220,000
Cash received for stock issued	245,000	--
Cash Provided By (Used in) Financing Activities	350,000	220,000
NET INCREASE (DECREASE) IN CASH	37,922	(209,601)
CASH AND CASH EQUIVALENTS BEGINNING OF PERIOD	227	257,899
CASH AND CASH EQUIVALENTS END OF PERIOD	38,149	$ 48,298
CASH PAID FOR:		
Interest	$ --	$ --
Taxes	$ --	$ --
NON-CASH FINANCING ACTIVITIES		
Common Stock Issued for Accrued Expenses	$ 14,597	$ --

</TABLE>

Notes to the Consolidated Financial Statements
March 31, 2006

GENERAL

The American Energy Group, Ltd. and Subsidiaries (the Company) has elected to omit substantially all footnotes to the financial statements for the three months and nine months ended March 31, 2006 since there have been no material changes (other than indicated in other footnotes) to the information previously reported by the Company in their Annual Report filed on the Form 10-KSB for the year ended June 30, 2005.

WARRANTS

During the quarter ended September 30, 2005, the Company issued 260,000 warrants in exchange for $130,000. The warrants provide that up to 160,000 shares may be purchased at $1.50 per share and up to 100,000 shares may be purchased at $1.75 per share during the three year period ending September 30, 2008. The Company estimates the fair value of each stock award at grant date by using the Black-Scholes option pricing model. The warrants granted during the quarter ended September 30, 2005 were based on the following assumptions.

Dividend yield 0

Expected volatility	100%
Risk free interest	3.90%
Expected lives	3 years

As a result of the 260,000 warrants issued during the quarter ended September 30, 2005, the Company incurred $88,714 of expense which is included in general and administrative expenses in the consolidated statement of operations.

COMMON STOCK

During the quarter ended December 31, 2005, the Company issued 122,222 shares of its common stock for cash contributions in the amount of $110,000, or $0.90 share. In addition, the Company completed a private placement of 100,000 shares at a price of $1.35 per share. As of December 31, 2005, the Company received $27,000 as a result of this placement. The balance of the proceeds related to this placement, or $108,000, has been reported as a reduction from equity as subscriptions receivable as of December 31, 2005.

In addition, the Company issued 22,500 shares of its common stock during the quarter ended December 31, 2005 in exchange for debt and issued an additional 75,000 of its common stock in exchange for services which will be provided to the Company over a four month period.

During the quarter ended March 31, 2006, the Company issued 62,107 shares of its common stock in exchange for legal and professional services provided to the Company.

SUBSEQUENT EVENTS

Subsequent to the quarter ended March 31, 2006, the Company consummated the sale of $2,900,000 of its common stock to institutional investors in a $3,950,000 private offering. These shares were sold at $1.70 per share resulting in a total issuance of 1,705,882 shares.

RESTATEMENT

The financial statements for the quarter ended March 31, 2006 were restated to reflect the issues identified below.. Management and the board of directors concluded these restatements were necessary to reflect these changes.

At June 30, 2005, $31,382 of the amount included in prepaid expenses as an asset were related to the unamortized value of common stock issued for payment of prepaid services. This amount has been reclassified from an asset to the stockholders' equity section of the balance sheet.

Certain language in the certification statements has been modified to conform to regulations.

UNAUDITED INFORMATION

The information furnished herein was taken from the books and records of the Company without audit. However, such information reflects all adjustments which are, in the opinion of management, necessary to properly reflect the results of the interim period presented. The information presented is not necessarily indicative of the results from operations expected for the full fiscal year.

ITEM 2- MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

FORWARD-LOOKING STATEMENTS

This report contains statements about the future, sometimes referred to as "forward-looking" statements. Forward-looking statements are typically identified by the use of the words "believe," "may," "will," "should," "expect," "anticipate," "estimate," "project," "propose," "plan," "intend" and similar words and expressions. We intend the forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in Section 27A of the Securities Act and Section 21E of the Exchange Act. Statements that describe our future strategic plans, goals or objectives are also forward-looking statements.

