HUDSON'S GRILL INTERNATIONAL, INC.
2003 ANNUAL REPORT

LETTER TO THE SHAREHOLDERS

To the Shareholders of Hudson's Grill International, Inc.:

In 2003, Hudson's Grill International, Inc. (the "Company"), remained stable – no new franchises were sold and no existing franchise closed. A new franchise in Iowa was sold in early 2004, which may be open by year end or early 2005, and the Company is currently exploring several leads. Its franchisees open more than a year were mostly stable in a market that was mostly down and that only recently has shown any signs of stability or growth. In December 2003 the Company purchased back the development rights to Wisconsin and now plans to hire a representative to monitor and sell franchises in Wisconsin, Michigan and Iowa. The Company continues solely to franchise restaurants and continues to pay off its last two remaining past due debts and has begun to accumulate cash. At some point in time, after enough cash has been accumulated, the Company will more than likely hire a full time franchise director, whose sole job would be to find qualified franchisees. The Company currently has operating franchises in California, Texas, Michigan, and Wisconsin.

Substantial progress has been made in paying off debts during 2003. The Company had incurred substantial debts due to an affiliated entity that is now closed, and due to defending leases associated with a former affiliate, but with the cash flow from operations in 2003, the Company has continued its progress toward paying off almost all its past due debts. It is now down to its last two past due debts, which are owed to persons affiliated with the Company, who have elected to be the last creditors paid. The Company estimates that it will take about two more years to pay off these last two past due debts. With its latest year of profits, the Company has again attained positive net worth.

Although there have been considerable costs associated with all of these activities, the Company appears to be poised to show continuing, steady progress in the coming months, provided that its franchisees don't succumb to the harsh economic times all businesses are facing again this year.

David L. Osborn
President and Chief Executive Officer

April 12, 2004

HUDSON'S GRILLS

Hudson's Grill is a full service, limited menu concept with alcoholic beverage service. The management teams work with the philosophy that the customer should be viewed as their "Guest". They stress quality of product and service, efficient flow of communications, integrity in job performance and strong employee morale. These restaurants range in size from 2,500 to 5,500 square feet. The decor package has the theme of a "Classic Grill of the 50's and 60's", with the front end of a Hudson's automobile coming through the wall as a main feature. Some restaurants are in free standing buildings, and some are located within in-line shopping centers. The average Hudson's Grill employs approximately forty employees, seventy percent of whom are part-time employees.

The restaurants have similar operations and offer similar food. The Company plans to expand by adding new franchises. Since the restaurant industry is very competitive, the Company plans to attract loyal patrons by higher levels of service and more exacting specifications for its products, which in turn, should also attract more potential franchisees. Due to the Company's current plan to pay off debt before entertaining the idea of buying or building new franchises, the Company's current expansion will be completely dependant on current franchisees adding new locations or on getting new franchisees.

Most Hudson's Grill restaurants open at 11 a.m. and remain open until midnight, seven days a week, utilizing the same menu throughout all parts of the day. They specialize in 1/3 pound hamburgers with the beef patties produced to very exacting specifications. The menu also features an expanded chicken sandwich section using top quality chicken breasts and whole wheat buns. Also on the menu are salads, sandwiches, a variety of appetizers, fajitas, tacos, and handmade milkshakes and malts. Cocktails, beer and wine are also available with food. The full service restaurant concept utilizes booths and tables with waiters and waitresses serving the guests.

At December 31, 2003, the Company employed one full time person, who was a corporate employee, and one part time employee, who is the president of the Company.

FRANCHISE PROGRAM

The Company has been issued the trademark registration of a "Hudson's Grill" logo and of the "Hudson's" name. It also has registered its "Burgers*Shakes*Rock'n Roll" service mark. In the past, the Company has secured a permit from the California Department of Corporations to issue Hudson's Grill franchises in California and uses a Uniform Franchise Offering Circular where permitted. As of December 31, 2003, the Company had 10 franchised restaurants that were in operation. The current standard terms to franchise a restaurant are an initial fee of Thirty Five Thousand Dollars and a royalty of four percent of sales, and require that three percent of sales be used for advertising, 1% of which (intended to be a common advertising fee) at the current time is being waived for most franchisees. Unless specially negotiated, the Company is obligated to do the following in exchange for these fees: license its trademarks, names and operations procedures; screen and train potential franchisees; review and approve sites; and provide an operations manual and assistance.

