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

FORM 10-Q
Amendment No. 1

(Mark One)
☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the Quarterly Period Ended June 30, 2012

or

☐ **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: 333-153381

FRESH START PRIVATE MANAGEMENT, INC.
(Exact name of registrant as specified in its charter)

Nevada	**26-1972677**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

999 N. Tustin Avenue, Suite 16
Santa Ana, California 92705

(Address of principal executive offices) (zip code)

(714) 541-6100
(Registrant's telephone number, including area code)

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 whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

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 12b-2 of the Exchange Act.

Large accelerated filer ☐	Accelerated filer ☐
Non-accelerated filer ☐ (Do not check if a smaller reporting company)	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 ☒.

As of August 14 , 2012, there were 100,761,938 shares of registrant's common stock outstanding.

Explanatory Note: We are amending our Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2012 to add Exhibit 101 consisting of our interactive data files pursuant to Rule 405 of Regulation S-T.

FRESH START PRIVATE MANAGEMENT, INC.

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PART I – FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

FRESH START PRIVATE MANAGEMENT, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS

	June 30, 2012 (unaudited)	December 31, 2011
ASSETS		
Current assets:		
Cash	$ 164,891	$ 1,657
Accounts receivable, net	935,605	528,769
Prepaid expenses	1,672	4,195
Total current assets	1,102,168	534,621
Property and equipment, net	5,536	6,510
Other assets:		
Licensing agreement	3,970,575	3,970,575
Deposits	2,278	2,278
Total assets	$ 5,080,557	$ 4,513,984
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable and accrued expenses	$ 538,033	631,461
Due to factor	120,956	200,956
Deferred revenue	274,685	-
Advances from lenders	725,000	-
Notes payable, net of debt discount	142,277	-
Notes payable, related party	159,189	191,892
Total current liabilities	1,960,140	1,024,309
Stockholders' equity:		
Common stock, $0.001 par value; 200,000,000 shares authorized, 100,461,938 and 118,141,938 shares issued and outstanding as of June 30, 2012 and December 31, 2011, respectively	100,462	118,142
Common stock subscribed	100,000	100,000
Additional paid in capital	4,090,117	3,984,317
Deficit	(1,170,162)	(712,784)
Total stockholders' equity	3,120,417	3,489,675
Total liabilities and stockholders' equity	$ 5,080,557	$ 4,513,984

See the accompanying notes to the unaudited condensed consolidated financial statements

FRESH START PRIVATE MANAGEMENT, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

	Three months ended June 30, 2012	Three months ended June 30, 2011	Six months ended June 30, 2012	Six months ended June 30, 2011
Sales, net	$ 179,209	$ 305,230	$ 440,092	$ 333,880
Cost of sales	124,168	128,686	283,507	166,587
Gross profit (loss)	55,041	176,544	156,585	167,293

Operating expenses:				
Selling, general and administrative	432,523	244,430	546,410	381,620
Depreciation and amortization	487	312	974	624
Total operating expenses	433,010	244,742	547,384	382,244
Net loss from operations	(343,774)	(68,198)	(390,799)	(214,951)
Other income (expenses):				
Interest, net	(60,568)	(658)	(66,579)	(1,309)
Net loss before income taxes	(438,537)	(68,856)	(457,378)	(216,260)
Income taxes (benefit)	-	-	-	-
Net loss	$ (438,537)	$ (68,856)	$ (457,378)	$ (216,260)
Net loss per common share, basic and diluted	$ (0.00)	$ (0.00)	$ (0.00)	$ (0.01)
Weighted average number of common shares outstanding, basic and diluted	105,260,712	37,000,000	111,781,481	37,000,000

See the accompanying notes to the unaudited condensed consolidated financial statements

FRESH START PRIVATE MANAGEMENT, INC.
CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY (DEFICIT)
FOR THE SIX MONTHS ENDED JUNE 30, 2012
(unaudited)

	Common stock		Common stock	Additional Paid in	Retained earnings	
	Shares	Amount	Subscribed	Capital	(deficit)	Total
Balance, December 31, 2011	118,141,938	118,142	100,000	3,984,317	(712,784)	3,489,675
Common stock re-acquired and canceled, net with fees and related costs	(24,300,000)	(24,300)	-	(50,700)	-	(75,000)
Common stock issued in connection with notes payable	1,400,000	1,400	-	35,700	-	37,100
Common stock issued for services rendered	4,500,000	4,500	-	109,700	-	114,200
Common stock issued in settlement of interest	720,000	720	-	11,100	-	11,820
Net loss	-	-	-	-	(457,378)	(457,378)
Balance, June 30, 2012	100,461,938	$ 100,462	$ 100,000	$ 4,090,117	$ (1,170,162)	$ 3,120,417

