

Odyssey Oil & Gas, Inc.  
Form 10QSB  
May 15, 2007

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

**FORM 10-QSB**

(Mark One)

☒ QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2007

☐ TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE EXCHANGE ACT

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file Number 333-106299

**ODYSSEY OIL AND GAS, INC**

(Exact name of small business issuer as specified in its charter)

ADVANCED SPORTS TECHNOLOGIES, INC.  
(Former Name of Registrant)

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

**65-1139235**  
(IRS Employer Identification No.)

5005 Riverway, Suite 440  
Houston, TX 77056  
Address of Principal Executive Offices

**(713) 623-2219**  
(Issuer's telephone number)

Check whether the issuer: (1) filed all documents reports required to be filed  
by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for  
such shorter period that the registrant was required to file such reports), and  
(2) has been subject to such filing requirements for the past 90 days.

Yes ☒ No ☐

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

The number of shares of the registrant's common stock, par value \$0.0001 per share, outstanding as of May 14, 2007  
was 31,097,500 shares.



**PART I. FINANCIAL INFORMATION**

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**ODYSSEY OIL & GAS, INC.**  
**(A DEVELOPMENT STAGE COMPANY)**

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**ODYSSEY OIL & GAS, INC.**  
**(A DEVELOPMENT STAGE COMPANY)**  
**CONDENSED BALANCE SHEET**  
**AS OF MARCH 31, 2007**  
**(UNAUDITED)**

**ASSETS**

**CURRENT ASSETS**

|                          |    |       |
|--------------------------|----|-------|
| Accounts receivable, net | \$ | 4,790 |
|--------------------------|----|-------|

|                                        |  |         |
|----------------------------------------|--|---------|
| INVESTMENT IN OIL AND GAS LEASES - NET |  | 263,255 |
|----------------------------------------|--|---------|

|                            |           |                |
|----------------------------|-----------|----------------|
| <b><u>TOTAL ASSETS</u></b> | <b>\$</b> | <b>268,045</b> |
|----------------------------|-----------|----------------|

**LIABILITIES AND STOCKHOLDERS' EQUITY**

**CURRENT LIABILITIES**

|                                       |    |        |
|---------------------------------------|----|--------|
| Accounts payable and accrued expenses | \$ | 73,255 |
|---------------------------------------|----|--------|

|                               |  |         |
|-------------------------------|--|---------|
| Loans payable - related party |  | 140,504 |
|-------------------------------|--|---------|

|                           |  |         |
|---------------------------|--|---------|
| Total Current Liabilities |  | 213,759 |
|---------------------------|--|---------|

**STOCKHOLDERS' EQUITY**

|                                                                                                |  |   |
|------------------------------------------------------------------------------------------------|--|---|
| Preferred stock, \$0.0001 par value, 20,000,000 shares authorized, none issued and outstanding |  | - |
|------------------------------------------------------------------------------------------------|--|---|

|                                                                                                           |  |       |
|-----------------------------------------------------------------------------------------------------------|--|-------|
| Common stock, \$0.0001 par value, 100,000,000 shares authorized, 31,097,500 shares issued and outstanding |  | 3,110 |
|-----------------------------------------------------------------------------------------------------------|--|-------|

|                            |  |         |
|----------------------------|--|---------|
| Additional paid-in capital |  | 459,016 |
|----------------------------|--|---------|

|                                              |  |           |
|----------------------------------------------|--|-----------|
| Accumulated deficit during development stage |  | (407,840) |
|----------------------------------------------|--|-----------|

|                            |  |        |
|----------------------------|--|--------|
| Total Stockholders' Equity |  | 54,286 |
|----------------------------|--|--------|

|                                                          |           |                |
|----------------------------------------------------------|-----------|----------------|
| <b><u>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</u></b> | <b>\$</b> | <b>268,045</b> |
|----------------------------------------------------------|-----------|----------------|

See accompanying notes to condensed financial statements.