The Company is encouraging franchisees to open restaurants in medium sized markets, where advertising for one or two restaurants is cost effective. The most successful franchisees currently are located in medium sized markets. The Company plans to expand mostly through adding franchises, hopefully, in medium sized markets.

OFFICERS AND DIRECTORS

Below are officers and directors of the Company and their primary employer:

Name	Position	Principal Occupation or Employment	Name of Employer	Principal Business of Employer
David L. Osborn	President	Chief Executive Officer or Partner	Southpoint Management Corp., Famous Bars, Grills &Cafes of America, Inc.	Restaurant Management Services and Operations
Robert W. Fischer	Chairman of the Board, Director	Attorney and Partner	Fischer & Sanger	Legal Services
Anthony B. Duncan	Director	Franchisee and Director	Hudson's Grill of El Paso, Inc.	Restaurants
Mitzy Ferguson	Secretary	Administrative	Brinker International, Inc.	Franchisor/Operator of Restaurants

MARKET PRICE AND MARKET INFORMATION

MARKET INFORMATION.

In early 2001, the Company's Common Stock, no par value, began trading over-the-counter on the NASD OTC Bulletin Board under the National Association of Security Dealers ("NASD") symbol "HGII." As of March 15, 2004, there were approximately 300 registered holders of record of the Company's Common Stock (this excludes approximately 300 shareholders whose stock is held by a nominee or in "street name," because a nominee or street name holder is counted as one registered shareholder even if a nominee is holding stock for many shareholders). The following table sets forth the reported high and low bid prices of the Common Stock for the periods indicated as regularly quoted by the NASD OTC Bulletin Board. The table does not reflect offer prices, and the prices that are shown, are in U.S. Dollars. The over-the-counter market quotations reflect inter-dealer prices, without retail mark-up, mark-down or commissions and may not necessarily represent actual transactions.

FISCAL YEAR ENDED DECEMBER 31, 2002	High	Low
First Quarter ended March 31, 2002	.01	.01
Second Quarter ended June 30, 2002	.15	.01
Third Quarter ended September 30, 2002	.015	.005
Fourth Quarter ended December 31, 2002	.015	.005

FISCAL YEAR ENDED DECEMBER 31, 2003	High	Low
First Quarter ended March 31, 2003	.01	.01
Second Quarter ended June 30, 2003	.02	.01
Third Quarter ended September 30, 2003	.01	.00
Fourth Quarter ended December 31, 2003	.07	.00

As of April 1, 2004, the closing bid price of the Common Stock was $.07. Historical information about the price of the Company's common stock can sometimes be obtained from the Internet by visiting the following site operated by Yahoo.com: http://finance.yahoo.com/q?s=HGIIA.OB&d=t

DIVIDENDS

The Company has not paid cash dividends on its common stock, and, if and when earnings are achieved, the present policy of the Company's Board of Directors (the "Board") is to retain earnings attributable to common stock to provide funds for the operation and expansion of the Company's business and the repayment of debt. The Company does not expect to pay cash dividends on its common stock in the foreseeable future.

ACCOUNTANTS

The Company has invited accountants from Hein & Associates LLP, to be present at the Annual Meeting; therefore they may be present. If a representative of Hein & Associates LLP is present at the Annual Meeting of Shareholders, the representative will be allowed to answer appropriate questions, and will be afforded an opportunity to make a statement if so desired.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF ITS FINANCIAL STATEMENTS

For the year ended December 31, 2003, the Company had a net income of $97,567. This compares to net income of $139,502 for the year ended December 31, 2002. Net income decreased by $41,935. This was mostly due to a drop in Revenue of $40,423. The drop in Revenue, in turn, was mostly due to decreases in the current amount of deferred income for the prepayment of royalty fees from three California franchises (a decrease of $16,235); the repurchase of formerly exclusive territories in Wisconsin treated as a refund ($10,000); the closing of the Santa Barbara franchise (a decrease of $5,334); and a drop in miscellaneous income of $5,542.