See the accompanying notes to the consolidated financial statements

FRESH START PRIVATE MANAGEMENT, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(unaudited)

	Six months ended June 30, 2012	2011
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	$ (457,378)	$ (216,260)
Adjustments to reconcile net income (loss) to cash flows used in operating activities:		
Depreciation and amortization	974	624
Amortization of debt discount	18,052	-
Stock based compensation	114,200	-
Common stock issued in settlement of interest	11,820	-
Changes in operating assets and liabilities:		
Accounts receivable	(406,836)	(353,444)
Prepaid expenses	2,523	(38,982)
Accounts payable and accrued expenses	(93,428)	344,170
Due to factor	(80,000)	-
Deferred revenue	274,685	120,629
Net cash used in operating activities	(615,388)	(143,263)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Acquisition and cancelation of treasury shares	(75,000)	-
Payment of long term deposit	-	(1,788)
Net cash used in investing activities	(75,000)	(1,788)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Net proceeds from notes payable	161,325	-
Net proceeds from notes payable, related party	-	146,987
Net proceeds from lender advances	725,000	-
Net repayments of notes payable, related party	(32,703)	-
Net cash provided by financing activities	853,622	146,987
Net increase (decrease) in cash	163,234	1,936
Cash, beginning of the period	1,657	7,128
Cash, end of period	$ 164,891	$ 9,064
Supplemental disclosures of cash flow information:		
Interest paid	$ -	$ -
Taxes paid	$ -	$ -
Non cash financing activities:		
Common stock issued in settlement of notes payable	$ 37,100	$ -
Common stock issued for services rendered	$ 114,200	$ -
Common stock issued in settlement of interest	$ 11,820	$ -

See the accompanying notes to the unaudited condensed consolidated financial statements

NOTE 1 – BUSINESS AND RECAPITALIZATION

Fresh Start Private Management, Inc. through its wholly owned subsidiary Fresh Start Private, Inc. provides an innovative alcohol treatment program that empowers patients to succeed in their overall recovery. We offer a unique treatment philosophy that combines medical intervention, a singular focus and a comprehensive approach, and a focus on family and friends.

On October 31, 2011 (the "Closing Date"), the Company entered into a Share Exchange Agreement (the "Exchange Agreement") by and among (i) Fresh Start Private Management, Inc. (the "Company"), (ii) our former principal stockholder, (iii) Fresh Start Private, Inc. ("FSP"), and (iv) the former shareholders of FSP. Pursuant to the terms of the Exchange Agreement, each of the former shareholders of FSP transferred to us all of their shares of FSP in exchange for the issuance of 37,000,000 shares of our common stock, which represented approximately 31.3% of our total shares outstanding immediately following the closing of the transaction (such transaction, the "Share Exchange"). As a result of the Share Exchange, FSP became our wholly-owned subsidiary. We are now a holding company, which through FSP, is now engaged in alcohol treatment. Upon completion of the Share Exchange, Fresh Start Private, Inc. became Fresh Start Private Management Inc.'s wholly-owned subsidiary. As the owners and management of Fresh Start Private, Inc. obtained voting and operating control of Fresh Start Private Management, Inc. after the Share Exchange and Fresh Start Private Management Inc. was non-operating, had no assets or liabilities and did not meet the definition of a business, the transaction has been accounted for as a recapitalization of Fresh Start Private, Inc., accompanied by the issuance of its common stock for outstanding common stock of Fresh Start Management Inc., which was recorded at a nominal value. The accompanying financial statements and related notes give retroactive effect to the recapitalization as if it had occurred on July 8, 2009 (inception date) and accordingly all share and per share amounts have been adjusted.

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES

Interim Financial Statements

The following (a) condensed consolidated balance sheet as of December 31, 2011, which has been derived from audited financial statements, and (b) the unaudited condensed consolidated interim financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States ("GAAP") for interim financial information and the instructions to Form 10-Q and Rule 8-03 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the six months ended June 30, 2012 are not necessarily indicative of results that may be expected for the year ending December 31, 2012. These condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto for the year ended December 31, 2011 included in the Company's Annual Report on Form 10-K, filed with the Securities and Exchange Commission ("SEC") on May 18, 2012.

Basis of presentation:

The consolidated financial statements include the accounts of Fresh Start Private Management, Inc. and its wholly owned subsidiary, Fresh Start Private, Inc. (hereafter referred to as the "Company" or "Fresh Start"). All significant intercompany balances and transactions have been eliminated in consolidation.