**ODYSSEY OIL & GAS, INC.**  
**(A DEVELOPMENT STAGE COMPANY)**  
**CONDENSED STATEMENTS OF OPERATIONS**  
**(UNAUDITED)**

|                                                                                        | For the Three<br>Months Ended<br>March 31, 2007 | For the Three<br>Months Ended<br>March 31, 2006 | For the Period from<br>May 28, 2003<br>(Inception) To<br>March 31, 2007 |
|----------------------------------------------------------------------------------------|-------------------------------------------------|-------------------------------------------------|-------------------------------------------------------------------------|
| <b>REVENUE</b>                                                                         | \$ 4,790                                        | -                                               | \$ 24,035                                                               |
| <b>OPERATING EXPENSES</b>                                                              |                                                 |                                                 |                                                                         |
| General and administrative                                                             | 7,313                                           | -                                               | 35,448                                                                  |
| Professional fees                                                                      | 17,966                                          | 4,995                                           | 88,903                                                                  |
| Amortization                                                                           | 3,344                                           | -                                               | 18,076                                                                  |
| Total Operating Expenses                                                               | 28,623                                          | 4,995                                           | 142,427                                                                 |
| <b>LOSS FROM CONTINUING OPERATIONS</b>                                                 | (23,833)                                        | (4,995)                                         | (118,392)                                                               |
| <b>OTHER INCOME (EXPENSE)</b>                                                          |                                                 |                                                 |                                                                         |
| Interest income                                                                        | -                                               | -                                               | 2,789                                                                   |
| Interest expense                                                                       | (2,766)                                         | (969)                                           | (11,068)                                                                |
| Total Other (Expense)                                                                  | (2,766)                                         | (969)                                           | (8,279)                                                                 |
| <b>LOSS BEFORE DISCONTINUED<br/>OPERATIONS</b>                                         | (26,599)                                        | (5,964)                                         | (126,671)                                                               |
| <b>LOSS FROM DISCONTINUED<br/>OPERATIONS</b>                                           | -                                               | (70,500)                                        | (4,026,761)                                                             |
| <b>LOSS BEFORE PROVISION FOR INCOME<br/>TAXES</b>                                      | (26,599)                                        | (76,464)                                        | (4,153,432)                                                             |
| Provision for Income Taxes                                                             | -                                               | -                                               | -                                                                       |
| <b>NET LOSS</b>                                                                        | \$ (26,599)                                     | \$ (76,464)                                     | \$ (4,153,432)                                                          |
| <b>LOSS PER COMMON SHARE - BASIC<br/>AND DILUTED</b>                                   |                                                 |                                                 |                                                                         |
| Continuing operations                                                                  | \$ -                                            | \$ -                                            | \$ -                                                                    |
| Discontinued operations                                                                | -                                               | -                                               | (.14)                                                                   |
| Net loss per share - basic and diluted                                                 | \$ -                                            | \$ -                                            | \$ (.14)                                                                |
| Weighted average number of shares outstanding<br>during the period - basic and diluted | 31,097,500                                      | 33,175,009                                      | 29,283,896                                                              |



**ODYSSEY OIL & GAS, INC.**  
**(A DEVELOPMENT STAGE COMPANY)**  
**CONDENSED STATEMENT OF STOCKHOLDERS' EQUITY**  
**FOR THE PERIOD FROM MAY 28, 2003 (INCEPTION) TO MARCH 31, 2007**  
**(UNAUDITED)**

|                                                                            | Preferred Stock |        | Common Stock |        | Additional | Accumulated |             |
|----------------------------------------------------------------------------|-----------------|--------|--------------|--------|------------|-------------|-------------|
|                                                                            | Shares          | Amount | Shares       | Amount | Paid-In    | Deficit     | Total       |
|                                                                            |                 |        |              |        | Capital    | During      |             |
|                                                                            |                 |        |              |        |            | Development |             |
|                                                                            |                 |        |              |        |            | Stage       |             |
| Common stock issued to founders for cash (\$0.10 per share)                | -               | \$ -   | 2,500        | \$ 1   | \$ 249     | \$ -        | 250         |
| Common stock issued for license (\$0.10 per share)                         | -               | -      | 16,500,000   | 1,650  | 1,648,350  | -           | 1,650,000   |
| Common stock issued to officer as compensation (\$0.10 per share)          | -               | -      | 7,125,000    | 713    | 711,787    | -           | 712,500     |
| Common stock issued for cash (\$0.10 per share)                            | -               | -      | 800,000      | 80     | 79,920     | -           | 80,000      |
| Common stock issued for cash (\$0.45 per share)                            | -               | -      | 277,778      | 28     | 124,972    | -           | 125,000     |
| Common stock issued to consultant for services (\$0.10 per share)          | -               | -      | 8,200,000    | 820    | 819,180    | -           | 820,000     |
| Net loss for the period from May 28, 2003 (inception) to December 31, 2003 | -               | -      | -            | -      | -          | (1,737,805) | (1,737,805) |
| Balance, December 31, 2003                                                 | -               | -      | 32,905,278   | 3,292  | 3,384,458  | (1,737,805) | 1,649,945   |

See accompanying notes to condensed financial statements.