In 1993, a franchisee who owned four franchises agreed to pay a higher initial franchise fee in return for a reduced royalty fee. The Company defers its recognition of the additional fee amount, and is amortizing it into income through 2014. The Santa Barbara franchise was one of the franchises involved in this transaction. When it closed at the end of 2002, one time additional income of $13,065 was recognized in 2002. This accounts for the largest part of $16,235 decrease in deferred income in 2003. The combined effect of the closing of Santa Barbara accounts for a decrease in Revenue of $18,399.

REVENUES.

Franchise revenues decreased by $40,423 mostly due to the closing of Santa Barbara and the purchase of the Wisconsin territory. These two events account for $28,399 of the drop in Revenues. The current franchisees' performance in 2003, however, only dropped slightly compared to their performance in 2002, reflecting flat demand nationwide.

COSTS AND EXPENSES.

Operating costs in 2003 were $222,468; this is a decrease from 2002, when operating costs were $233,619. The decrease is mostly due to lower legal and accounting expenses as a result of fewer legal issues in 2003; the legal and accounting expenses declined by $32,440. This large decrease, however, was offset to some extent by several material increases, which include: (1) salaries increased by $12,450 because of an increase in the salary of the Company's president; and (2) travel, meals, entertainment and miscellaneous expenses increased by $9,593, mostly due to a company sponsored meeting of franchisees.

Other income dropped by $12,663 in 2003. This was mostly due to a one time gain on disposal of assets that occurred in 2002.

LIQUIDITY AND CAPITAL RESOURCES.

At December 31, 2003, the Company had working capital of $32,389 as compared to December 31, 2002, when the Company had negative working capital of $62,174. This is largely the result of increasing cash balances at the same time as current liabilities are being paid off from net income.

Changes in its liquidity and capital will depend mostly on continuing royalty fees received from franchisees using the Company's trademark and restaurant concept. This in turn will be reflective of the general economies in the areas where Hudson's Grill restaurants are located. Unfortunately, at the present time, most of the U.S. is stagnant or slowly growing at best. As long as this continues, the year to year sales at the Company's franchisees will likely be mixed, too.

The Company is currently allocating a significant part of its cash flow to pay off accounts payable; it plans to continue to do so until all of its past due debts are essentially paid off. This may take several more years to accomplish. The Company's cash balance of $90,671 at December 31, 2003, was $44,504 more than at the year ended December 31, 2002. The Company will continue to increase its cash reserves in order to withstand any more substantial, future downturn in the U.S. economy.

The effects of inflation on the Company are minimal. To the extent that the franchisees need to raise prices to offset extra costs (and are able to pass the increased costs onto customers), then the Company will have increased royalty fees. Any increase in royalty fees will probably be offset in increased operating costs of the Company. Thus, the Company expects that increases from inflation will be minimal now and in the future.

The Company does not sustain much seasonal volatility in royalty revenues since its franchisees are dispersed geographically and climactically. Additionally, it does not have any material commitments for capital expenditures and doesn't plan any in the foreseeable future.

CRITICAL ACCOUNTING POLICIES.

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the use of management's judgment in making estimates and assumptions that affect amounts reported in the financial statements and the accompanying notes. Summarized below are the accounting policies management believes are most critical to the preparation of the Company's financial statements.

Initial franchise fees are recognized as revenue only after the Company has substantially performed or satisfied all material services or conditions relating to the sale of a new franchise. Continuing franchise fees are recognized as revenue as the fees are earned and collection from the franchisee is reasonably assured. The Company uses the installment method of accounting in those cases when revenue is collectible over an extended period. An allowance for doubtful accounts, if deemed necessary, is recorded based upon management's assessment of a franchisee's inability to make payment.

Income taxes are accounted for under the provisions of Statement of Financial Accounting Standards No. 109, "Accounting for Income Taxes". Under this accounting method, deferred tax assets and liabilities are determined based on the difference between the financial statement and tax bases of assets and liabilities using the enacted tax rates in effect for the year in which the differences are expected to affect taxable income. A valuation allowance is established when necessary to reduce deferred tax assets to the amounts expected to be realized.

The Company is subject to various claims and contingencies arising out of the normal course of business. Liabilities related to commitments and contingencies are recognized when a loss is probable and reasonably estimable.

The Company's significant accounting policies are more fully described in Note 2 to the financial statements that are attached following Item 13.

RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS.

Recently issued accounting pronouncements did not have a material effect on the Company's financial position or results of its operations.

