

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 10-Q

Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For Quarter Ended: **March 31, 2011**

Commission File Number: **000-29507**

**CHANTICLEER HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or Jurisdiction of  
Incorporation or Organization)

**20-2932652**

(IRS Employer ID No)

**11220 Elm Lane, Suite 203, Charlotte, NC 28277**

(Address of principal executive office) (zip code)

**(704) 366-5122**

(Issuer's telephone number)

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 periods as 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 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 definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer  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 .

The number of shares outstanding of registrant's common stock, par value \$.0001 per share, as of May 2, 2011, was 2,460,974 shares.

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# Chanticleer Holdings, Inc. and Subsidiaries

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**Chanticleer Holdings, Inc. and Subsidiaries**  
**Consolidated Balance Sheets**  
**March 31, 2011 (Unaudited) and December 31, 2010**

	<b>2011</b>	<b>2010</b>
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 170,506	\$ 46,007
Accounts receivable	20,925	4,258
Due from related parties	101,752	84,269
Prepaid expenses	68,395	24,184
Total current assets	361,578	158,718
Property and equipment, net	23,013	25,563
Available-for-sale investments at fair value	338,500	352,500
Investments accounted for under the equity method	87,764	87,200
Investments accounted for under the cost method	766,598	766,598
Deposits	23,980	23,980
Total assets	\$ 1,601,433	\$ 1,414,559
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 225,854	\$ 211,432
Accrued expenses	9,588	66,103
Notes payable	249,455	250,000
Deferred revenue	-	1,750
Due to related parties	80,394	116,349
Total current liabilities	565,291	645,634
Convertible notes payable	-	686,500
Total liabilities	565,291	1,332,134
Commitments and contingencies		
Stockholders' equity:		
Common stock, \$0.0001 par value. Authorized 200,000,000 shares; issued 2,984,204 and 2,571,918 shares and outstanding 2,460,974 and 2,048,688 shares at March 31, 2011 and at December 31, 2010, respectively	298	257
Additional paid in capital	6,177,525	5,456,067
Non-controlling interest	44,686	24,175
Other comprehensive income	54,027	68,027
Accumulated deficit	(4,703,711)	(4,929,418)
Less treasury stock, 523,230 and 523,230 shares, respectively	(536,683)	(536,683)
Total stockholders' equity	1,036,142	82,425
Total liabilities and stockholders' equity	\$ 1,601,433	\$ 1,414,559

See accompanying notes to condensed consolidated financial statements.

**Chanticleer Holdings, Inc. and Subsidiaries**  
**Consolidated Statements of Operations**  
**For the Three Months Ended March 31, 2011 and 2010**  
**(Unaudited)**

	<u>2011</u>	<u>2010</u>
<b>Management and consulting revenue</b>		
Affiliate	\$ 24,646	\$ 6,625
Other	416,667	21,708
	<u>441,313</u>	<u>28,333</u>
<b>Expenses:</b>		
General and administrative expense	227,007	264,221
	<u>227,007</u>	<u>264,221</u>
<b>Earnings (loss) from operations before income taxes</b>	214,306	(235,888)
<b>Income taxes</b>	-	-
<b>Earnings (loss) from operations</b>	<u>214,306</u>	<u>(235,888)</u>
<b>Other income (expense)</b>		
Realized gain from sales of investments	19,630	36,728
Other than temporary decline in available-for-sale securities	-	(40,386)
Miscellaneous income	476	-
Equity in earnings of investments	5,103	11,797
Interest and other income	4,541	11,500
Interest expense	(18,759)	(49,550)
Total other income (expense)	<u>10,991</u>	<u>(29,911)</u>
<b>Net earnings (loss) before non-controlling interest</b>	225,297	(265,799)
<b>Non-controlling interest</b>	410	(365)
<b>Net earnings (loss)</b>	<u>225,707</u>	<u>(266,164)</u>
<b>Other comprehensive income:</b>		
Unrealized gain (loss) on available-for-sale securities	(14,000)	(37,507)
<b>Net comprehensive income (loss)</b>	<u>\$ 211,707</u>	<u>\$ (303,671)</u>
<b>Net earnings (loss) per share, basic and diluted</b>	<u>\$ 0.11</u>	<u>\$ (0.13)</u>
<b>Weighted average shares outstanding</b>	<u>2,053,269</u>	<u>1,969,822</u>

See accompanying notes to condensed consolidated financial statements.

**Chanticleer Holdings, Inc. and Subsidiaries**  
**Consolidated Statements of Cash Flows**  
**For the Three Months Ended March 31, 2011 and 2010**  
**(Unaudited)**

	<b>2011</b>	<b>2010</b>
<b>Cash flows from operating activities</b>		
Net earnings (loss)	\$ 225,707	\$ (266,164)
Adjustments to reconcile net earnings (loss) to net cash used in operating activities:		
Other than temporary decline in available-for-sale securities	-	40,386
Depreciation	2,549	2,734
Equity in (earnings) loss of investments	(5,103)	(11,797)
Beneficial conversion feature of convertible notes payable	-	35,248
Investment received in exchange for management services	-	(10,500)
Realized (gains) losses from sales of investments	(19,630)	(36,728)
Non-controlling interest	(410)	365
Change in other assets and liabilities:		
(Increase) decrease in accounts receivable	(16,667)	(14,184)
(Increase) decrease in prepaid expenses and other assets	(27,485)	-
Increase (decrease) in accounts payable and accrued expenses	(165,142)	25,248
Advances from related parties	(28,438)	501
Increase (decrease) in deferred revenue	(1,750)	(11,208)
Net cash used in operating activities	(36,369)	(246,099)
<b>Cash flows from investing activities</b>		
Purchase of fixed assets	-	(3,628)
Purchase of investments	(27,423)	(13,861)
Distributions from equity investments	4,539	-
Proceeds from sale of investments	184,297	105,058
Net cash provided by operating activities	161,413	87,569
<b>Cash flows from financing activities</b>		
Loan repayment	(545)	-
Loan proceeds	-	275,000
Net cash provided (used) by financing activities	(545)	275,000
Net increase in cash and cash equivalents	124,499	116,470
Cash and cash equivalents, beginning of period	46,007	2,374
Cash and cash equivalents, end of period	\$ 170,506	\$ 118,844

(Continued)

See accompanying notes to condensed consolidated financial statements.