**ODYSSEY OIL & GAS, INC.**  
**(A DEVELOPMENT STAGE COMPANY)**  
**CONDENSED STATEMENT OF STOCKHOLDERS' EQUITY**  
**FOR THE PERIOD FROM MAY 28, 2003 (INCEPTION) TO MARCH 31, 2007**  
**(UNAUDITED)**

|                                                                     | Preferred Stock |        | Common Stock |         | Additional         | Accumulated                               | Total       |
|---------------------------------------------------------------------|-----------------|--------|--------------|---------|--------------------|-------------------------------------------|-------------|
|                                                                     | Shares          | Amount | Shares       | Amount  | Paid-In<br>Capital | Deficit<br>During<br>Development<br>Stage |             |
| Common stock issued for cash (\$0.45 per share)                     | -               | -      | 672,231      | 66      | 302,437            | -                                         | 302,503     |
| Net loss, 2004                                                      | -               | -      | -            | -       | -                  | (551,203)                                 | (551,203)   |
| Balance, December 31, 2004                                          | -               | -      | 33,577,509   | 3,358   | 3,686,895          | (2,289,008)                               | 1,401,245   |
| Common stock cancelled related to license rights (\$0.03 per share) | -               | -      | (16,500,000) | (1,650) | (493,350)          | -                                         | (495,000)   |
| Common stock issued to officer for services (\$0.03 per share)      | -               | -      | 5,000,000    | 500     | 149,500            | -                                         | 150,000     |
| Shares issued in reverse merger                                     | -               | -      | 11,097,500   | 1,110   | (1,110)            | -                                         | -           |
| In-kind contribution                                                | -               | -      | -            | -       | 12,000             | -                                         | 12,000      |
| Warrants issued for non-exclusive license                           | -               | -      | -            | -       | 143,238            | -                                         | 143,238     |
| Net loss, 2005                                                      | -               | -      | -            | -       | -                  | (1,696,989)                               | (1,696,989) |
| Balance , December 31, 2005                                         | -               | -      | 33,175,009   | 3,318   | 3,497,173          | (3,985,997)                               | (485,506)   |
| In-kind contribution                                                | -               | -      | -            | -       | 12,000             | -                                         | 12,000      |
| Common stock cancelled in connection with                           | -               | -      | (22,077,509) | (2,208) | (3,216,157)        | 3,745,592                                 | 527,227     |

exchange of  
ownership in  
CardioBioMedical  
Corporation to its  
original stockholders

Common stock  
issued to purchase  
investment in oil and  
gas leases

|                                                       |   |    |            |       |            |           |           |
|-------------------------------------------------------|---|----|------------|-------|------------|-----------|-----------|
| Net loss, 2006                                        | - | -  | -          | -     | -          | (140,836) | (140,836) |
| Balance, December 31, 2006                            | - | -  | 31,097,500 | 3,110 | 456,016    | (381,241) | 77,885    |
| In-kind contribution                                  | - | -  | -          | -     | 3,000      | -         | 3,000     |
| Net loss during the three months ended March 31, 2007 | - | -  | -          | -     | -          | (26,599)  | (26,599)  |
| <b><u>BALANCE,</u></b>                                |   |    |            |       |            |           |           |
| <b><u>MARCH 31, 2007</u></b>                          | - | \$ | -          | \$    | 31,097,500 | \$        | 3,110     |
|                                                       |   |    |            |       | \$         | 459,016   | \$        |
|                                                       |   |    |            |       |            | (407,840) | \$        |
|                                                       |   |    |            |       |            |           | 54,286    |

See accompanying notes to condensed financial statements.

**ODYSSEY OIL & GAS, INC.**  
**(A DEVELOPMENT STAGE COMPANY)**  
**CONDENSED STATEMENTS OF CASH FLOWS**  
**(UNAUDITED)**