FORM 10-KSB ANNUAL REPORT

A copy of Hudson's 2003 Form 10-KSB Annual Report, as filed with the Securities and Exchange Commission, is available upon request to shareholders and beneficial owners of shares in the Company upon written request addressed to: Hudson's Grill International, Inc., 16970 Dallas Parkway, Suite 402, Dallas, Texas 75248.

ADDITIONAL INFORMATION

EXECUTIVE OFFICE

The address for the executive office is:

16970 Dallas Parkway, Suite 402
Dallas, Texas 75248

INDEPENDENT AUDITORS

Hein & Associates LLP
14755 Preston Rd.
Suite 320
Dallas, TX 75254

LEGAL COUNSEL

Fischer & Sanger
5956 Sherry Lane, Suite 1204
Dallas, Texas 75225

REGISTRAR AND TRANSFER AGENT

Registrar & Transfer Co.
10 Commerce Drive
Cranford, NJ 07016

STOCKHOLDERS MEETING

The 2004 Annual Meeting of Stockholders will be held at the Hudson's Grill

International, Inc., headquarters in Dallas, Texas, located at 16970 Dallas Parkway, Suite 402, Dallas, Texas 75248, on Tuesday, May 25, 2004, at 1:30 p.m. A notice of the meeting, proxy statement and proxy voting sheet, have been mailed to stockholders with this Annual Report.

FINANCIAL STATEMENTS

Attached are the audited financial statements of the Company for the most recent fiscal year ended December 31, 2003.

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HUDSON'S GRILL INTERNATIONAL, INC.

INDEX TO FINANCIAL STATEMENTS

INDEPENDENT AUDITOR'S REPORT

Board of Directors
Hudson's Grill International, Inc.
Dallas, Texas

We have audited the accompanying balance sheets of Hudson's Grill International, Inc. as of December 31, 2003 and 2002, and the related statements of income, stockholders' equity (deficit), and cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Hudson's Grill International, Inc. as of December 31, 2003 and 2002, and the results of its operations and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

HEIN & ASSOCIATES LLP

February 24, 2004
Dallas, Texas

HUDSON'S GRILL INTERNATIONAL, INC.

BALANCE SHEETS

ASSETS

	December 31, 2003	December 31, 2002
CURRENT ASSETS:		
Cash	$ 90,671	$ 46,167
Accounts receivable, no allowance for doubtful accounts	19,470	22,371
Other current assets	7,989	10,135
Total current assets	118,130	78,673
PROPERTY AND EQUIPMENT:		
Furniture and office equipment	17,869	17,869
Accumulated depreciation	(16,842)	(16,157)
Net property and equipment	1,027	1,712
LONG-TERM RECEIVABLE	91,980	103,002
Total assets	$ 211,137	$ 183,387

LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)

	2003	2002
CURRENT LIABILITIES:		
Line of credit	$ -	$ 9,037
Loan payable	35,000	45,000
Accounts payable and accrued expenses	7,756	10,068
Accounts payable to related parties	42,985	76,452
Advances from related party	-	290
Total current liabilities	85,741	140,847
DEFERRED REVENUE	92,841	107,552
Total liabilities	178,582	248,399
COMMITMENTS AND CONTINGENCIES (Note 6)		
STOCKHOLDERS' EQUITY (DEFICIT):		
Common stock, Class A, no par value; 100,000,000 shares authorized, 7,256,986 shares issued and outstanding	142,545	142,545
Common stock, Class B, no par value; 15,000,000 shares authorized, no shares issued and outstanding	-	-
Accumulated deficit	(109,990)	(207,557)
Total stockholders' equity (deficit)	32,555	(65,012)
Total liabilities and stockholders' equity (deficit)	$ 211,137	$ 183,387

See accompanying notes to these financial statements.

HUDSON'S GRILL INTERNATIONAL, INC.