**Chanticleer Holdings, Inc. and Subsidiaries**  
**Consolidated Statements of Cash Flows, continued**  
**For the Three Months Ended March 31, 2011 and 2010**  
**(Unaudited)**

	<u>2011</u>	<u>2010</u>
<b>Supplemental cash flow information</b>		
Cash paid for interest and income taxes:		
Interest	\$ 65,131	\$ 15,503
Income taxes	-	-
Non-cash investing and financing activities:		
Investments received for management consulting contracts	-	10,500
Due to related party exchanged for convertible note payable	25,000	-
Convertible notes payable exchanged for common stock	711,500	-
Accrued interest exchanged for common stock	10,000	-

See accompanying notes to condensed consolidated financial statements.

**Chanticleer Holdings, Inc. and Subsidiaries**  
**Notes to Consolidated Financial Statements**  
**March 31, 2011**  
**(Unaudited)**

**NOTE 1: NATURE OF BUSINESS**

(1) **Organization** – The consolidated financial statements include the accounts of Chanticleer Holdings, Inc. (“Holdings”) and its wholly owned subsidiaries Chanticleer Advisors LLC (“Advisors”), Avenel Ventures LLC (“Ventures”), Avenel Financial Services LLC (“Financial”), Chanticleer Holdings Limited (“CHL”) and DineOut S.A. Ltd. (“DineOut”) (own 89.74% at March 31, 2011) (collectively the “Company”, “Companies,” “we”, or “us”). All significant intercompany balances and transactions have been eliminated in consolidation. Holdings was organized October 21, 1999, under the laws of the State of Delaware. On April 25, 2005, the Company formed a wholly owned subsidiary, Chanticleer Holdings, Inc. On May 2, 2005, Tulvine Systems, Inc. merged with and changed its name to Chanticleer Holdings, Inc.

Information regarding the Company's subsidiaries is as follows:

- Advisors was formed as a Nevada Limited Liability Company on January 18, 2007 to manage related companies, Chanticleer Investors, LLC (“Investors LLC”), Chanticleer Investors II, LLC (“Investors II”) and other investments owned by the Company;
  - Ventures was formed as a Nevada Limited Liability Company on December 24, 2008 to provide business management and consulting services to its clients;
  - AFS was formed as a Nevada Limited Liability Company on February 19, 2009 to provide unique financial services to the restaurant, real estate development, investment advisor/asset management and philanthropic organizations. AFS's business operation has not been activated and is expected to initially include captive insurance, CHIRA and trust services;
  - CHL is wholly owned and was formed as a Limited Liability Company in Jersey on March 24, 2009 and owns our 50% interest in Hooters SA, GP, the general partner of the Hooters restaurant franchises in South Africa;
  - DineOut was formed as a Private Limited Liability Company in England and Wales on October 29, 2009 to finance growth activity for the Company around the world. DineOut's common stock is listed on the Frankfurt stock exchange. As of March 31, 2011, the Company has sold 10.26% of its interest in DineOut.
- (2) **General** - The consolidated financial statements included in this report have been prepared by the Company pursuant to the rules and regulations of the Securities and Exchange Commission for interim reporting and include all adjustments (consisting only of normal recurring adjustments) that are, in the opinion of management, necessary for a fair presentation. These consolidated financial statements have not been audited.

Certain information and footnote disclosures normally included in consolidated financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted pursuant to such rules and regulations for interim reporting. The Company believes that the disclosures contained herein are adequate to make the information presented not misleading. However, these financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in the Company's Annual Report for the period ended December 31, 2010, which is included in the Company's Form 10-K.

**(3) Going Concern** - At March 31, 2011 and December 31, 2010, the Company had current assets of \$361,578 and \$158,718; current liabilities of \$565,291 and \$645,634; and a working capital deficit of \$203,713 and \$486,916, respectively. The Company had earnings of \$225,707 during the three months ended March 31, 2011 and had an unrealized loss from available-for-sale securities of \$14,000 resulting in comprehensive earnings of \$211,707.

The Company's general and administrative expenses were \$227,007 during the three months ended March 31, 2011 as compared to \$264,221 in the first quarter of 2010. The Company expects its general and administrative cost to be approximately \$225,000 to \$240,000 per quarter in 2011.

As of March 31, 2011, the Company had raised \$351,500, \$412,500 and \$408,250 from limited partners for its share of cost of the Durban and Johannesburg stores which opened in 2010 and the Cape Town store scheduled to open in the spring of 2011, respectively. Additional funds are not expected to be needed for these stores.

The Company expects to meet its obligations in the next twelve months with some or all of the following:

- The Company holds 3,589,661 shares in DineOut at March 31, 2011, which are free-trading on the Frankfurt Exchange and were valued at \$0.937 per share at March 31, 2011. The Company plans to continue to sell some of these shares to meet its short-term capital requirements and collected cash proceeds of \$184,297 and recognized a gain of \$19,630 from sales during the three months ended March 31, 2011;
- The Company currently is receiving its share of earnings from the Durban and Johannesburg, South Africa restaurants which commenced operations in 2010 and will begin receiving its share of earnings from the Cape Town, South Africa location which is scheduled to open in the spring of 2011; and
- The Company is funding the initial formation of Chanticleer Dividend Fund, Inc. ("CDF"), including the registration of its common stock. The Company expects to get most of its capital outlay back after the registration statement becomes effective and CDF begins raising funds.



If the above events do not occur or if the Company does not raise sufficient capital, substantial doubt about the Company's ability to continue as a going concern exists. These consolidated financial statements do not reflect any adjustments that might result from the outcome of these uncertainties.

- (4) **Reclassifications** - Certain reclassifications have been made in the financial statements at December 31, 2010 and for the periods ended March 31, 2010 to conform to the March 31, 2011 presentation. The reclassifications had no effect on net earnings (loss).
- (5) **Fair value measurements** - For financial assets and liabilities measured at fair value on a recurring basis, fair value is the price we would receive to sell an asset or pay to transfer a liability in an orderly transaction with a market participant at the measurement date. In the absence of active markets for the identical assets or liabilities, such measurements involve developing assumptions based on market observable data and, in the absence of such data, internal information that is consistent with what market participants would use in a hypothetical transaction that occurs at the measurement date.

Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect our market assumptions. Preference is given to observable inputs. These two types of inputs create the following fair value hierarchy:

- |         |   |
|---------|---|
| Level 1 | Quoted prices for identical instruments in active markets.  |
| Level 2 | Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations whose inputs are observable or whose significant value drivers are observable. |
| Level 3 | Significant inputs to the valuation model are unobservable.   |

We maintain policies and procedures to value instruments using the best and most relevant data available. Our investment committee reviews and approves all investment valuations.

Our available-for-sale equity securities are all valued using Level 1 or Level 2 inputs.

Management has determined that it will not, at this time, adopt fair value accounting for nonfinancial assets or liabilities currently recorded in the consolidated financial statements, which includes property and equipment, equity method investments, investments carried at cost, deposits and other assets.

- (6) **New accounting pronouncements** - There are several new accounting pronouncements issued by the Financial Accounting Standards Board ("FASB") which are not yet effective. Each of these pronouncements, as applicable, has been or will be adopted by the Company. At April 30, 2011, none of these pronouncements is expected to have a material effect on the financial position, results of operations or cash flows of the Company when adopted.

**NOTE 2: INVESTMENTS**

INVESTMENTS ARE SUMMARIZED AS FOLLOWS AT MARCH 31, 2011 AND DECEMBER 31, 2010.

	2011	2010
<b>Trading securities:</b>		
Balance, beginning of period	\$ -	\$ -
Shares acquired from a related party	-	26,334
Cost of securities sold	-	(26,334)
Balance, end of period	<u>\$ -</u>	<u>\$ -</u>
Proceeds from sale of trading securities	<u>\$ -</u>	<u>\$ 32,917</u>
Gain from sale of trading securities	<u>\$ -</u>	<u>\$ 6,583</u>
	2011	2010
<b>Available for sale securities:</b>		
Cost at beginning of period	\$ 200,473	\$ 83,286
Transfer from investments accounted for by the cost method	-	100,000
Received as management fees	-	33,000
Acquired in exchange for DineOut shares	-	124,573
Proceeds from sale of securities	-	(41,645)
Realized loss	-	(98,741)
Cost at end of year	200,473	200,473
Unrealized gain (loss)	138,027	152,027
Total	<u>\$ 338,500</u>	<u>\$ 352,500</u>
	2011	2010
<b>Investments using the equity method:</b>		
Balance, beginning of year	\$ 87,200	\$ 82,500
Equity in earnings (loss)	5,103	58,337
Sale of investment	-	(37,500)
Distributions received	(4,539)	(16,137)
Balance, end of year	<u>\$ 87,764</u>	<u>\$ 87,200</u>

	2011	2010
<b>Investments at cost:</b>		
Balance, beginning of year	\$ 766,598	\$1,191,598
Impairment	-	(250,000)
Proceeds from sale of investment	-	(75,000)
Investment transferred to available-for-sale Securities	-	(100,000)
Total	<u>\$ 766,598</u>	<u>\$ 766,598</u>

#### AVAILABLE-FOR-SALE SECURITIES

Our available-for-sale securities consist of the following:

	Cost	Realized Holding Loss	Unrecognized Holding Gains (Losses)	Fair Value
<u>March 31, 2011</u>				
Remodel Auction *	\$ 100	\$ -	\$ (100)	\$ -
North American Energy	126,000	-	(84,000)	42,000
North American Energy *	10,500	-	(1,500)	9,000
Efftec International, Inc. *	22,500	-	7,500	30,000
Efftec International, Inc. (warrant) *	-	-	7,500	7,500
HiTech Stages	124,573	-	125,427	250,000
	<u>\$ 283,673</u>	<u>\$ -</u>	<u>\$ 54,827</u>	<u>\$ 338,500</u>
<u>December 31, 2010</u>				
Syzygy Entertainment, Ltd. *	\$ 1,286	\$ (1,286)	\$ -	\$ -
Remodel Auction *	40,000	(39,100)	100	1,000
North American Energy	126,000	-	(98,000)	28,000
North American Energy *	10,500	-	(4,500)	6,000
Efftec International, Inc. *	22,500	-	22,500	45,000
Efftec International, Inc. (warrant) *	-	-	22,500	22,500
HiTech Stages	124,573	-	125,427	250,000
	<u>\$ 324,859</u>	<u>\$ (40,386)</u>	<u>\$ 68,027</u>	<u>\$ 352,500</u>

\* Investments acquired in exchange for management services.

**Syzygy Entertainment, Ltd.** - During 2007, the Company acquired 342,814 shares of Syzygy in exchange for a management services contract which covered a one-year period commencing April 1, 2007. The shares were valued at \$1.50 per share, a discount to the listed price at that time. Also during 2007, Mr. Pruitt contributed 300,000 shares of Syzygy Entertainment, Ltd. to the Company, which was valued by the investment committee at \$600,000 on the dates contributed. Mr. Pruitt did not receive additional compensation as a result of the transfers.

As a result of the above transactions, the Company owns 642,814 shares of Syzygy with a cost of \$1,114,221 and a fair value as of December 31, 2010 of \$0. The Company considers this decline in value to be other than temporary and has recognized an impairment loss of \$75,852 in 2009 and \$1,286 in 2010.

**Remodel Auction Incorporated** - Remodel Auction Incorporated was formed to launch and operate an online listing service for remodeling projects. The Company received 167 shares of Remodel Auction common stock in exchange for providing management services for one year, effective January 1, 2009. We valued our initial investment of 167 shares at 50% of the price Remodel was receiving from third parties for its stock, \$125,000. Remodel Auction began trading under the symbol REMD on August 10, 2009, and the Company received an additional 167 shares of Remodel common stock pursuant to its management agreement. We recorded the additional 167 shares at the trading price of the stock on that date of \$900 per share and recognized \$150,000 in management income. Remodel Auction began trading on the Pink Sheets, and the market price was readily determinable. Therefore, the Company transferred this investment from investments accounted for by the cost method to available-for-sale securities. The market value of Remodel Auction was approximately the same as the original cost at the time of the transfer. Accordingly, the transfer was recorded at the original cost. At December 31, 2009, the common stock had declined to \$120 per share and the Company determined that the loss was other-than temporary and recorded a loss of \$235,000 on its investment in Remodel Auction common stock. During 2010, the Company recognized an additional impairment of \$39,100. At December 31, 2010, the Company valued its investment at \$1,000 and recorded an unrealized gain of \$100. At March 31, 2011, the Company valued its investment at 0.