Readers of this report are cautioned that any forward-looking statements, including those regarding the Company or its management's current beliefs, expectations, anticipations, estimations, projections, proposals, plans or intentions, are not guarantees of future performance or results of events and involve risks and uncertainties, such as:

- The future results of drilling individual wells and other exploration and development activities;
- Future variations in well performance as compared to initial test data;
- Future events that may result in the need for additional capital;
- Fluctuations in prices for oil and gas;
- Future drilling and other exploration schedules and sequences for various wells and other activities;
- Uncertainties regarding future political, economic, regulatory, fiscal, taxation and other policies in Pakistan;
- Our future ability to raise necessary operating capital.

The forward-looking information is based on present circumstances and on our predictions respecting events that have not occurred, which may not occur or which may occur with different consequences from those now assumed or anticipated. Actual events or results may differ materially from those discussed in the forward-looking statements as a result of various factors, including the risk factors detailed in this report. The forward-looking statements included in this report are made only as of the date of this report. We are not obligated to update such forward-looking statements to reflect subsequent event or circumstances.

OVERVIEW

Prior to the Company's bankruptcy proceedings initiated on June 28, 2002, we were an active oil and gas exploration and development company. The foreclosure of our Fort Bend County, Texas oil and gas leases by the secured creditor in early calendar 2003 resulted in the loss of our only revenue producing asset. We intend to initiate new business activities by prudent management of our Pakistan overriding royalty interest and our Galveston, Texas interests and if we are successful in generating working capital from these investments or from sales of securities, we intend to pursue investment opportunities in the oil and gas business.

The drilling of the Haseeb No. 1 Well in Pakistan, as to which our overriding royalty pertains, was successfully completed by Hycarbex-American Energy, Inc. prior to June 30, 2005. All testing to date, including the acidization of the well performed during the quarter ended September 30, 2005, and the subsequent testing during the quarter ended December 31, 2005, indicates that the Haseeb No. 1 well will be a significant commercial gas well and such gas sales are now expected to begin during the latter part of calendar 2006.

During the quarter, we completed the sale of 100,000 shares of our common stock to four accredited investors for the sum of $135,000 which will be used for general corporate purposes.

During the recent weeks following the quarter ending March 31, 2006, Hycarbex commenced the drilling of the Al Ali Well No. 1 approximately six miles North by Northwest of the Haseeb No. 1 Well at a location indicated to be potentially productive by Hycarbex's technical team which conducted seismic operations in the area in 2005. The well will be drilled to just over 5,500 feet with the Sui Main geologic formation as the primary target. Additionally during the weeks following the end of the quarter, we consummated the sale of $2.9 Million of our common stock to certain institutional investors in a $3.95 Million private offering. The majority of the funds will be utilized to purchase other royalty interests in Pakistan. During the weeks following the quarter we likewise settled our dispute with Smith Energy relating to our Galveston County, Texas oil and gas leases permitting us to move ahead with the planning of the development of this asset.

RESULTS OF OPERATIONS

Our operations for the period ending March 31, 2006 reflected a net loss of $338,903 as compared with $180,403 for the prior quarter. The net loss is attributable to salaries paid to the directors, legal and professional fees, office overhead, and administrative expense. The greater net loss for the current quarter as compared to the prior quarter can be attributed to additional legal and professional fees which were incurred during the quarter, including a legal retainer paid by the Company for representation in a new lawsuit which was filed against the Company during the quarter. There were no revenues from operations and our sole business during the quarter consisted of management of our Pakistan and Texas assets. As previously reported, all of our previously owned producing oil and gas leases were foreclosed by the first lien lender in early calendar 2003 while the Company was in bankruptcy. As a result, subsequent to emerging from bankruptcy, the Company had no recurring income stream and was solely dependent upon cash infusion from the sale of securities and loans. During the current quarter, we completed the sale of 100,000 shares of our common stock for $135,000, while subsequent to the end of the quarter we sold 1,705,882 common shares for the sum of $2.9 Million as part of a $3.95 Million private offering to institutional investors. The proceeds of these sales will continue to be used to finance salaries, legal expenses and nominal administrative overhead until the revenues from gas sales from the Haseeb No. 1 Well begin. These gas sales are now expected to begin prior to 2006 calendar year end.