STATEMENTS OF INCOME

	YEARS ENDED DECEMBER 31, 2003	2002
REVENUE	$ 274,901	$ 315,324
OPERATING COSTS	222,468	233,619
Income from operations	52,433	81,705
OTHER INCOME (EXPENSE):		
Settlement income	36,000	36,000
Gain on disposal of assets	-	18,000
Income from sale of assets	7,500	3,187
Interest income	5,161	6,844
Interest expense	(3,527)	(6,234)
Total other income (expense), net	45,134	57,797
NET INCOME	$ 97,567	$ 139,502
NET INCOME PER COMMON SHARE -		
Basic	$ 0.01	$ 0.02
Diluted	$ 0.01	$ 0.02
WEIGHTED AVERAGE COMMON SHARES OUTSTANDING -		
Basic	7,256,986	7,256,986
Diluted	7,373,438	7,256,986

See accompanying notes to these financial statements.

HUDSON'S GRILL INTERNATIONAL, INC.

STATEMENTS OF STOCKHOLDERS' EQUITY (DEFICIT)

YEARS ENDED DECEMBER 31, 2003 AND 2002

	Common Stock		Accumulated	
	Shares	Amount	Deficit	Total
BALANCE, December 31, 2001	7,256,986	$ 142,545	$ (347,059)	$ (204,514)
Net income	-	-	139,502	139,502
BALANCE, December 31, 2002	7,256,986	142,545	(207,557)	(65,012)
Net income	-	-	97,567	97,567
BALANCE, December 31, 2003	7,256,986	$ 142,545	$ (109,990)	$ 32,555

See accompanying notes to these financial statements.

HUDSON'S GRILL INTERNATIONAL, INC.

STATEMENTS OF CASH FLOWS

	YEARS ENDED DECEMBER 31, 2003	2002
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	$ 97,567	$ 139,502
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	685	3,613
Gain on disposal of assets	-	(18,000)
Amortization of deferred franchise fee	(7,211)	(23,446)
Amortization of deferred income from sale of assets	(7,500)	(3,186)
Changes in operating assets and liabilities:		
Accounts receivable	2,901	(58)
Other current assets	2,146	(142)
Accounts payable and accrued expenses	(2,312)	(44,136)
Accounts payable to related parties	(33,467)	(23,160)
Net cash provided by operating activities	52,809	30,987
CASH FLOWS FROM INVESTING ACTIVITIES:		
Repayment of note receivable	11,022	3,801
Proceeds from disposal of assets	-	20,000
Purchases of property and equipment	-	(2,055)
Net cash provided by investing activities	11,022	21,746
CASH FLOWS FROM FINANCING ACTIVITIES:		
Repayment of line of credit and loans payable	(19,037)	(18,460)
Repayment of advances from related parties	(290)	(12,000)
Net cash used in financing activities	(19,327)	(30,460)
NET CHANGE IN CASH	44,504	22,273
CASH, beginning of year	46,167	23,894
CASH, end of year	$ 90,671	$ 46,167
SUPPLEMENTAL DISCLOSURES:		
Income taxes paid	$ -	$ -
Interest paid	$ 3,500	$ 6,200

See accompanying notes to these financial statements.

HUDSON'S GRILL INTERNATIONAL, INC.

NOTES TO FINANCIAL STATEMENTS

1. ORGANIZATION AND BASIS OF PRESENTATION

Hudson's Grill International, Inc. (the "Company") was incorporated in the state of Texas on October 30, 1997. On December 1, 1997, the Company became a wholly-owned subsidiary of Hudson's Grill of America, Inc. ("HGAI" or the "Parent"), a public company, and at that time HGAI transferred certain franchise rights and agreements to the Company. On August 15, 2000 HGAI registered the Company's common stock and distributed 100% of the Company's shares to the stockholders of HGAI.

The Company owns the franchise rights to the *Hudson's Grill* restaurant concept. The Company currently provides management and support services to ten franchised restaurants located in Texas, California, Michigan and Wisconsin.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Cash and Cash Equivalents
The Company considers all highly liquid investments purchased with an original maturity of three months or less to be cash equivalents.

Property and Equipment
Property and equipment are stated at cost. Depreciation is computed using the straight-line method over the estimated useful lives of the assets (generally five to seven years). Depreciation expense was $685 and $3,613 for the years ended December 31, 2003 and 2002, respectively. Maintenance and repairs are expensed as incurred.

Long-Term Receivable
Long-term receivable represents a promissory note received in connection with the sale of a restaurant (See Note 4). The note receivable is reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the note receivable may not be recoverable. Recoverability of notes receivable is determined based upon the Company's assessment as to whether the maker of the note has the ability to make the required payments. If notes receivable are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying value exceeds management's estimated amount to be collected.