**North American Energy Resources, Inc.** - During the quarter ended June 30, 2009, the Company exchanged its oil & gas property investments for 700,000 shares of North American Energy Resources, Inc. ("NAEY") which were valued at \$126,000 based on the closing price of NAEY on the date of the trade. The Company initially classified the NAEY as a trading security when it was acquired based on the Company's intent to begin selling the shares before the end of 2009. In November 2009 the Company decided that it would not sell the stock in the near term and determined that the investment should be reclassified as an available-for-sale security and classified as non-current, due to uncertainties about when it would be sold. At the time of the decision to reclassify the investment as available-for-sale, the trading price and value were approximately equal to the cost. Accordingly, upon the transfer at fair value, the shares were transferred at \$126,000, the original cost to the Company. At December 31, 2010 and 2009, the stock had declined to \$0.04 and \$0.06 per share and the Company recorded an unrealized loss of \$98,000 and \$84,000, respectively, based on the Company's determination that the price decline was temporary. At March 31, 2011, the Company valued the stock at \$0.06 with an unrealized loss of \$84,000.

During the first quarter of 2010, the Company received an additional 150,000 shares of NAEY in exchange for management services. The shares were initially valued at \$10,500, based on the trading price at the time. At December 31, 2010, the Company recorded an unrealized loss of \$4,500 based on the market value of \$6,000. At March 31, 2011, the Company recorded and unrealized loss of \$1,500 based on a market value of \$9,000.

NAEY appointed a new management team in December 2010 and appears to have an opportunity for the stock price to recover. Accordingly, the Company determined that the decline was temporary.

**EffTec International, Inc.** - Effective April 1, 2010, the Company's CEO became a director and the CEO of EffTec International, Inc. The Company received 150,000 shares of EffTec and an option to acquire an additional 150,000 shares at \$0.15 per share in exchange for the management services to be provided. The shares were valued at \$22,500 based on the trading price of EffTec at the date of the transaction. At December 31, 2010, the shares were valued at \$0.30 per share and the \$22,500 increase in value plus the value of the option of \$22,500 was included in accumulated other comprehensive income (loss). At March 31, 2011, the shares were valued at \$0.20 per share and the \$7,500 increase in value plus the value of the option of \$7,500 was included in accumulated other comprehensive income (loss).

EffTec has developed a powerful, easy to use, Internet-based chiller tool called EffTrack™ that:

- Collects, stores and analyzes chiller operating data,
- Calculates and trends chiller performance,
- Diagnoses the cause of chiller inefficiencies,
- Notifies plant contacts when problems occur,
- Recommends corrective actions,
- Measures the results of corrective actions and
- Provides cost analysis of operational improvements.

Chillers are the single largest energy-using component in most industrial or commercial type facilities using water-cooled chillers for comfort or process cooling and can consume up to 50% of the facility's electrical usage. There is a vast array of operational and mechanical problems that occur causing a chiller to lose performance. Even small inefficiencies can result in thousands of dollars in energy waste.

**HiTech Stages, Ltd.** - HiTech Stages, Ltd. ("HiTech") is registered in the UK and is listed on the Frankfurt Stock Exchange (Symbol "JT2.F"). HiTech, in conjunction with a manufacturer, has developed a mobile event stage, including multimedia, which can be packed in three 20' x 8' x 8' containers. The stage can be fully assembled in less than one hour and deployed and operational in ten minutes, including the set-up of all lighting, sound and video systems. This is a revolutionary first in the event business and will rent for approximately one-half of the cost of conventional stage systems. HiTech is in its initial funding stage and intends to raise up to \$5.5 million to finance the manufacture of the first stage and build the distribution support services.

The Company acquired 275,000 shares of HiTech in exchange for 150,450 shares of DineOut. The transaction was initially recorded as an available-for-sale security at the average net sales price of DineOut shares of \$124,573. At December 31, 2010, HiTech closed on the Frankfurt Stock Exchange at €1.00 (\$1.34). Due to the start-up status of HiTech and limited trading volume, the Company valued its investment at \$250,000 at March 31, 2011 and December 31, 2010.

## INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD

Equity investments consist of the following at March 31, 2011 and December 31, 2010:

	2011	2010
<b>Carrying value:</b>		
Chanticleer & Shaw Foods Pty. Ltd. (50%)	\$ 87,764	\$ 87,200
	<u>\$ 87,764</u>	<u>\$ 87,200</u>

Activity from equity investments during the three months ended March 31, 2011 and 2010:

	2011	2010
<b>Equity in earnings (loss):</b>		
Hoot S.A. I, LLC (20%)	2,366	11,797
Hoot S.A. II, LLC (20%)	2,737	-
	<u>\$ 5,103</u>	<u>\$ 11,797</u>
<b>Distributions:</b>		
Hoot S.A. I, LLC (20%)	2,646	-
Hoot S.A. II, LLC (20%)	1,893	-
	<u>\$ 4,539</u>	<u>\$ -</u>

The summarized financial data for Hoot SA, GP is as follows for the three months ended March 31, 2011 and 2010. We own a 20% GP interest in the limited partnerships which own 50% of each restaurant.

	2011	2010
Revenues	\$ 957,735	\$ 626,531
Gross profit	640,751	431,014
Income from continuing operations	51,029	92,424
Net income	51,029	92,424

**Hooters S.A., GP** - The Company formed CHL to own the Company's 50% general partner interest in Hooters S.A., GP, the general partner of the Hooters' restaurant franchises in South Africa. The initial restaurant opened in December 2009 in Durban, South Africa and operations commenced in January 2010. In the initial restaurant CHL has a 10% interest in restaurant cash flows until the limited partners receive payout and a 40% interest in restaurant cash flows after limited partner payout. The second location opened in Johannesburg in June 2010 and a third location is planned to open in Cape Town in the spring of 2011.

## INVESTMENTS ACCOUNTED FOR USING THE COST METHOD

Investments at cost consist of the following at March 31, 2011 and December 31, 2010.