Our prior operating company, The American Energy Operating Corp. ("AEOC") did not participate in our 2002 bankruptcy proceedings and, therefore, its accounts payable and accrued liabilities were carried on our books post-bankruptcy, despite the total inactivation of the subsidiary. On April 14, 2005, Chapter 7 bankruptcy proceedings were initiated for The American Energy Operating Corp. in the Southern District of Texas with the intended purpose of liquidating this inactive subsidiary and eliminating these liabilities from the books of the Company. These bankruptcy proceedings are still pending.

LIQUIDITY AND CAPITAL RESOURCES

Since emerging from bankruptcy, we have been funded through the private sale of convertible debt, convertible equity and Common Stock totaling $575,000 pursuant to Second Amended Plan of Reorganization, all of which has been converted to Common stock. During the quarter ended March 31, 2006, we raised $135,000 through the placement with four private parties of 100,000 shares of our Common Stock. The funds were used for general corporate purposes. During the fiscal year ending June 30, 2005, we obtained a loan facility from a private party for $300,000 for near term operating capital, the terms of which are accrual of interest at Wall Street Prime plus one percent, no prepayment penalty, and a maturity of one year, with the right to extend the maturity for an additional year by the payment of an extension fee of $20,000. Out of this facility, we were advanced $292,000 which has been used for general corporate purposes. During the quarter we extended the loan until January 18, 2007, by payment of the $20,000 extension fee with 10,582 restricted shares of common stock issued subsequent to the end of the quarter. The loan has been paid in full using a portion of the $2.9 Million proceeds received from the institutional private placement conducted subsequent to the end of the quarter. We believe that the proceeds of the institutional private placement are sufficient to cover general and administrative expenses which may occur during the calendar year until the Haseeb No. 1 well can be connected to the pipeline sales facility.

BUSINESS STRATEGY AND PROSPECTS

We believe that there have been positive developments resulting from the bankruptcy proceedings. We have eliminated the Company's debt burden, diminished its labor force and significantly reduced all facets of general and administrative overhead. The cancellation and reissuance of new securities have reduced the outstanding shares from over sixty six million shares to just over twenty-nine million shares, a number which both permits the issuance of additional securities in the future as needed to obtain strategic assets or funding from investors, and which provides an opportunity for enhanced shareholder value if the current assets become cash generating assets, as anticipated. Our registration of 2,000,000 Common shares on Form S-8 during the quarter ended June 30, 2005 will likewise provide a means of compensating key consultants in the coming months.

On April 20, 2006, we executed a Compromise Settlement Agreement with Smith Energy 1986A Partnership ("Smith Energy") and Howard A. Smith pertaining to our Galveston County, Texas oil and gas leases. removing the remaining obstacle to our exploration plans for the properties. The two-year old dispute between American Energy and Smith Energy was based upon American Energy's claims that it was entitled to a 15% back in working interest in certain mid-depth producing zones under the Galveston County, Texas leases as a result of the satisfaction of the payout threshold criteria described in a 1986 assignment under which Smith Energy acquired its working interest and rights to operate the properties. Smith Energy had contested American Energy's payout contentions. Under the terms of the Compromise Settlement Agreement, American Energy Group acquired all of Smith Energy's 3% overriding royalty interest in the deep zones greater than 10,000 feet as well as the right to review valuable 3D seismic data covering the leases. American Energy also acquired from Smith Energy affirmation of American Energy's right to operate the oil and gas leases as to wells drilled to depths greater than 10,000 feet. The Agreement also affords American Energy access under mutually agreed terms to existing Smith Energy facilities in connection with American Energy's future operations, such as roads and salt water disposal facilities. American Energy Group relinquished to Smith Energy Group under the agreement its claims to the 15% back-in interest in the zones above 10,000 feet. This settlement facilitates our planned exploration of the deeper zones under the oil and gas leases.