Revenue Recognition

Revenues are recorded during the period services are provided. Under the guidance of Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 954-605 "Health Care Entities, Revenue Recognition," the company records non-insurance revenues at full value when earned and "net service revenue" at 50% of the revenue billed to third party payers, allowing for a difference between billed amounts and expected collections from those third party payers. Counseling services may be contracted for an extended period of time up to one year after the implant procedure. Revenue for counseling sessions is deferred until such sessions occur and recognized as earned at that time.

Use of Estimates

The preparation of consolidated financial statements in conformity with 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 revenue and expenses during the reporting period. Actual results could differ from those estimates.

Reclassification

Certain reclassifications have been made in prior year's financial statements to conform to classifications used in the current year. Such reclassifications do not affect net earnings or earnings per share.

Accounts Receivable

Accounts receivable are recorded at original invoice amount less an allowance for uncollectible accounts that management believes will be adequate to absorb estimated losses on existing balances. Management estimates the allowance based on collectability of accounts receivable and prior bad debt experience. Accounts receivable balances are written off upon management's determination that such accounts are uncollectible. Recoveries of accounts receivable previously written off are recorded as bad debt recoveries when received. The allowance for doubtful accounts was $910,378 and $486,285 as of June 30, 2012 and December 31, 2011, respectively.

Fair value of financial instruments

Fair value estimates discussed herein are based upon certain market assumptions and pertinent information available to management as of June 30, 2012 and December 31, 2011. The respective carrying value of certain on-balance-sheet financial instruments approximated their fair values. These financial instruments include cash and accounts payable. Fair values were assumed to approximate carrying values for cash and payables because they are short term in nature and their carrying amounts approximate fair values or they are payable on demand.

Property and equipment

Property and equipment are stated at cost, less accumulated depreciation. Depreciation is calculated using the straight-line method over the asset's estimated useful life, which is five years for furniture and all other equipment. Expenditures for maintenance and repairs are expensed as incurred.

Net (loss) income per share

The Company accounts for net (loss) income per share in accordance with Accounting Standards Codification subtopic 260-10, Earnings Per Share ("ASC 260-10"), which requires presentation of basic and diluted earnings per share ("EPS") on the face of the statement of operations for all entities with complex capital structures and requires a reconciliation of the numerator and denominator of the basic EPS computation to the numerator and denominator of the diluted EPS.

Basic net (loss) income per share is computed by dividing net (loss) income by the weighted average number of shares of common stock outstanding during each period. It excludes the dilutive effects of any potentially issuable common shares. Diluted net (loss) income share is calculated by including any potentially dilutive share issuances in the denominator. As of June 30, 2012 and 2011, the Company did not have any potentially issuable common shares.

Income taxes

Income tax provisions or benefits for interim periods are computed based on the Company's estimated annual effective tax rate. Based on the Company's historical losses and its expectation of continuation of losses for the foreseeable future, the Company has determined that it is not more likely than not that deferred tax assets will be realized and, accordingly, has provided a full valuation allowance. As the Company anticipates or anticipated that its net deferred tax assets at December 31, 2012 and 2011 would be fully offset by a valuation allowance, there is no federal or state income tax benefit for the three months ended June 30, 2012 and 2011 related to losses incurred during such periods.

Advertising

The Company follows the policy of charging the costs of advertising to expense as incurred. The Company charged to operations $43,393 and $120,034 as advertising costs for the three months ended June 30, 2012 and 2011, respectively; and $91,879 and $167,213 for the six months ended June 30, 2012 and 2011, respectively.

Recent accounting pronouncements

There were various updates recently issued, most of which represented technical corrections to the accounting literature or application to specific industries and are not expected to a have a material impact on the Company's consolidated financial position, results of operations or cash flows.

NOTE 3 - GOING CONCERN MATTERS

The Company's consolidated financial statements are prepared using generally accepted accounting principles applicable to a going concern which contemplates the realization of assets and liquidation of liabilities in the normal course of business. The Company has incurred significant recurring losses which have resulted in an accumulated deficit of $1,170,117 working capital deficiency of $857,972 at June 30, 2012 and negative cash flows from operations of $615,388 for the six months ended June 30, 2012 which raises substantial doubt about the Company's ability to continue as a going concern.

Continuation as a going concern is dependent upon obtaining additional capital and upon the Company's attaining profitable operations. The Company will require a substantial amount of additional funds to build a sales and marketing organization, and to fund additional losses which the Company expects to incur over the next few years. The Company recognizes that, if it is unable to raise additional capital, it may find it necessary to substantially reduce or cease operations. The accompanying consolidated financial statements do not include any adjustments relating to the recoverability and classification of asset carrying amounts or the amount and classification of liabilities that might result from the outcome of this uncertainty.