	2011	2010
Chanticleer Investors, LLC	\$ 500,000	\$ 500,000
Edison Nation LLC (FKA Bouncing Brain Productions)	250,000	250,000
Chanticleer Investors II	16,598	16,598
	<u>\$ 766,598</u>	<u>\$ 766,598</u>

**Chanticleer Investors LLC** - The Company sold 1/2 of its investment in Investors LLC in May 2009, which reduced its ownership from 23% to 11.5%. Accordingly, in May 2009, the Company discontinued accounting for this investment using the equity method and began to account for the investment using the cost method. In December 2010, the Company sold an additional \$75,000 of its investment at cost.

On April 18, 2006, the Company formed Investors LLC and sold units for \$5,000,000. Investors LLC's principal asset is a convertible note in the amount of \$5,000,000 with Hooters of America, Inc. ("HOA"), collateralized by and convertible into 2% of Hooters common stock. The original note included interest at 6% and was due May 24, 2009. The note was extended until November 24, 2010 and included an increase in the interest rate to 8%.

The Company owned \$1,150,000 (23%) of Investors LLC until May 29, 2009 when it sold 1/2 of its share for \$575,000. Under the original arrangement, the Company received 2% of the 6% interest as a management fee (\$25,000 quarterly) and 4% interest on its investment (\$11,500 quarterly). Under the extended note and revised operating agreement, the Company receives a management fee of \$6,625 quarterly and interest income of \$11,500 quarterly.

On January 24, 2011, Investors LLC and its three partners combined to form HOA Holdings, LLC ("HOA LLC") and completed the acquisition of Hooters of America, Inc. ("HOA") and Texas Wings, Inc. ("TW"). Together HOA LLC has created an operating company with 161 company-owned locations across sixteen states, or nearly half of all domestic Hooters restaurants and over one-third of the locations worldwide.

The Company received \$400,000 in January 2011 for services provided in completion of the purchase of HOA and TW by HOA LLC. The Company has a consulting agreement with HOA LLC and is scheduled to receive \$100,000 in January of each year for director and other services provided by Mr. Pruitt. We have accrued two months of the consulting fee in the amount of \$16,667 at March 31, 2011.

Investors, LLC had a note receivable in the amount of \$5,000,000 from HOA that was repaid at closing. Investors LLC then invested \$3,550,000 in HOA LLC (approximately 3.1%) (\$500,000 of which is the Company's share). One of the investors in Investors LLC that owned a \$1,750,000 share is a direct investor in HOA LLC and now carries its ownership in HOA LLC directly. The Company now owns approximately 14% of Investors LLC.

**EE Investors, LLC** - On January 26, 2006, we acquired an investment in EE Investors, LLC with cash in the amount of \$250,000. We acquired 1,205 units (3.378%) in EE Investors, LLC, whose sole asset is 40% of Edison Nation, LLC (formerly Bouncing Brain Productions, LLC). Edison Nation was formed to provide equity capital for new inventions and help bring them to market. The initial business plan included developing the products and working with manufacturers and marketing organizations to sell the products. This has evolved into a less hands-on program which involves selling products with patents to other larger companies and retaining royalties. Edison Nation has now reached cash flow break-even, and in addition has been retained by a number of companies for which they do product searches to supplement its business. Edison Nation has repaid the majority of its debt and expects to begin making distributions to its owners during 2011. Based on the current status of this investment, the Company does not consider the investment to be impaired.

**Chanticleer Investors II** - The Company paid \$16,598 in professional services to form this partnership. Chanticleer Advisors, LLC acts as the managing general partner and receives a management fee based on a percentage of profits.

**NOTE 3: CONVERTIBLE NOTES PAYABLE**

During the three months ended March 31, 2011, the Company issued convertible notes payable with a total principal balance of \$25,000 in exchange for an amount due a related party of \$25,000. The convertible notes include interest at 10% per annum, which was payable quarterly beginning on April 1, 2010 until maturity on January 4, 2012. The convertible notes are convertible into our common stock at the rate of \$1.75 per share. Convertible notes with a face value of \$711,500 and accrued interest of \$10,000 was converted into 412,286 shares of our common stock on March 30, 2011.

**NOTE 4: NOTES PAYABLE**

The Company has a loan with a bank with a balance of \$249,455 (at March 31, 2011) and \$250,000 (at December 31, 2010) which includes interest at Wall Street Journal Prime + 1% (minimum of 5.5%) payable monthly; is due in monthly payments of \$1,729 commencing February 10, 2011 and the remaining balance is due July 10, 2011. The loan is collateralized by substantially all of the assets of the Company; and is guaranteed by Mr. Pruitt.



**NOTE 5: RELATED PARTY TRANSACTIONS****Due from related parties**

The Company has earned income from and made advances to related parties. The amounts owed to the Company at March 31, 2011 and December 31, 2010 is as follows:

	<b>2011</b>	<b>2010</b>
Chanticleer Investors, LLC	\$ -	\$ 6,035
Chanticleer Investors II, LLC	22,896	46,547
Chanticleer Dividend Fund, Inc.	74,281	30,937
Hoot SA I LLC	3,000	-
Hoot SA II LLC	825	-
Other	750	750
	<u>\$101,752</u>	<u>\$ 84,269</u>

**Due to related parties**

The Company has received non-interest bearing loans and advances from related parties. The amounts owed by the Company as of March 31, 2011 and December 31, 2010 are as follows:

	<b>2011</b>	<b>2010</b>
Avenel Financial Group, a company owned by Mr. Pruitt	21,349	46,349
Chanticleer Investors, LLC	4,045	-
Hoot SA III, LLC	55,000	70,000
	<u>\$ 80,394</u>	<u>\$116,349</u>

\$25,000 of the amount due Avenel Financial Group was exchanged for a convertible note payable effective January 1, 2011 and converted to common stock on March 30, 2011.

**Management income from affiliates**

The Company had management income from its affiliates in the three months ended March 31, 2011 and 2010, as follows:

	2011	2010
Chanticleer Investors, LLC	\$ -	\$ 6,625
Chanticleer Investors II, LLC	22,896	-
North American Energy Resources, Inc.	1,750	-
	<u>\$ 24,646</u>	<u>\$ 6,625</u>

#### **Chanticleer Investors LLC**

See Note 2.

#### **Chanticleer Investors II LLC**

The Company manages Investors II and earns management income. None was recorded during the three months ended March 31, 2010. The 2011 amount is accrued based on first quarter results.