We will continue to manage our Pakistan royalty and our Galveston County, Texas oil and gas leases. While we await production revenues from the sale of gas from the Haseeb No. 1 well in Pakistan and the results of the Al Ali No. 1 Well commenced in Pakistan shortly after the end of the current quarter, we expect to negotiate the purchase of one or more additional royalty interests on one or more additional oil and gas concessions in Pakistan using the proceeds of the recently consummated $2.9M institutional private offering. We also expect to analyze the recently acquired Smith Energy seismic data and to begin negotiations for a deep test well on the Galveston County oil and gas leases.

OFF BALANCE SHEET ARRANGEMENTS

We had no off balance sheet arrangements during the quarter ended December 31, 2005.

ITEM 3- CONTROLS AND PROCEDURES

In conjunction with this Report on Form 10-QSB/A and the certifications of the disclosures herein, and as required by Rule 13a-15 under the Securities Exchange Act of 1934 (the "Exchange Act"), the Company's principal executive officer and principal financial officer, Pierce Onthank, evaluated the effectiveness of the Company's disclosure controls and proceedings. This review, which occurred within ninety (90) days prior to the filing of this Report, found the disclosure controls and procedures to be effective. There have been no significant changes in the Company's internal controls or in other factors which would significantly affect these controls subsequent to the evaluation by Mr. Onthank. Disclosure controls and procedures are controls and other procedures that are designed to ensure that information required to be disclosed in each report filed or submitted under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed in our reports filed under the Exchange Act is accumulated and communicated to management to allow timely decisions regarding required disclosure. During the quarter ended March 31, 2006, there were no changes in our disclosure controls and procedures that have materially affected, or are reasonably likely to affect, our financial reporting.

PART II-OTHER INFORMATION

ITEM 1-LEGAL PROCEEDINGS

During the period ended March 31, 2006, the Company's subsidiary, The American Energy Operating Corp., was served with a new lawsuit initiated on January 12, 2006, in the 281st Judicial District Court of Harris County, Texas. The suit is titled: M.S. Moin Hussain, Saleem Z. Khan and Khan & Piracha vs. The American Energy Group, Ltd., The American Energy Operating Corp., Hycarbex-American Energy, Inc. f/k/a Hycarbex, Inc., Pierce Onthank, Iftikhar Ahmed Zahid and Georg Friedher Von Canal. While the Company is one of the named Defendants, we have not yet been served as of the date of this report. The Plaintiffs are Moin Hussain, who originally incorporated Hycarbex, Inc. ("Hycarbex") in 1985, and Saleem Khan and Khan & Piracha, Pakistan-based attorneys. According to the Plaintiffs' pleadings, the Plaintiffs allege that in 1995, shortly after the petroleum exploration license covering the Jacobabad Block 2768-4 was awarded to Hycarbex, The American Energy Group, Ltd. acquired all of the outstanding stock of Hycarbex. The Plaintiffs further state in their pleadings that consideration for the sale of the stock included a 1% overriding royalty assigned to Hussain, and that Hussain subsequently assigned two tenths of one percent of same to Saleem Khan. Plaintiffs further assert that in connection with the subsequent acquisition by Hycarbex of the Yasin block in 2001, Khan & Piracha assisted in the acquisition and were promised by Hycarbex, according to Plaintiffs, twenty percent of the Yasin concession. The Plaintiffs allege that the several Defendants have failed to honor the alleged commitments without identifying the specific party responsible for the alleged obligation. We intend to defend the allegations and to assert that we have no liability to Plaintiffs in the dispute between Plaintiffs and Hycarbex. The results of such litigation are not expected to affect the Company's 18% royalty interest in the Yasin Block based upon representations by Hycarbex to The American Energy Group, Ltd. reaffirming the 18% royalty in the Yasin Block despite these claims.