Revenue Recognition
Initial franchise fees are recognized as revenue when all material services or conditions relating to the sale have been substantially performed or satisfied and collection is certain. Continuing franchise fees are recognized as revenue as the fees are earned and become receivable from the franchisee.

Stock-Based Compensation
The Company accounts for stock options granted to directors and employees using the intrinsic value method prescribed by Accounting Principles Board Opinion No. 25, *Accounting for Stock Issued to Employees*, ("APB No. 25") and related interpretations. APB No. 25 requires compensation expense be recognized for grants of stock options when the quoted market price of the Company's common stock on the date the options were granted exceeds an option's exercise price. The Company did not grant any stock options with an exercise price that was less than the fair market value of the stock at the date of grant during the years ended December 31, 2003 and 2002. Accordingly, no compensation cost has been recognized for its employee stock options in the accompanying financial statements. The Company has adopted the disclosure provisions of Statement of Financial Accounting Standards ("SFAS") No. 123,

Accounting for Stock-Based Compensation, ("SFAS 123") and SFAS No. 148, *Accounting for Stock-Based Compensation – Transition and Disclosure – an Amendment of FASB Statement No. 123* which require the Company to provide pro forma information regarding net income and net income per share as if compensation cost for the Company's stock options had been determined under the fair value method prescribed by SFAS No. 123. Had compensation cost for the Company's stock options been determined consistent with the SFAS 123 fair value approach, the Company's net income and net income per common share for the years ended December 31, 2003 and 2002, on a pro forma basis, would have been as follows:

	2003	2002
Net income: as reported	$ 97,567	$ 139,502
Add: Stock-based compensation expense included in reported net income	-	-
Deduct: Stock-based compensation expense determined under fair value method	(4,012)	(3,860)
Net income: pro forma	$ 93,555	$ 135,642
Net income per share:		
as reported – basic and diluted	$ 0.01	$ 0.02
Pro forma – basic and diluted	$ 0.01	$ 0.02

The fair values of stock options granted during fiscal years 2003 and 2002 were estimated on the dates of grant using the Black-Scholes option pricing model with the following weighted average assumptions:

	2003	2002
Volatility	50%	50%
Interest rate	4.00%	4.00%
Dividend yield	- %	- %
Expected life	7 years	7 years

Income Taxes

The Company accounts for income taxes using the asset and liability method which recognizes deferred tax assets and liabilities for the future tax impact attributable to differences in the basis of assets and liabilities reported for financial statement and income tax purposes. Valuation allowances are established when necessary to reduce deferred tax assets to amounts expected to be realized.

Earnings Per Share

Basic earnings per share is computed by dividing net income by the weighted average number of common shares outstanding for the period. Diluted earnings per share is computed by dividing net income by the weighted average number of common shares and common stock equivalents outstanding for the period. Common stock equivalents are excluded from the computation if such inclusion would have an anti-dilutive effect.

The following table sets forth the computation of basic and diluted earnings per share:

	Years Ended December 31,	
	2003	2002
Numerator:		
Net income	$ 97,567	$ 139,502
Denominator:		
Weighted average common shares outstanding	7,256,986	7,256,986
Effect of dilutive stock options	116,452	-
Dilutive weighted average common shares	7,373,438	7,256,986
Basic earnings per share	$ 0.01	$ 0.02
Diluted earnings per share	$ 0.01	$ 0.02

At December 31, 2003 and 2002, the Company had 2,330,000 and 3,170,000 stock options that were not included in the dilutive earnings per share calculation because the effect would have been anti-dilutive. Such stock options were excluded because the exercise price of the stock options was greater than the average market price of the Company's common stock in the applicable period.

Use of Estimates
The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Actual results could differ materially from those estimates. Significant estimates made by the Company's management include the allowance for doubtful accounts, carrying amount of a note receivable and contingent lease liabilities.

3. FRANCHISE ACTIVITIES

Under the terms of the Company's standard franchise agreement, franchisees are obligated to pay the Company an initial franchise fee and a weekly continuing franchise fee ("royalty") of generally 4% of gross restaurant revenues. Each franchisee must spend 3% of gross sales on approved advertising, including a weekly 1% marketing fee contributed to the Company's marketing fund. The Company is obligated to provide initial training, continuing management assistance, administration of advertising and sales promotion programs and establishment and monitoring of a marketing fund. During the years ended December 31, 2003 and 2002, the Company received no contribution toward the marketing fund nor has the marketing fund been maintained.