#### **Chanticleer Dividend Fund, Inc. ("CDF")**

On November 10, 2010 the Company formed CDF under the general corporation laws of the State of Maryland. CDF filed a registration statement under Form N-2 to register as a non-diversified, closed-end investment company in January 2011. The Company, through Advisors, will have a role in management of CDF when its registration statement becomes effective.

#### **North American Energy Resources, Inc. ("NAEY")**

The Company's CEO became CEO and a director of NAEY during 2010 and the Company received 150,000 common shares for management services. The shares were valued at \$10,500, based on the trading price of NAEY at the time. The Company's CEO resigned as CEO of NAEY in December 2010 and remains a director.

### **NOTE 6: COMMITMENTS AND CONTINGENCIES**

#### **Lease**

Effective August 1, 2009, the Company entered into an office lease agreement for its office with a term of one year and monthly lease payments of \$2,100. During the quarter ended September 30, 2010, the lease was extended for an additional year with the same terms.

## Hooters South Africa

On April 23, 2009, the Company's wholly owned subsidiary CHL through its 50% ownership of Chanticleer & Shaw Pty, Ltd. entered into a franchise agreement with HOA to open and operate Hooters restaurants in the Republic of South Africa. The current plan calls for four restaurants in the first phase with three additional locations to be added later. The first restaurant opened in December 2009 in Durban and commenced operations effective January 1, 2010. A location in Johannesburg opened in June 2010 and the third location is scheduled to open in Cape Town during the spring of 2011. A fourth location has not been scheduled. The Company's financial commitments have been covered with limited partner investments for the first three restaurants and the Company expects to cover any additional costs for new locations in the same manner.

### NOTE 7: DEFERRED REVENUE

The Company receives equity securities from companies for which it provides management services. Generally the securities are issued in advance of the period over which the service is to be provided, generally one year. The Company values the equity instruments received based upon the stock prices as of the date we reached an agreement with the third party and defers the related revenue. The revenue is then recognized over the period earned. Deferred revenue consists of the following at March 31, 2011 and December 31, 2010.

	2011	2010
Balance at beginning of year	\$ 1,750	\$ 20,833
Additions:		
North American Energy common stock	-	10,500
Amortization	(1,750)	(29,583)
Balance end of year	<u>\$ -</u>	<u>\$ 1,750</u>

### NOTE 8: STOCKHOLDERS' EQUITY

The Company has 200,000,000 shares of its \$0.0001 par value common stock authorized and 2,984,204 and 2,571,918 shares issued and 2,460,974 and 2,048,688 shares outstanding at March 31, 2011 and December 31, 2010, respectively. There are no options outstanding.

Effective March 23, 2011, the Company's common stock was forward split, 2 shares for each share issued, pursuant to written consent by a majority of the Company's shareholders. All share references have been adjusted as if the split occurred prior to all periods presented.

### Warrants

On January 6, 2011, the Company filed a Form S-1 Registration Statement under the Securities Act of 1933. The Registration Statement, when effective, would register one Class A Warrant and one Class B Warrant for each common share of the Company issued. The warrants have a subscription price of \$0.04 which entitles our shareholders to acquire one Class A Warrant which would entitle the holder to acquire one share of our common stock for \$2.75 and one Class B Warrant which would entitle the holder to acquire one share of our common stock for \$3.50. The warrants have a five year life.

## **2011 Transactions**

On March 30, the Company issued 412,286 shares of its common stock in exchange for convertible notes payable with a balance of \$711,500 and accrued interest of \$10,000.

## **2010 Transactions**

During the year ended December 31, 2010, the Company issued: 15,572 shares of its common stock valued at \$25,000 to two consultants for consulting services; 33,594 shares of its common stock valued at \$58,790 for amounts due a related party; and issued 10,000 shares for \$17,500 in accounts payable. Effective December 31, 2010, the Company issued 20,000 shares of its common stock to its outside directors for directors fees valued at \$42,500.

## **NOTE 9: SEGMENTS OF BUSINESS**

The Company is organized into three segments as of March 31, 2011, two of which are active.

### **Management and consulting services ("Management")**

The Company provides management and consulting services for small companies which are generally seeking to become publicly traded. The Company also provides management and investment services for Investors LLC and Investors II.

### **Insurance and specialized financial services ("Insurance")**

We have formed AFS to provide unique financial services to the restaurant, real estate development, investment advisor/asset management and philanthropic organizations. AFS's business operation has not been activated and is expected to initially include captive insurance, CHIRA and trust services.

### **Operation of restaurants (South Africa) ("Restaurants")**

CHL owns 50% of C&S which holds the franchise for the Republic of South Africa with HOA. The Company is funding its 50% capital requirement for the cost of each restaurant with limited partnerships in which it retains a 20% interest and the LPs are allocated an 80% interest in revenues until the LPs receive a 20% return on their investment ("Payout"). After Payout, the Company's share of revenue reverts to 80% and the LPs to 20% of the 50% interest. As of March 31, 2011, two restaurants had been opened and a third is scheduled to be opened at Cape Town in the spring of 2011.

Financial information regarding the Company's segments is as follows for the three months ended March 31, 2011 and 2010.

**Three months ended March 31, 2011**

	Management	Insurance	Restaurants	Total
Revenues	\$ 441,313	\$ -	\$ -	<u>\$ 441,313</u>
Interest expense	\$ 18,759	\$ -	\$ -	<u>\$ 18,759</u>
Depreciation and amortization	\$ 2,549	\$ -	\$ -	<u>\$ 2,549</u>
Profit (loss)	\$ 195,547	\$ -	\$ 5,103	\$ 200,650
Investments and other				<u>24,647</u>
				225,297
Non-controlling interest				<u>410</u>
				<u>\$ 225,707</u>
Assets	\$ 408,571	\$ -	\$ 87,764	\$ 496,335
Investments				<u>1,105,098</u>
				<u>\$1,601,433</u>
Liabilities	\$ 565,291	\$ -	\$ -	<u>\$ 565,291</u>
Expenditures for non-current assets	\$ -	\$ -	\$ -	<u>\$ -</u>

**Three months ended March 31, 2010**

	Management	Insurance	Restaurants	Total
Revenues	\$ 28,333	\$ -	\$ -	<u>\$ 28,333</u>
Interest expense	\$ 49,550	\$ -	\$ -	<u>\$ 49,550</u>
Depreciation and amortization	\$ 2,734	\$ -	\$ -	<u>\$ 2,734</u>
Profit (loss)	\$ (285,073)	\$ -	\$ 11,432	\$ (273,641)
Investments and other				<u>7,842</u>
				(265,799)
Non-controlling interest				<u>(365)</u>
				<u>\$ (266,164)</u>
Assets	\$ 217,786	\$ -	\$ 56,797	\$ 274,583
Investments				<u>1,207,491</u>
				<u>\$1,482,074</u>
Liabilities	\$ 996,192	\$ -	\$ 29,000	<u>\$1,025,192</u>
Expenditures for non-current assets	\$ 3,628	\$ -	\$ -	<u>\$ 3,628</u>

**NOTE 10: DISCLOSURES ABOUT FAIR VALUE**

Assets and liabilities measured at fair value on a recurring basis are summarized in the following tables according to FASB ASC 820 pricing levels.