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

During the quarter ended March 31, 2006, we completed the private sale of 100,000 shares of Common Stock resulting in gross proceeds of $135,000, which will be used for general corporate purposes. In another private sale transaction which transpired after the quarter ending March 31, 2006, we sold 1,705,882 shares of our Common Stock for gross proceeds of $2,900,000, or $1.70 per share, which will be used to purchase additional royalty interests on other oil and gas concessions in Pakistan and for general corporate purposes. In the latter transaction, each investor received one warrant for each two shares of Common Stock purchased, or a total of 852, 941 warrants. The 852,941 warrants issued to the investors have a five-year term and provide for an exercise price of $1.70 per share. The warrants may be redeemed at the option of the Company if the closing bid price for the Company's Common Stock equals or exceeds $2.50 per share for twenty consecutive trading days after registration of the underlying common stock for resale. We paid commissions to the placement agent equal to $174,000 plus 327,120 warrants to purchase Common Stock which have the same exercise and redemption terms as those warrants issued to the institutional investors. The Company is obligated to file a registration statement with the Securities and Exchange Commission within sixty (60) days and to use its best efforts to cause the registration statement to become effective within one hundred twenty (120) days. Should the Company fail to do so, then the Company shall pay a monthly cash penalty to the investors equal to one percent (1%) of the purchase price proceeds received by the Company for the Common Stock. In each of these transactions, the securities were offered and sold by the Company solely to accredited investors in reliance upon Section 506 of Regulation D of the Securities Act of 1933, as amended.

To date, the Company has not paid dividends on its shares and we do not anticipate paying dividends.

ITEM 3-DEFAULTS UPON SENIOR SECURITIES

There has been no default upon senior securities during the quarter ended March 31, 2006.

ITEM 4-SUBMISSION OF MATTERS TO A VOTE OF SECURITIES HOLDERS

There has been no submission of any matters to a vote of security holders during the quarter ended March 31, 2006.

ITEM 5-OTHER INFORMATION

None.

ITEM 6-EXHIBITS AND REPORTS ON FORM 8-K

The following documents are filed as Exhibits to this report:

Exhibit 31.1 - Certification by R. Pierce Onthank, President, Chief Executive Officer and Chief Financial Officer pursuant to Rule 13a-14(a) or Rule 15d-14(a);

Exhibit 32.1 - Certification by R. Pierce Onthank, President, Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, Section 1350(a) and (b).

SIGNATURES

Pursuant to the requirements of 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.

THE AMERICAN ENERGY GROUP, LTD.
(REGISTRANT)

By: /s/ R. Pierce Onthank

R. Pierce Onthank
President, Secretary,
Chief Executive Officer and
Chief Financial Officer

DATED: August 3, 2006

Exhibit 31.1

CERTIFICATION PURSUANT TO SECTION 302 OF THE
SARBANES-OXLEY ACT OF 2002

I, R. PIERCE ONTHANK, President and Chief Financial Officer of The American Energy Group, Ltd., certify that:

1. I have reviewed this Amendment No. 1 to the Quarterly Report on Form 10-QSB/A for the fiscal quarter ended March 31, 2006 of The American Energy Group, Ltd.

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. I am the small business issuer's sole certifying officer and I am 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 small business issuer and have:

a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure the material information relating to the small business issuer, 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 small business issuer'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 small business issuer's internal control over financial reporting that occurred during the small business issuer's most recent fiscal quarter (the small business issuer's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the small business issuer's internal control over financial reporting; and

5. I am the small business issuer's sole certifying officer 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 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: August 3, 2006

/s/ R. PIERCE ONTHANK

R. PIERCE ONTHANK
President, Chief Executive Officer
and Chief Financial Officer

EXHIBIT 32.1

CERTIFICATION PURSUANT TO RULE 13A-14(B) OR
RULE 15D-14(B) AND 18 U.S.C. SS.1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the accompanying Amendment No. 1 to the Quarterly Report on Form 10-QSB/A of The American Energy Group, Ltd. (the "Corporation") for the period ended March 31, 2006, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I R. Pierce Onthank, President, CEO and Chief Financial Officer of the Corporation, certify, to the best of my knowledge pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes Oxley Act of 2002, that:

(a) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (the "Exchange Act"); and

(b) The information in the Report fairly presents, in all material respects, the financial condition and results of operations of the Corporation.

DATED: August 3, 2006

By: /s/ R. PIERCE ONTHANK

R. Pierce Onthank
President, Chief Executive Officer and
Chief Financial Officer