|                                                                                | For the Three<br>Months Ended<br>March 31, 2007 | For the Three<br>Months Ended<br>March 31, 2006 | For the Period from<br>May 28, 2003<br>(Inception) To<br>March 31, 2007 |
|--------------------------------------------------------------------------------|-------------------------------------------------|-------------------------------------------------|-------------------------------------------------------------------------|
| <b>CASH FLOWS FROM OPERATING<br/>ACTIVITIES:</b>                               |                                                 |                                                 |                                                                         |
| Net loss                                                                       | \$ (26,599)                                     | \$ (76,464)                                     | \$ (4,153,432)                                                          |
| Net loss from discontinued operations                                          | -                                               | (70,500)                                        | (4,026,761)                                                             |
| Loss from continuing operations                                                | (26,599)                                        | (5,964)                                         | (126,671)                                                               |
| Adjustments to reconcile net loss to net cash used<br>in operating activities: |                                                 |                                                 |                                                                         |
| In-kind contribution                                                           | 3,000                                           | -                                               | 12,000                                                                  |
| Amortization                                                                   | 3,344                                           | -                                               | 18,076                                                                  |
| Changes in operating assets and liabilities:                                   |                                                 |                                                 |                                                                         |
| (Increase) decrease in accounts receivable                                     | 3,053                                           | -                                               | (4,790)                                                                 |
| Increase (decrease) in accounts payable and<br>accrued expenses                | (37,386)                                        | (5,557)                                         | 73,255                                                                  |
| Cash flows from operating activities in<br>continuing operations               | (54,588)                                        | (11,521)                                        | (28,130)                                                                |
| Cash flows from operating activities in<br>discontinued operations             | -                                               | (2,277)                                         | (1,034,023)                                                             |
| Net Cash Provided By (Used In) Operating<br>Activities                         | (54,588)                                        | (13,798)                                        | (1,062,153)                                                             |
| <b>CASH FLOWS FROM INVESTING<br/>ACTIVITIES:</b>                               |                                                 |                                                 |                                                                         |
| Purchase of property and equipment                                             | -                                               | -                                               | (116,331)                                                               |
| Cash flows from investing activities in continuing<br>operations               | -                                               | -                                               | (116,331)                                                               |
| Cash flows from investing activities in<br>discontinued operations             | -                                               | -                                               | -                                                                       |
| Net Cash Used In Investing Activities                                          | -                                               | -                                               | (116,331)                                                               |
| <b>CASH FLOWS FROM FINANCING<br/>ACTIVITIES:</b>                               |                                                 |                                                 |                                                                         |
| Repayment of stockholder's loans                                               | -                                               | -                                               | (609)                                                                   |
| Loans payable - related party                                                  | 54,588                                          | -                                               | 141,113                                                                 |
| Cash flows from financing activities in<br>continuing operations               | 54,588                                          |                                                 | 140,504                                                                 |
| Cash flows from financing activities in<br>discontinued operations             | -                                               | 12,100                                          | 1,037,980                                                               |
| Net Cash Provided By Financing Activities                                      | 54,588                                          | 12,100                                          | 1,178,484                                                               |

|                                                     |      |         |          |
|-----------------------------------------------------|------|---------|----------|
| NET (DECREASE) IN CASH                              | -    | (1,698) | -        |
| CASH AND CASH EQUIVALENTS AT<br>BEGINNING OF PERIOD | -    | 1,698   | -        |
| CASH AND CASH EQUIVALENTS AT END<br>OF PERIOD       | \$ - | \$ -    | \$ -     |
| Cash paid for income taxes                          | \$ - | \$ 456  | \$ 1,368 |
| Cash paid for interest                              | \$ - | \$ -    | \$ -     |

See accompanying notes to condensed financial statements.

**SUPPLEMENTAL DISCLOSURE OF NON-CASH INVESTING AND FINANCING ACTIVITIES:**

On April 21, 2006, the Company issued 20 million shares of common stock to purchase a 10% working interest in oil and gas leases in Texas for \$165,000 from a related public company.

On April 21, 2006, the Company exchanged all of its ownership in CardioBioMedical Corporation to the original stockholders for 22,077,509 common shares of Odyssey and the warrant issued to purchase 6,500,000 shares of the Company's common stock was cancelled.

During 2003, the Company issued 16,500,000 shares of common stock with a fair value of \$1,650,000 for the license rights to the bio-cybernetic technology and frequency analysis technology.

During 2005, the Company cancelled 16,500,000 shares of common stock with a fair value of \$495,000 for the termination of the exclusive rights to the bio-cybernetic technology and frequency analysis technology.

During 2005, the Company issued warrants to purchase 6,500,000 of its common shares at \$0.01 for the non-exclusive rights to the bio-cybernetic technology and frequency analysis technology valued at \$143,238.