	<b>Fair Value Measurement Using</b>			
	<b>Recorded value</b>	<b>Quoted prices in active markets of identical assets (Level 1)</b>	<b>Significant other observable inputs (Level 2)</b>	<b>Significant Unobservable Inputs (Level 3)</b>
<b>March 31, 2011</b>				
Assets:				
Available-for-sale securities	<u>\$ 338,500</u>	<u>\$ 88,500</u>	<u>\$ 250,000</u>	<u>\$ -</u>
<b>December 31, 2010</b>				
Assets:				
Available-for-sale securities	<u>\$ 352,500</u>	<u>\$ 101,500</u>	<u>\$ 251,000</u>	<u>\$ -</u>

At March 31, 2011 and December 31, 2010, the Company's available-for-sale equity securities were valued using Level 1 and Level 2 inputs as summarized above. Level 1 inputs are based on unadjusted prices for identical assets in active markets that the Company can access. Level 2 inputs are based on quoted prices for similar assets other than quoted prices in Level 1, quoted prices in markets that are not yet active, or other inputs that are observable or can be derived principally from or corroborated by observable market data for substantially the full term of the assets.

The Company does not have any investments that are measured on a recurring basis using Level 3 inputs.

Certain assets are not carried at fair value on a recurring basis, including investment accounted for under the equity and cost methods. Accordingly, such investments are only included in the fair value hierarchy disclosure when the investment is subject to re-measurement at fair value after initial recognition and the resulting re-measurement is reflected in the consolidated financial statements.

In 2010, the Company considered a cost basis investment to be impaired and recognized an impairment loss of \$250,000 in the consolidated statement of operations. This impairment was determined using Level 3 inputs to determine the estimated fair value, which was determined to be less than the recorded amounts.

See Note 2 for further details of the Company's investments.

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

The following discussion should be read in conjunction with our financial statements and notes thereto included elsewhere in this Form 10-Q. This Form 10-Q contains forward-looking statements regarding the plans and objectives of management for future operations. This information may involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements to be materially different from future results, performance or achievements expressed or implied by any forward-looking statements. Forward-looking statements, which involve assumptions and describe our future plans, strategies and expectations, are generally identifiable by use of the words "may," "will," "should," "expect," "anticipate," "estimate," "believe," "intend," "project" or the negative of these words or other variations on these words or comparable terminology. These forward-looking statements are based on assumptions that may be incorrect, and we cannot assure you that the projections included in these forward-looking statements will come to pass. Our actual results could differ materially from those expressed or implied by the forward-looking statements as a result of various factors.

**Critical Accounting Policies and Estimates**

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the amounts reported in the financial statements. Critical accounting policies are those that are both important to the presentation of our financial condition and results of operations and require management's most difficult, complex, or subjective judgments. Our most critical accounting policy relates to the valuation of our investments.

**Liquidity and capital resources**

At March 31, 2011 and December 31, 2010, the Company had current assets of \$361,578 and \$158,718; current liabilities of \$565,291 and \$645,634; and a working capital deficit of \$203,713 and \$486,916, respectively. The Company had earnings of \$225,707 during the three months ended March 31, 2011 and had an unrealized loss from available-for-sale securities of \$14,000 resulting in comprehensive earnings of \$211,707.

The Company's general and administrative expenses were \$227,007 during the three months ended March 31, 2011 as compared to \$264,221 in the first quarter of 2010. The Company expects its general and administrative cost to be approximately \$225,000 to \$240,000 per quarter in 2011.

As of March 31, 2011, the Company had raised \$351,500, \$412,500 and \$408,250 from limited partners for its share of cost of the Durban and Johannesburg stores which opened in 2010 and the Cape Town store scheduled to open in the spring of 2011, respectively. Additional funds are not expected to be needed for these stores.

The Company expects to meet its obligations in the next twelve months with some or all of the following:

- The Company holds 3,589,661 shares in DineOut at March 31, 2011, which are free-trading on the Frankfurt Exchange and were valued at \$0.937 per share at March 31, 2011. The Company plans to continue to sell some of these shares to meet its short-term capital requirements and collected cash proceeds of \$184,297 and recognized a gain of \$19,630 from sales during the three months ended March 31, 2011;
- The Company currently is receiving its share of earnings from the Durban and Johannesburg, South Africa restaurants which commenced operations in 2010 and will begin receiving its share of earnings from the Cape Town, South Africa location which is scheduled to open in the spring of 2011; and
- The Company is funding the initial formation of Chanticleer Dividend Fund, Inc. ("CDF"), including the registration of its common stock. The Company expects to get most of its capital outlay back after the registration statement becomes effective and CDF begins raising funds.

If the above events do not occur or if the Company does not raise sufficient capital, substantial doubt about the Company's ability to continue as a going concern exists. These consolidated financial statements do not reflect any adjustments that might result from the outcome of these uncertainties.

### Comparison of three months ended March 31, 2011 and 2010

**Revenues** amounted to \$441,313 in the three months ended March 31, 2011, as compared to \$28,333 in the year earlier period and is summarized as follows.