One franchisee agreed to pay an additional fee in return for a reduced royalty fee. The Company deferred its recognition of the additional fee amount, and is amortizing it into income through 2014. In the fourth quarter of 2002, the Company recognized income of $13,065 associated with the franchisee's closure of one of four restaurants covered by the arrangement. Unamortized additional fees at December 31, 2003 and 2002 of $31,983 and $39,194, respectively, were included in deferred revenue.

During the year ended December 31, 2002 the Company added a new franchisee in Wisconsin. The franchisee paid an initial franchise fee of $15,000 in connection with a restaurant, which opened in the third quarter of 2002. In December 2002, two of the Company's franchisees located in California closed their restaurants and terminated their franchise agreements.

Franchising revenues consisted of the following for the years ended December 31,:

	2003	2002
Initial franchise fee	$ -	$ 15,000
Amortization of deferred franchise fee	7,211	23,446
Royalty fees	267,690	276,878
Total franchise revenue	$ 274,901	$ 315,324

4. Sale of Assets and Note Receivable

Prior to the distribution transaction described in Note 1, the Company's Parent sold a restaurant and agreed to receive a promissory note as consideration. The note bears interest at 6%, requires monthly principal and interest payments of $1,600 until fully repaid and is collateralized by certain assets of the restaurant sold. Unpaid balances under the note at December 31, 2003 and 2002 were $91,980 and $103,002, respectively. The gain on the sale was deferred and income is being recognized on an installment basis. At December 31, 2003 and 2002, the deferred gain on the sale totaled $60,858 and $68,358, respectively. The Company recognized income of $7,500 and $3,186 from the sale of these assets during the years ended December 31, 2003 and 2002, respectively.

5. Debt

The Company had a revolving line of credit with a financial institution which provided for borrowings of up to $30,000. Balances outstanding at December 31, 2003 and 2002 under the line of credit were $0 and $9,037, respectively.

Loan payable consisted of the following at December 31,:

	2003	2002
Loan payable to a financial institution; interest at 7%, unsecured and principal and interest payments due on demand	$ 35,000	45,000

6. Commitments and Contingencies

In January 2001, the Company received a judgment with respect to certain assets previously written-off. The judgment and related settlement agreement provided for $118,000 to be paid to the Company. Terms of the settlement agreement provided for an initial payment of $10,000 and thirty-six monthly payments of $3,000 through January 2004. The Company is recognizing income for this settlement as payments are received.

The Company's former parent, HGAI, was involved in litigation arising from a lease associated with a franchised restaurant location that ceased operations. On June 17, 2002, judgment in favor of the landlord was rendered in the amount of $37,042. In addition, HGAI is secondarily liable under other leases for restaurants it sold in prior years. None of these restaurants, lease agreements or obligations were transferred to or assumed by the Company. The Company, based upon consultation with its legal counsel, is of the opinion that the former parent's actual and contingent obligations with respect to these leases will not ultimately be attributable to the Company, but that if a creditor obtained a judgment against the former parent, stock in the Company formerly held by HGAI might be subject to attachment or execution by the creditor under certain limited circumstances. Accordingly, the Company believes these matters will not have a material adverse effect on the Company's financial condition or results of operations, and no provision for any estimated loss is reflected in the accompanying financial statements.

7. INCOME TAXES

There was no provision for income taxes in the years ended December 31, 2003 and 2002 due to the carryforward of net losses ("NOL") incurred in prior years. The Company had no material deferred tax liabilities at December 31, 2003 and 2002.

Deferred taxes consisted of the following at December 31,:

	2003	2002
Deferred tax assets:		
Deferred revenue	$ 32,000	$ 37,000
Net operating loss	170,000	199,000
Total deferred tax assets	202,000	236,000
Valuation allowance	(202,000)	(236,000)
Net deferred taxes	$ -	$ -

The net change in the valuation allowance for deferred tax assets was a decrease of $34,000 and $57,000 in 2003 and 2002, respectively. The changes related primarily to changes in the NOL.