NOTE 4 - PROPERTY AND EQUIPMENT

The Company's property and equipment at June 30, 2012 and December 31, 2011 :

	June 30, 2012	December 31, 2011
Office equipment	$ 9,229	$ 9,229
Computer equipment	509	509
Leasehold improvements	20,014	20,014
	29,752	29,752
Less accumulated depreciation	(24,216)	(23,242)
	$ 5,536	$ 6,510

Depreciation expense charged to operations amounted to approximately $500 and $300, respectively, for the three months ended June 30, 2012 and 2011, respectively, and approximately $1,000 and $600 for the six months ended June 30, 2012 and 2011, respectively.

NOTE 5– LICENSING RIGHTS

On October 28, 2010, the Company acquired an exclusive product license, which included the right to use the Naltrexone Implant and any procedures related to the licensed product. The Company paid a onetime license fee of 7.5% of the total common shares outstanding on the date of the agreement, or 5,672,250 common shares at the market value of $0.70 per share as of the date of the agreement. Total value of the license is recorded as $3,970,575. Additionally, the Company will pay $600 for each prescription request of the licensed product. The agreement will remain in force for so long as the Company continues to use the Licensed Product.

For the purposes of the Asset Purchase Agreement, "Assets" shall mean those assets that are related to the Trademark and the Intellectual Property that are or were used or created by Licensor in its conduct of business, including all assets, rights, interests, and properties of Licensor of whatever nature, tangible or intangible, real or personal, fixed or contingent, except for the Trademark and the Intellectual Property. For all assets received, the Company paid $10.00 in cash.

At December 31, 2011 the Company management performed an evaluation of its intangible assets (licensing rights) for purposes of determining the implied fair value of the assets at December 31, 2011. The test indicated that the recorded remaining book value of its licensing rights did not exceed its fair value for the year ended December 31, 2011, as determined by discounted future cash flows. Considerable management judgment is necessary to estimate the fair value. Accordingly, actual results could vary significantly from management's estimates.

NOTE 6– DEFERRED REVENUE

On January 27, 2012, the Company granted licensing rights for five years in the state of Florida for $300,000 payable as the licensee performs procedures. The licensing fees are amortized to income over the term on the license agreement.

NOTE 7– NOTES PAYABLE

On March 5, 2012, the Company issued an aggregate of four unsecured promissory notes payable for $11,325 each (aggregate of $45,300 due June 5, 2012 with a stated interest rate of 20% per annum, with fixed interest of $2,265 due upon maturity. In connection with the issuance of the above described promissory notes, the Company issued 100,000 of its common stock per note (total of 400,000).

The Company recorded a debt discount of $3,000 per note based on the fair value of the Company's common stock at the issuance date of the promissory notes. The discount is amortized ratably over the term on the notes using the effective interest method.

On April 3, 2012, the Company issued a unsecured promissory note payable for $150,000 due April 3, 2013 with a stated interest rate of 20% per annum, with fixed interest of $30,000 due upon maturity. In connection with the issuance of the above described promissory note, the Company issued 1,000,000 of its common stock.

The Company recorded a debt discount of $25,100 based on the fair value of the Company's common stock at the issuance date of the promissory note. The discount is amortized ratably over the term on the notes using the effective interest method.

During the six months ended June 30, 2012, the Company paid off three of the four above described notes dated March 5, 2012.

NOTE 8 – ADVANCE FROM LENDERS

During the six months ended June 30, 2012, the Company received an aggregate of $725,000 net proceeds in connection with the expected issuance of convertible debt. As of June 30, 2011, the notes have yet to be executed and finalized, however, the Company accrued $5,548 as estimated expected interest as of June 30, 2012

NOTE 9 – NOTES PAYABLE-RELATED PARTY

As of June 30, 2012 and December 31, 2011, we have received an advance from Jorge Andrade, President, and Neil Muller, director as loans from related parties. The loans are payable on demand and without interest

NOTE 10 – STOCKHOLDERS' EQUITY

<u>Common stock</u>

The Company is authorized to issue 200,000,000 shares of common stock with par value $.001 per share. As of June 30, 2012 and December 31, 2011, the Company had 100,461,938 and 118,141,938 shares of common stock issued and outstanding, respectfully.

On May 7, 2012, the Company re-purchased and canceled 27,000,000 shares of its common stock from a shareholder for $75,000. In connection with the repurchase, the Company issued 2,700,00 shares of its common stock for services related to the re-purchase.

In May 2012, the Company issued an aggregate of 4,500,000 shares of its common stock for services rendered valued at $109,700.

During the months of May and June 2012, the Company issued an aggregate of 720,000 shares of its common stock in settlement of interest valued at $11,820.