**ODYSSEY OIL & GAS, INC.**  
**(A DEVELOPMENT STAGE COMPANY)**  
**NOTES TO FINANCIAL STATEMENTS**  
**AS OF MARCH 31, 2007**  
**(UNAUDITED)**

**NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ORGANIZATION**

**(A) Basis of Presentation**

The accompanying unaudited condensed financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America and the rules and regulations of the Securities and Exchange Commission for interim financial information. Accordingly, they do not include all the information necessary for a comprehensive presentation of financial position and results of operations.

It is management's opinion however, that all material adjustments (consisting of normal recurring adjustments) have been made which are necessary for a fair financial statements presentation. The results for the interim period are not necessarily indicative of the results to be expected for the year.

For further information, refer to the financial statements and footnotes included in the Company's Form 10-KSB for the year ended December 31, 2006.

The financial statements for 2006 include the accounts of Odyssey Oil & Gas, Inc. (F/K/A Advanced Sports Technologies, Inc.) and CardioBioMedical Corporation (a development stage company). On April 21, 2006, the Company exchanged all of its ownership in CardioBioMedical Corporation to the original stockholders. All intercompany accounts during the period of consolidation have been eliminated. As a result of the transaction referred to above, Centurion Gold Holdings, Inc., a related public company, owns approximately 64% of the Company.

Odyssey Oil & Gas, Inc. (F/K/A Advanced Sports Technologies, Inc.) is hereafter referred to as the "Company."

**(B) Investment in Oil and Gas Leases**

The Company follows the successful efforts method of accounting for its oil and gas operations. Under this method, all property acquisition costs and costs of exploratory and development wells are capitalized when incurred, pending determination of whether an individual well has found proved reserves. If it is determined that a well has not found proved reserves, the costs of drilling the well are expensed. The costs of development wells are capitalized whether productive or nonproductive. Geological and geophysical costs on exploratory prospects and the costs of carrying and retaining unproved properties are expensed as incurred. An impairment allowance is provided to the extent that capitalized costs of unproved properties, on a property-by property basis, are not considered to be realizable. Depletion, depreciation and amortization ("DD&A") of capitalized costs of proved oil and gas properties is provided on a property- by property basis using the units of production method. The computation of DD&A takes into consideration dismantlement, restoration and abandonment costs and the anticipated proceeds from equipment salvage. The estimated dismantlement, restoration and abandonment costs are expected to be substantially offset by the estimated residual value of the lease and well equipment. An impairment loss is recorded if the net capitalized costs of proved oil and gas properties exceed the aggregate undiscounted future net revenues determined on a property-by-property basis. The impairment loss recognized equals the excess of net capitalized costs over the related fair value determined on a property-by-property basis.



**ODYSSEY OIL & GAS, INC.**  
**(A DEVELOPMENT STAGE COMPANY)**  
**NOTES TO FINANCIAL STATEMENTS**  
**AS OF MARCH 31, 2007**  
**(UNAUDITED)**

**(C) Use of Estimates**

In preparing financial statements in conformity with generally accepted accounting principles, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and revenues and expenses during the reported period. Actual results could differ from those estimates.

**(D) Loss Per Share**

Basic and diluted net loss per common share is computed based upon the weighted average common shares outstanding as defined by Financial Accounting Standards No. 128, "Earnings Per Share." As of March 31, 2007 there were no common share equivalents outstanding. On March 31, 2006, there were 6,500,000 warrants outstanding that were not included in dilutive net loss per share as the effect was anti-dilutive.

**NOTE 2 LOANS PAYABLE - RELATED PARTY**

During the three months ended March 31, 2007, a third party advanced \$54,726 in payment of accounts payable due as of December 31, 2006 and other operating expenses. The advances are unsecured, bear interest at 10% per annum and are due on demand. Loans payable - related party include accrued interest of \$7,904. The total balance as of March 31, 2007 is \$140,504.

**NOTE 3 STOCKHOLDERS' EQUITY**

**(A) Common Stock Issued for Cash**

During 2003, the Company issued 2,500 shares of common stock to its founder for cash of \$250 (\$0.10 per share).

During 2003, the Company issued 800,000 shares of common stock for cash of \$80,000 (\$0.10 per share).

**ODYSSEY OIL & GAS, INC.**  
**(A DEVELOPMENT STAGE COMPANY)**  
**NOTES TO FINANCIAL STATEMENTS**  
**AS OF MARCH 31, 2007**  
**(UNAUDITED)**

During 2003, the Company issued 277,778 shares of common stock for cash of \$125,000 (\$0.45 per share).