	2011	2010
HOA LLC acquisition	\$ 400,000	\$ -
Investors LLC	-	6,625
Total cash	400,000	6,625
HOA LLC consulting accrual	16,667	-
Investors II accrual	22,896	-
Amortization of deferred revenue	1,750	21,708
	<u>\$ 441,313</u>	<u>\$ 28,333</u>

The Company received cash of \$400,000 and \$6,625 during the three months ended March 31, 2011 and 2010, respectively. The \$400,000 received in 2011 was for services provided in completion of the purchase of HOA and TW by HOA LLC. The Company has a consulting agreement with HOA LLC and is scheduled to receive \$100,000 in January of each year for director and other services provided by Mr. Pruitt, two months of which was accrued at March 31, 2011. The Investors II accrual is for management services rendered to Investors II which is calculated based on fund performance and is paid after the end of each year. The amortization of deferred revenue is the consulting and management fees received by the Company in the form of stock that is earned over an extended period, generally one year.



**General and administrative expenses** consisted of the following for the three months ended March 31, 2011 and 2010:

	2011	2010
Professional services and fees	\$ 39,844	\$ 37,261
Payroll	108,627	166,763
Travel and entertainment	13,186	12,744
Other	65,350	47,453
	<u>\$ 227,007</u>	<u>\$ 264,221</u>

Payroll costs decreased \$58,136 (35%) primarily due to staff reductions after the first quarter of 2010 for personnel employed primarily to assist the Company in raising funds.

**Other income (expense)** consists of the following for the three months ended March 31, 2011 and 2010.

	2011	2010
Realized gain from sale of investments	\$ 19,630	\$ 36,728
Other than temporary decline in available-for-sale securities	-	(40,386)
Equity in earnings of investments	5,103	11,797
Interest and other income	5,017	11,500
Interest expense	(18,759)	(49,550)
	<u>\$ 10,991</u>	<u>\$ (29,911)</u>

The Company realized a gain of \$19,630 from sales of DineOut shares during the 2011 quarter and realized a gain of \$33,263 from sales of DineOut shares and a gain of \$3,465 from sales of trading securities acquired from a related party during the 2010 quarter.

The Company recorded a loss from an other than temporary decline in its available-for-sale securities of \$40,386 in the three months ended March 31, 2010. The loss included \$39,100 for Remodel Auction and \$1,286 for Syzygy.

Equity in earnings of investments in 2011 and 2010 represents the Company's share of net profits from its investment in restaurants in South Africa.

Interest expense increased during the 2010 quarter primarily due to the amortization of the beneficial conversion feature on new convertible notes of \$35,248. The convertible notes were all exchanged for our common stock on March 30, 2011. Accordingly, interest expense should be substantially lower after March 31, 2011.

**ITEM 3: QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

Not applicable.

**ITEM 4: CONTROLS AND PROCEDURES**

**Evaluation of disclosure controls and procedures**

Under the PCAOB standards, a control deficiency exists when the design or operation of a control does not allow management or employees, in the normal course of performing their assigned functions, to prevent or detect misstatements on a timely basis. A significant deficiency is a deficiency, or a combination of deficiencies, in internal control over financial reporting that is less severe than a material weakness, yet important enough to merit the attention by those responsible for oversight of the company's financial reporting. A material weakness is a deficiency, or combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis.

Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of our disclosure controls and procedures, as such term is defined under Rule 13a-15(e) and Rule 15d-15(e) promulgated under the Securities Exchange Act of 1934, as amended (Exchange Act), as of March 31, 2011. Our management has determined that, as of the date of this report, and with the assistance of a third party consultant who has been engaged to assist the Company in preparing its financial statements and its filings with the SEC the Company's disclosure controls and procedures are effective.

**Changes in internal control over financial reporting**

There have been no significant changes in internal controls or in other factors that could significantly affect these controls during the quarter ended March 31, 2011, including any corrective actions with regard to significant deficiencies and material weaknesses.

## **PART II – OTHER INFORMATION**

### **ITEM 1: LEGAL PROCEEDINGS**

Not applicable.

### **ITEM 1A: RISK FACTORS**

Not applicable.

### **ITEM 2: UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

The Company issued 412,286 shares of its common stock to the holders of convertible notes payable with a principal balance of \$711,500 and accrued interest of \$10,000. The shares were sold pursuant to an exemption from registration under Section 4(2) promulgated under the Securities Act of 1933, as amended.

### **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**

Although the Company does not currently employ a Chief Financial Officer, Michael D. Pruitt, President and Chief Executive Officer, is also the principal accounting officer.

### **ITEM 6: EXHIBITS**

The following exhibits are filed with this report on Form 10-Q.

Exhibit 31 Certification pursuant to 18 U.S.C. Section 1350  
Section 302 of the Sarbanes-Oxley Act of 2002

Exhibit 32 Certification pursuant to 18 U.S.C. Section 1350  
Section 906 of the Sarbanes-Oxley Act of 2002

**SIGNATURE**

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.

CHANTICLEER HOLDINGS, INC.

Date: May 11, 2011

By: /s/ Michael D. Pruitt

Michael D. Pruitt,  
Chief Executive Officer and  
Chief Financial Officer



**Exhibit 31**

CHANTICLEER HOLDINGS, INC. FORM 10-Q FOR THE QUARTER ENDED MARCH 31, 2011  
CERTIFICATION OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER  
PURSUANT TO 18 U.S.C. SECTION 1350 AS ADOPTED PURSUANT TO  
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Michael D. Pruitt, certify that:

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

May 11, 2011

/s/ Michael D. Pruitt

Michael D. Pruitt  
Chief Executive Officer and  
Chief Financial Officer

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**Exhibit 32**

CHANTICLEER HOLDINGS, INC. FORM 10-Q FOR THE QUARTER ENDED MARCH 31, 2011  
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

I, Michael D. Pruitt, certify that

1. I am the Chief Executive Officer and Chief Financial Officer of Chanticleer Holdings, Inc.
2. Attached to this certification is Form 10-Q for the quarter ended March 31, 2011, a periodic report (the “periodic report”) filed by the issuer with the Securities Exchange Commission pursuant to Section 13(a) or 15(d) of the Securities and Exchange Act of 1934 (the “Exchange Act”), which contains financial statements.
3. I hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that
  - The periodic report containing the financial statements fully complies with the requirements of Section 13(a) or 15(d) of the Exchange Act, and
  - The information in the periodic report fairly presents, in all material respects, the financial condition and results of operations of the issuer for the periods presented.

May 11, 2011

/s/ Michael D. Pruitt

Michael D. Pruitt  
Chief Executive Officer and  
Chief Financial Officer

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