NOTE 11 – RELATED PARTY TRANSACTIONS

The Company has a consulting agreement with Terranautical Global Investments (“TGI”). TGI is a company controlled by the CEO that provides consulting services to the Company. There is no formal agreement between the parties and is on a month to month basis. The remuneration ranges between $5,000 and $10,000 per month depending on the services provided. During the six months ended June 30, 2012, TGI was paid $30,000 as consulting fees. As of June 30, 2012, there was an unpaid balance of $44,725.

The Company has a consulting agreement with Premier Aftercare Recovery Service, (“PARS”). PARS is a Company controlled by the President that provides consulting services to the Company. There is no formal agreement between the parties and the amount of remuneration depends on the services provided and ranges between \$5,000 and \$10,000 per month. During the six months ended June 30, 2012, the Company paid \$48,529 as consulting fees and expense reimbursements. As of June 30, 2012, there was an unpaid balance of \$45,418.

West Coast Health Consulting, Inc. is a company controlled by the President that previously provided consulting services to the Company. During the six months ended June 30, 2012, the Company paid \$1,700 as consulting fees. As of June 30, 2012, there was an unpaid balance of \$nil.

NOTE 11 - SUBSEQUENT EVENTS

<u>Subsequent issuances of common stock:</u>

In August 2012, the Company issued 300,000 shares of its common stock in connection with a \$ 150,000 note issued in April, 2012.

<u>Advertising agreement</u>

Effective August 1, 2012, the Company amended its Advertising Agreement, dated February 1, 2011, subsequently amended on March 11, 2011 and December 31, 2011 to remit fifteen percent (15%) royalty on all gross revenue realized by the Company from medical procedures and counseling sessions related to the Company's Alcohol Recovery Program conducted in the Santa Ana corporate office or affiliated surgery centers and offices in the Los Angeles metropolitan area.

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

This Management's Discussion and Analysis of Financial Condition and Results of Operations includes a number of forward-looking statements that reflect Management's current views with respect to future events and financial performance. You can identify these statements by forward-looking words such as "may," "will," "expect," "anticipate," "believe," "estimate" and "continue," or similar words. Those statements include statements regarding the intent, belief or current expectations of us and members of our management team as well as the assumptions on which such statements are based. Prospective investors are cautioned that any such forward-looking statements are not guarantees of future performance and involve risk and uncertainties, and that actual results may differ materially from those contemplated by such forward-looking statements.

Readers are urged to carefully review and consider the various disclosures made by us in this report and in our other reports filed with the Securities and Exchange Commission. Important factors currently known to Management could cause actual results to differ materially from those in forward-looking statements. We undertake no obligation to update or revise forward-looking statements to reflect changed assumptions, the occurrence of unanticipated events or changes in the future operating results over time. We believe that our assumptions are based upon reasonable data derived from and known about our business and operations. No assurances are made that actual results of operations or the results of our future activities will not differ materially from our assumptions. Factors that could cause differences include, but are not limited to, expected market demand for our products, fluctuations in pricing for materials, and competition.

Business Overview

Through our wholly owned subsidiary, we are an alcohol rehabilitation and treatment center headquartered in Santa Ana, California. We were established in January 2010 and currently operating in Santa Ana, California. Our alcohol rehabilitation program consists of a Naltrexone implant that is placed under the skin in the lower abdomen coupled with life counseling sessions from specialized counselors.

We operate within the *Specialty Hospitals, Expert Psychiatric* industry, specifically within the industry subsets of *Alcoholism Rehabilitation Hospital*. We offer a unique treatment program and, to date, we have experienced a high rate of success with very few of our clinics starting to drink during the first year after the implant is inserted. The Fresh Start program gives the patient a 12 month window of sobriety. Statistics are still being compiled for after the 12 month period, as the program has been in place barely over one year.

Results of Operations

The following table summarizes changes in selected operating indicators of the Company, illustrating the relationship of various income and expense items to net sales for the respective periods presented (components may not add or subtract to totals due to rounding):

Three months ended June 30,

	2012	2011
Revenue	$ 179,209	$ 305,230
Cost of Revenue	124,168	128,686
Gross Profit	55,041	176,544
Total Expenses	(433,010)	(244,742)
Interest Expense	(60,568)	(658)
Net Loss	$ (438,537)	$ (68,856)

Six months ended June 30,

	2012	2011
Revenue	$ 440,092	$ 333,880
Cost of Revenue	283,507	166,587
Gross Profit	156,585	167,293
Total Expenses	(547,384)	(382,244)
Interest Expense	(66,579)	(1,309)
Net Loss	$ (457,378)	$ (216,260)

Three months ended June 30, 2012 Compared with Three months ended June 30, 2011

Revenue

Revenues for the three months ended June 30, 2012 were $179,209, compared with $305,230 for the three months ended June 30, 2011, reflecting a decrease of 41%. Advertising promoting the services of the Company for the three months ended June 30, 2012 and 2011 were $13,393 and $120,034, respectively, reflecting a decrease of 89%.