During 2004, the Company issued 672,231 shares of common stock for cash of \$302,503 (\$0.45 per share).

During 2005, the Company issued 11,097,500 shares of common stock to the stockholders of Advanced Sports upon completion of the merger.

**(B) Common Stock Issued for Services**

During 2003, the Company issued 7,125,000 shares of common stock for officer compensation valued for financial accounting purposes at \$712,500 (\$0.10 per share) based upon recent cash offering prices. The initial 2,500 shares issued upon formation of the corporation were purchased for \$.10 per share.

During 2003, the Company issued 16,500,000 shares of common stock for licensing rights valued for financial accounting purposes at \$1,650,000 (\$0.10 per share, the price paid for the initial 2,500 shares issued upon formation of the corporation) based upon recent cash offering prices. During 2005, these 16,500,000 shares of common stock were cancelled pursuant to a settlement agreement dated September 16, 2005. Under the terms of this agreement, a nontransferable warrant for 6,500,000 common shares at \$ .01 per share was issued for the nonexclusive right to the technology. This warrant is exercisable between January 1, 2007 and December 31, 2014. The fair value of the warrants was estimated on the grant date using the Black-Scholes option pricing model as required by SFAS 123 with the following assumptions: expected dividend yield 0%, volatility 1%, risk-free interest rate of return of 3.28% and expected life of 7 years. The value of \$143,238 was recorded as intangible license rights and will be amortized over the patent life of approximately 14 years.

During 2003, the Company issued 8,200,000 shares of common stock for consulting services valued for financial accounting purposes at \$820,000 (\$0.10 per share) based upon recent cash offering prices.

During 2005, the Company issued 5,000,000 shares of common stock to its Chief Executive Officer and President in recognition and consideration of his service as an officer and director of the Company since June 2003 and his contributions to the progress and development of the Company. For financial accounting purposes, these shares were valued at \$150,000 (\$0.03 per share) based upon recent market prices of the Company.

**ODYSSEY OIL & GAS, INC.**  
**(A DEVELOPMENT STAGE COMPANY)**  
**NOTES TO FINANCIAL STATEMENTS**  
**AS OF MARCH 31, 2007**  
**(UNAUDITED)**

**(C) In-kind Contribution**

During the three months ended March 31, 2007, the Company recorded additional paid-in capital of \$3,000 for the fair value of rent contributed to the Company by its president.

During 2006, the Company recorded additional paid-in capital of \$12,000 for the fair value of rent contributed to the Company by its president.

During 2005, the Company recorded additional paid-in capital of \$12,000 for the fair value of rent contributed to the Company by its president.

**(D) Common Stock Issued in Exchange of Assets**

On April 21, 2006, the Company exchanged all of its ownership in CardioBioMedical Corporation to the original stockholders for 22,077,509 common shares of Odyssey and the warrant issued to purchase 6,500,000 shares of the Company's common stock was cancelled based on the book value of assets and liabilities on the date of exchange.

On April 21, 2006, the Company issued 20 million shares of common stock to purchase a 10% working interest in certain gas and oil leases in Texas for \$165,000 (\$.008 per share) from Centurion Gold Holdings, Inc., a related public company.

**NOTE 4 RELATED PARTY TRANSACTIONS**

See Notes 2 and 3.

**NOTE 5 DISCONTINUED OPERATIONS**

On April 21, 2006, the ownership of CardioBioMedical Corporation was exchanged for 22,077,509 shares of Odyssey common stock to the original stockholders. Accordingly, all 2006 amounts relating to the operations of CardioBioMedical Corporation have been reclassified to conform to this presentation. The net book value of assets and liabilities of CardioBioMedical Corporation was recorded as a distribution on the date of exchange. The loss from discontinued operations was equal to operating expenses of CardioBioMedical Corporation.

**NOTE 6 GOING CONCERN**

As reflected in the accompanying financial statements, the Company is in the development stage with an accumulated deficit of \$407,840, a working capital deficiency of \$208,969 and a negative cash flow from operations of \$1,062,153 from inception. These factors raise substantial doubt about its ability to continue as a going concern. The ability of the Company to continue as a going concern is dependent on the Company's ability to raise additional capital and implement its business plan. The financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

On April 21, 2006, the Company acquired a 10% working interest in certain gas and oil leases in Texas. Management anticipates the well will produce sufficient cash flow to ensure the Company will continue as a going concern.