Income taxes payable for the year ended December 31, 2003 and 2002 were reduced by approximately $17,000 and $28,000, respectively, through the utilization of NOL carryforwards in those years. At December 31, 2003 NOL carryforwards of approximately $500,000 were available to offset future taxable income and expire through 2018.

The Company's effective income tax rate varied from the federal statutory rate for the years ended December 31, as follows:

	2003	2002
Federal income tax at statutory rate	34%	34%
Net operating loss carryforward	(34%)	(34%)
Total effective income tax rate	0%	0%

8. STOCK OPTIONS

The Company president's compensation is established at the sole discretion of the board of directors and includes the granting of stock options. The Company also grants stock options to each of its two directors as compensation for their services as directors. During the year ended December 31, 2003, stock options were granted monthly and a total of 408,000 and 240,000 stock options were granted to the president and directors, respectively.

All options granted during 2003 vested immediately, were issued with an exercise price of $0.005 above the market price of the Company's common stock on the date of grant, and expire seven years from the date of grant.

In May 2002, the board of directors decided to cancel all stock options granted in January through May 2002. A total of 350,000 stock options that were already granted were cancelled, and the monthly granting of stock options was discontinued. On December 17, 2002, the Company granted options to purchase a total of 600,000 and 240,000 shares of the Company's common stock to the president and the directors, respectively.

The options granted in December 2002 vested immediately, were issued with an exercise price of $0.015, which exceeded the market value of the Company's common stock on the date of grant, and expire seven years from the date of grant.

The following is a summary of stock option activity:

	Options	Weighted Average Exercise Price
Outstanding at January 1, 2002	2,330,000	$ 0.10
Granted	1,190,000	0.04
Cancelled	(350,000)	0.10
Outstanding at December 31, 2002	3,170,000	$ 0.08
Granted	648,000	0.02
Cancelled	-	0.00
Outstanding at December 31, 2003	3,818,000	$ 0.07

The weighted average fair value of stock options granted during 2003 and 2002 was $0.006 and $0.005, respectively, on the date of grant using the Black-Scholes option pricing model.

The following table summarizes information about stock options outstanding at December 31, 2003:

	Options Outstanding			Options Exercisable	
Range of Exercise Prices	Number Outstanding	Weighted Average Remaining Contractual Life	Weighted Average Exercise Price	Number Exercisable	Weighted Average Exercisable Price
$ 0.10	2,330,000	4 years	$ 0.10	2,330,000	$ 0.10
$.01-.035	1,488,000	6 years	$ 0.02	1,488,000	$ 0.02
	3,818,000		$ 0.07	3,818,000	$ 0.07

9. RELATED PARTY TRANSACTIONS

A law firm associated with a director of the Company provides legal services to the Company. During the years ended December 31, 2003 and 2002, the cost of these services to the Company were approximately $23,500 and $40,100, respectively. Related amounts included in accounts payable to related parties at December 31, 2003 and 2002 were approximately $43,000 and $76,400, respectively.

The Company assumed a loan of a former employee of the Parent with a financial institution (see Note 5). The balance outstanding on the loan was $35,000 and $45,000 at December 31, 2003 and 2002, respectively. Principal and interest payments are due on demand.

The Company leases its corporate office space from a firm in which the president of the Company is a partner. Rental and utility costs for the office space was approximately $17,200 and $16,100 for the years ended December 31, 2003 and 2002, respectively.

One of the directors of the Company is also a franchisee of two restaurants. As part of an agreement with the Company, these restaurants pay no monthly franchise fee.

Advances from related party consisted of amounts due to an organization owned by the president of the Company for expenses paid on the Company's behalf.

10. CONCENTRATIONS OF CREDIT RISK

In the normal course of business, the Company extends unsecured credit to franchisees. In addition, the Company's former parent sold a restaurant and took a promissory note as consideration (see Note 4). The income from the sale has been deferred and is recognized on an installment basis. At December 31, 2003, the balance outstanding under the note receivable and the related deferred income were $91,980 and $103,002, respectively. The Company's note receivable and accounts receivable are subject to potential credit risk. The maximum exposure assuming non-performance by the debtors is the amount shown on the balance sheet at the date of non-performance. The Company believes that an adequate allowance for uncollectible accounts has been established. The allowance for uncollectible accounts is continually monitored, and adjustments are made as necessary.

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