The decrease in revenues is directly related to an advertising contracts which result in a significant decrease in patients. Under the agreement, the contractor is compensated per patient enrolment, directly increasing revenues.

Cost of Revenue

Cost of revenue for the three months ended June 30, 2012 was $124,168 compared with $128,686 for the three months ended June 30, 2011, reflecting a decrease of 4%. The decrease in cost of revenue is directly related to the decrease in costs associated with revenue earned for this period. For 2012 and 2011, the Company has included additional direct and indirect costs in the generation of revenue.

Gross Profit

Gross profit percentage for the three months ended June 30, 2012 was 30.7% compared to 57.8% for the three months ended June 30, 2011. The gross profit percentage decrease reflects the shift from cash paying customers that were given discounts to promote the Company to insured patients acquired through the advertising contract that have a higher patient fee while incurring the same medical and therapist costs.

Total Expenses

Total expenses for the three months ended June 30, 2012 and 2011 were $432,523 and $244,742 reflecting an increase of 77%. Specifically, comparing the three months ended June 30, 2012 to June 30, 2011, consulting fees increased from $46,230 to $215,244, accounting fees decreased from $25,294 to $9,435, advertising decreased from $120,034 to $43,393, and rent decreased from $10,365 to $9,968. The increases were due to the support of the increased activity executing its business plan and the consulting and accounting fees incurred in preparation for the merger with Fresh Start Private Management, Inc. and the audit of the 2011 financial statements. As mentioned above, the advertising decrease was from the execution of the advertising contract that directly resulted in additional patients being serviced by the Company in 2011.

Net loss

For the three months ended June 30, 2012, the Company experienced a loss of $438,537 compared with a net loss of $68,856 for the three months ended June 30, 2011.

Six months ended June 30, 2012 Compared with Six months ended June 30, 2011

Revenue

Revenues for the six months ended June 30, 2012 were $440,092, compared with $333,880 for the six months ended June 30, 2011, reflecting an increase of 32%. Advertising promoting the services of the Company for the six months ended June 30, 2012 and 2011 were $61,879 and $167,213, respectively, reflecting a decrease of 63%.

The increase in revenues is directly related to an advertising contracts which result in a significant increase in patients. Under the agreement, the contractor is compensated per patient enrolment, directly increasing revenues.

Cost of Revenue

Cost of revenue for the six months ended June 30, 2012 was $283,507 compared with $166,587 for the six months ended June 30, 2011, reflecting an increase of 70. The increase in cost of revenue is directly related to the increase in costs associated with revenue earned for this period. For 2012 and 2011, the Company has included additional direct and indirect costs in the generation of revenue.

Gross Profit

Gross profit percentage for the six months ended June 30, 2012 was 35.6% compared to 50.1% for the six months ended June 30, 2011. The gross profit percentage decrease reflects the shift from cash paying customers that were given discounts to promote the Company to insured patients acquired through the advertising contract that have a higher patient fee while incurring the same medical and therapist costs.

Total Expenses

Total expenses for the six months ended June 30, 2012 and 2011 were $547,384 and $382,244 reflecting an increase of 43%. Specifically, comparing the six months ended June 30, 2012 to June 30, 2011, consulting fees increased from $79,980 to $216,944, accounting fees decreased from $30,294 to $18,585, outside services decreased increased from $75,592 to $33,500, advertising from $167,213 to $91,879, and rent increased from $20,301 to $21,116. The increases were due to the support of the increased activity executing its business plan and the consulting and accounting fees incurred in preparation for the merger with Fresh Start Private Management, Inc. and the audit of the 2011 financial statements. As mentioned above, the advertising increase was from the execution of the advertising contract that directly resulted in additional patients being serviced by the Company.

Net loss

For the six months ended June 30, 2012, the Company experienced a loss of $457,378 compared with a net loss of $216,260 for the six months ended June 30, 2011.

Liquidity and Capital Resources

As of June 30, 2012, we had cash of approximately $164,891. The following table provides a summary of our net cash flows from operating, investing, and financing activities.

Six months ended June 30,

		2012			2011	
Net cash used in operating activities	$	(615,388	)	$	(143,263	)
Net cash used in investing activities		(75,000	)		(1,788	)
Net cash provided by financing activities		853,622			146,987	
Net increase in cash and cash equivalents		163,234			1,936	
Cash, beginning of period		1,657			7,128	

Cash, end of period	$ 164,891	$ 9,064

Currently we have no material commitments for capital expenditures as of the end of the period ending June 30, 2012. We historically sought and continue to seek financing from private sources to move our business plan forward. In order to satisfy the financial commitments, we had relied upon private party financing that has inherent risks in terms of availability and adequacy of funding.