## FORWARD LOOKING STATEMENT

*Certain statements contained in this discussion and analysis or incorporated herein by reference that are not related to historical results are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Statements that are predictive, that depend upon or refer to future events or conditions, and/or that include words such as "expects," "anticipates," "intends," "plans," "believes," "estimates," "hopes," and similar expressions constitute forward-looking statements. In addition, any statements concerning future financial performance (including future revenues, earnings or growth rates), business strategies or prospects, or possible future actions by us are also forward-looking statements.*

*These forward-looking statements are based on beliefs of our management as well as current expectations, projections, assumptions and information currently available to the Company and are subject to certain risks and uncertainties that could cause actual results to differ materially from historical results or those anticipated or implied by such forward-looking statements. Should one or more of those risks or uncertainties materialize or should underlying expectations, projections and assumptions prove incorrect, actual results may vary materially from those described. Those events and uncertainties are difficult to predict accurately and many are beyond our control. We assume no obligation to update these forward-looking statements to reflect events or circumstances that occur after the date of these statements except as specifically required by law.*

*Accordingly, past results and trends should not be used to anticipate future results or trends.*

## Item 2. Management Discussion and Analysis or Plan of Operations

### Overview

The Company was formed in Florida in August 2001 with the plan of becoming a direct marketing company that developed and marketed premium-quality, premium-priced, branded fitness and exercise equipment to the home fitness equipment market. Our original business plan included marketing products directly to consumers through a variety of direct marketing channels.

As an initial step, the Company licensed the rights to a portable gym subject to patent protection in the United States, which was eligible to be marketed under the trademark Better Buns. It was the Company's intention for this product to be its first direct-marketed product. The Company was unsuccessful in its attempts to raise funding to pursue this goal and in May 2005, received notice that it was in breach of its license agreement for the Better Buns product and that the license was being terminated. Since inception to date, the Company has not generated any revenues through the sale of the Better

Buns product or otherwise, and has not engaged in any marketing activities due to limited funds and resources.

In September 2005, the Company changed focus in connection with the Merger of a wholly-owned subsidiary of the Company and CardioBioMedical Corporation ("CBM"), a Delaware corporation. The subsidiary merged with and into CBM, with CBM as the surviving corporation which became a subsidiary of the Company. The consideration for the merger consisted of 22,077,509 shares of the Company common stock, \$.0001 par value, payable on a one-for-one basis to the consenting shareholders of CBM and a warrant, exercisable beginning January 1, 2008, to purchase 6,500,000 shares of the Company common stock at a purchase price of \$.01 per share payable to the sole warrant holder of CBM in exchange for an equivalent CBM warrant.

The new objective of the Company was to establish a medical device, the Cardio Spectrum Diagnostic System as the standard of care for the detection of early-stage ischemic heart disease. The Company's strategy consisted of (i) attempting to obtain insurance reimbursement for performance of the diagnostic test (ii) establish the device with cardiologists and (iii) finally gain acceptance and use by other physician specialties and hospitals. The Company was

unsuccessful in its attempts to obtain insurance reimbursement and marketing CSD.

The Company was not having much success with CardioBioMedical Corporation and on April 21, 2006, the ownership of CardioBioMedical Corporation was exchanged for 22,077,509 shares of Odyssey common stock with the original stockholders. In addition, we changed the name of the Company to Odyssey Oil & Gas, Inc to reflect our new strategy.

On April 21, 2006, we began the realization of our new strategy by purchasing a 10% working interest in oil and gas leases in Texas from Centurion Gold Holdings, Inc., a related public company. We expect to purchase other working interests in oil and gas wells in the future.

The Company intends to expand by acquiring additional working interests in other oil and gas wells. The Company will also explore investments in other energy related enterprises.

### **Critical Accounting Policies and Changes to Accounting Policies**

The Company historically has utilized the following critical accounting policies in making its more significant judgments and estimates used in the preparation of its financial statements:

**Use of Estimates.** In preparing financial statements in conformity with accounting principles generally accepted in the United States, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reported period. Actual results could differ from those estimates.

**Investment in Oil and Gas Leases.** The Company follows the successful efforts method of accounting for its oil and gas operations. Under this method, all property acquisition costs and costs of exploratory and development wells are capitalized when incurred, pending determination of whether an individual well has found proved reserves. If it is determined that a well has not found proved reserves, the costs of drilling the well are expensed. The costs of development wells are capitalized whether productive or nonproductive. Geological and geophysical costs on exploratory prospects and the costs of carrying and retaining unproved properties are expensed as incurred. An impairment allowance is provided to the extent that capitalized costs of unproved properties, on a property-by-property basis, are not considered to be realizable. Depletion, depreciation and amortization ("DD&A") of capitalized costs of proved oil and gas properties is provided on a property-by-property basis using the units of production method. The computation of DD&A takes into consideration dismantlement, restoration and abandonment costs and the anticipated proceeds from equipment salvage. The estimated dismantlement, restoration and abandonment costs are expected to be substantially offset by the estimated residual value of the lease and well equipment. An impairment loss is recorded if the net capitalized costs of proved oil and gas properties exceed the aggregate undiscounted future net revenues determined on a property-by-property basis. The impairment loss recognized equals the excess of net capitalized costs over the related fair value determined on a property-by-property basis.

**Income Taxes.** The Company accounts for income taxes under Statement of Financial Accounting Standards No. 109, Accounting for Income Taxes ("Statement 109"). Under Statement 109, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. 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.

Under Statement 109, the effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

### **Recent Developments**

During the quarter ended March 31, 2007, Global Investment Group, Inc., an unrelated third party, loaned the Company an additional \$54,726 for payment of accounts payable and other operating expenses. Such loan bears interest at 10% per annum, are unsecured and due on demand.

### **Management's Discussion and Analysis and Plan of Operations**

With the exchange of ownership in CardioBioMedical Corporation with the original stockholders, the prior period operations of CardioBioMedical Corporation have been reclassified as discontinued operations.

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Revenue reflects the Company's share of income from its interest in the oil and gas lease. The well was shut down in December 2006 for repairs and was restarted in February 2007. Sand has again leaked into the well and the well was shut down in April 2007 for further repairs. Repairs have begun and should be completed during the second quarter.

Total operating expenses were \$28,623 for the quarter ended March 31, 2007 as compared with \$4,995 for the quarter ended March 31, 2006. The increase in operating expenses is primarily due to professional fees. The cost of the oil and gas lease is being amortized to expense over the period of estimated production. For the quarter ended March 31, 2007, amortization of \$3,344 was recorded. The loss from continuing operations was \$26,599.

Funding of operations is still dependent on loans provided by Global Investment Group, Inc. as revenues have not yet reached a level where the Company is able to meet all its obligations from operations. The Company expects this situation to occur for at least the next few quarters.

The company intends to expand by acquiring additional working interests in other oil and gas wells. The company will also explore investments in other energy related enterprises. These future activities will be dependent upon the Company's ability to raise additional funds. Our auditors have raised substantial doubt about the Company's ability to continue as a going concern. Although no assurances can be given, management anticipates that the well in the BBB Area will continue to produce cash flow sufficient to ensure that the Company will be able to continue as a going concern.

### **Off-Balance Sheet Arrangements**

The Company is not a party to any off- balance sheet arrangements.

### **Description of Property**

The Company does not own any real property other than its 10% interest in the BBB Area.

The current location of the Company is 5005 Riverway, Suite 440 Houston, TX 77056.

### **Item 3. Controls and Procedures.**

The Company maintains disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) promulgated under the Exchange Act) that are designed to ensure that information required to be disclosed in the company's Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to the company's management, including its Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

Our Chief Executive Officer and Chief Financial Officer performed an evaluation of the effectiveness of the design and operation of the company's disclosure controls and procedures as of the end of the period covered by this quarterly report. Based upon that evaluation, the Chief Executive Officer and the Chief Financial Officer concluded that the company's disclosure controls and procedures were effective.

Such evaluation did not identify any change in the company's internal control over financial reporting during the quarter ended March 31, 2007 that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting.

## **PART II-OTHER INFORMATION**

### **Item 1. Legal Proceedings**

We are not party to any legal proceedings as of the date of this Form 10QSB.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

Not applicable.

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**Item 3. Defaults Upon Senior Securities**

Not applicable.

**Item 4. Submission of Matters to a Vote of Security Holders**

Not. Applicable

**Item 5. Other Information**

Not. Applicable

**Item 6. Exhibits and Reports on Form 8-K.**

**a) Exhibits:**

31 Certification of Chief Executive Officer and Chief Financial Officer pursuant to Rule 13a-15(e) and 15(d)-15(e) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

32 Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

**b) Reports on Form 8-K**

The Company has not filed any Current Reports on Form 8-K during the quarter ended March 31, 2007

SIGNATURES

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

**ODYSSEY OIL & GAS, INC**

By: /s/ Arthur Johnson

Arthur Johnson

Principal Executive Officer,

President and Director