For the next twelve months, we anticipate that our revenues will be adequate to provide the minimum operating cash requirements to continue as a going concern. In 2011, the company started accepting insurance payments for patient services. To accelerate cash flows, we have initially factored some receivables as collection from insurance can take extended periods of time. We believe that by factoring the receivables from the insurance companies that sufficient cash flows can be maintained while the Company grows its revenue base. New patients acquired through the advertising contract are expected to provide sufficient revenues to maintain the operations of the Company.

We may require additional capital investments or borrowed funds to meet cash flow projections and carry forward our business objectives. There can be no guarantee or assurance that we can raise adequate capital from outside sources. If we are unable to raise funds when required or on acceptable terms, we may have to significantly scale back, or discontinue, our operations.

Net cash flow from operating activities

Net Cash used in operating activities increased by $472,125 for the six months ended June 30, 2012 compared to 2011 due to the Company expanding operations and sales.

Net cash flow from investing activities

Net cash used in investing activities increased by $73,212 for the six months ended June 30, 2012 compared to of 2011 due to re-purchase of our Company common stock in 2012.

Net cash flow from financing activities

Net cash provided by financing activities increased by $706,635 for the six months ended June 30, 2012 compared to 2011 due to increase in proceeds from short-term borrows, net with repayments to related parties.

Going Concern

The Company’s financial statements are prepared in accordance with generally accepted accounting principles applicable to a going concern. This contemplates the realization of assets and the liquidation of liabilities in the normal course of business. As of June 30, 2012 and December 31, 2011, the Company has a working capital deficit of $857,972 and $499,688, and an accumulated deficit of $1,170,162 and $712,784. The Company has increased revenues through the advertising contract and feels it will be able to meet its obligation. If the current expansion is not sustained, we will be dependent upon the raising of additional capital through placement of our common stock in order to implement its business plan or by using outside financing. There can be no assurance that the Company will be successful in these situations in order to continue as a going concern. The Company is funding its operations by operations and with some shareholder advances.

Off Balance Sheet Arrangements

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

Critical Accounting Policies

Use of Estimates and Assumptions

Preparation of the financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Revenue Recognition

Revenues are recorded during the period services are provided. Under the guidance of Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 954-605 "Health Care Entities, Revenue Recognition," the company records non-insurance revenues at full value when earned and "net service revenue" at 50% of the revenue billed to third party payers, allowing for a difference between billed amounts and expected collections from those third party payers. Counseling services may be contracted for an extended period of time up to one year after the implant procedure. Revenue for counseling sessions is deferred until such sessions occur and recognized as earned at that time.

Advertising

Advertising costs are expensed as incurred.

Equipment

Equipment, leasehold improvements, and additions thereto are carried at cost. Depreciation is computed using the straight-line method over the estimated useful lives of the depreciable property generally five to seven years for assets purchased new and two to three years for assets purchased used. Leasehold improvements are amortized over the shorter of the lease term or the estimated lives. Management evaluates useful lives regularly in order to determine recoverability taking into consideration current technological conditions. Maintenance and repairs are charged to expense as incurred; additions and betterments are capitalized. Fully depreciated assets are retained in equipment and accumulated depreciation accounts until retirement or disposal. Upon retirement or disposal of an asset, the cost and related accumulated depreciation are removed, and any resulting gain or loss, net of proceeds, is credited or charged to operations.

Income Taxes

The Company accounts for income taxes under FASB ASC 740 *"Income Taxes."* Under the asset and liability method of FASB ASC 740, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statements 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 FASB ASC 740, the effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period the enactment occurs. A valuation allowance is provided for certain deferred tax assets if it is more likely than not that the Company will not realize tax assets through future operations.

Income (loss) per Share

Basic loss per share includes no dilution and is computed by dividing loss available to common stockholders by the weighted average number of common shares outstanding for the period. Dilutive income per share reflects the potential dilution of securities that could share in the income of the Company. Because the Company does not have any potentially dilutive securities, the accompanying presentation is only of basic income per share.

Stock-Based Compensation

FASB ASC 718 *"Compensation - Stock Compensation"* prescribes accounting and reporting standards for all stock-based payments award to employees, including employee stock options, restricted stock, employee stock purchase plans and stock appreciation rights, may be classified as either equity or liabilities. The Company determines if a present obligation to settle the share-based payment transaction in cash or other assets exists. A present obligation to settle in cash or other assets exists if: (*a*) the option to settle by issuing equity instruments lacks commercial substance or (*b*) the present obligation is implied because of an entity's past practices or stated policies. If a present obligation exists, the transaction should be recognized as a liability; otherwise, the transaction should be recognized as equity The Company accounts for stock-based compensation issued to non-employees and consultants in accordance with the provisions of FASB ASC 505-50 *"Equity - Based Payments to Non-Employees."* Measurement of share-based payment transactions with non-employees is based on the fair value of whichever is more reliably measurable: (*a*) the goods or services received; or (*b*) the equity instruments issued. The fair value of the share-based payment transaction is determined at the earlier of performance commitment date or performance completion date.

Reclassifications

Certain prior period amounts have been reclassified to conform to current period presentation.

Recent Accounting Pronouncements

There were various updates recently issued, most of which represented technical corrections to the accounting literature or application to specific industries and are not expected to a have a material impact on the Company's consolidated financial position, results of operations or cash flows.

ITEM 3 - QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not required under Regulation S-K for “smaller reporting companies.”

ITEM 4 - CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

We evaluated the design and operation of our disclosure controls and procedures to determine whether they are effective in ensuring that we disclose required information in a timely manner and in accordance with the Securities Exchange Act of 1934 (the "Exchange Act") and the rules and regulations promulgated by the SEC. The executive who serves as our President and Chief Financial Officer has participated in such evaluation. Management concluded, based on such review, that our disclosure controls and procedures, as defined by Exchange Act Rules 13a-15(e) and 15d-15(e), were not effective as of the end of the period covered by this Quarterly Report on Form 10-Q. The ineffectiveness of these disclosure controls is due to the matters described below in "Internal Control over Financial Reporting."

Limitations on the Effectiveness of Controls

We believe that a control system, no matter how well designed and operated, cannot provide absolute assurance that the objectives of the control system are met, and no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within a company have been detected. Our disclosure controls and procedures are designed to provide a reasonable assurance of achieving their objectives and our President and Chief Financial Officer has concluded that such controls and procedures are not effective at the "reasonable assurance" level. The ineffectiveness of these disclosure controls is due to the matters described below in "Internal Control over Financial Reporting."

Internal Control over Financial Reporting

The Company's independent registered public accounting firm has reported certain matters involving internal controls that this firm considered to be reportable conditions and a material weakness, under standards established by Public Company Accounting Oversight Board. The reportable conditions and material weakness relate to a limited segregation of duties at the Company. Segregation of duties within our company is limited due to the small number of employees that are assigned to positions that involve the processing of financial information. Specifically, certain key financial accounting and reporting personnel had an expansive scope of duties that allowed for the creation, review, approval and processing of financial data without independent review and authorization for preparation of consolidation schedules and resulting financial statements and related disclosures. We did not maintain a sufficient depth of personnel with an appropriate level of accounting knowledge, experience and training in the selection and application of Generally Accepted Accounting Principles commensurate with financial reporting requirements. Accordingly, we place undue reliance on the finance team at corporate headquarters, specifically the executives who is our President and Chief Financial Officer along with outside accounting consulting. Accordingly, management has determined that this control deficiency constitutes a material weakness. This material weakness could result in material misstatements of significant accounts and disclosures that would result in a material misstatement to our interim or annual consolidated financial statements that would not be prevented or detected. In addition, due to limited staffing, the Company is not always able to detect minor errors or omissions in reporting.

Going forward, management anticipates that additional staff will be necessary to mitigate these weaknesses, as well as to implement other planned improvements. Additional staff will enable us to document and apply transactional and periodic controls procedures, permit a better review and approval process and improve quality of financial reporting. However, the potential addition of new staff is contingent on obtaining additional financing, and there is no assurance that the Company will be able to do so.

Management believes that its unaudited condensed financial statements for the three months ended June 30, 2012and 2011 fairly presented, in all material respects, its financial condition and results of operations. During the three months ended June 30, 2012, there were no changes to our internal control over financial reporting that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

We are currently not a party to any material legal proceedings or claims.

Item 1A. Risk Factors

Not required under Regulation S-K for “smaller reporting companies.”

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

None

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures.

None.

Item 5. Other Information.

None.

Item 6. Exhibits

31.01	Certification of Chief Executive Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. [1]
31.02	Certification of Chief Financial Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. [1]
32.01	Certifications 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. [1]
101 INS	XBRL Instance Document
101 SCH	XBRL Schema Document
101 CAL	XBRL Calculation Linkbase Document
101 LAB	XBRL Labels Linkbase Document
101 PRE	XBRL Presentation Linkbase Document
101 DEF	XBRL Definition Linkbase Document

[1] Previosly filed on August 14, 2012

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

FRESH START PRIVATE MANAGEMENT, INC.
(Registrant)

Date: September 24 , 2012

/S/ Dr. Jorge Andrade
Chief Executive Officer, Principal Accounting Officer and Director