UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 10-Q/A-2

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

For Quarter Ended: **September 30, 2009**

Commission File Number: **000-29507**

CHANTICLEER HOLDINGS, INC.
(Exact name of registrant as specified in its charter)

Delaware	**20-2932652**
(State or Jurisdiction of Incorporation or Organization)	(IRS Employer ID No)

11220 Elm Lane, Suite 203, Charlotte, NC 28277
(Address of principal executive office) (zip code)

4201 Congress Street, Suite 145, Charlotte, NC 28209
(Former 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 October 31, 2009, was 984,911 shares.

EXPLANATORY NOTE

We filed our Quarterly Report on Form 10-Q for the quarter ended September 30, 2009 on November 13, 2009 (the "Original Report") and we filed our First Amended Quarterly Report ("First Amended Report") on January 28, 2010. We are filing this Amendment No. 2 on Form 10-Q/A-2 (this "Second Amendment") to make the following changes:

- To add Note 9 for the restatement;
- To add restated reference in the financial statements; and
- Provide currently dated Exhibit Nos. 31-1 and 32-1.

This Second Amendment is being filed in response to comments we received from the staff of the Division of Corporation Finance of the Securities and Exchange Commission (the "SEC") in connection with the staff's review of the Original Report. We have made no attempt in this Second Amendment to modify or update the disclosures presented in the Original Report or the First Amended Quarterly Report other than as noted in the previous paragraph. Also, this Amendment does not reflect events occurring after the filing of the Original Report. Accordingly, this Amendment should be read in conjunction with the Original Report and our other filings with the SEC subsequent to the filing of the Original Report.

Chanticleer Holdings, Inc. and Subsidiaries

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PART 1: FINANCIAL INFORMATION
ITEM 1: CONDENSED FINANCIAL STATEMENTS

Chanticleer Holdings, Inc. and Subsidiaries
Consolidated Balance Sheets
September 30, 2009 (Unaudited) and December 31, 2008

	2009 (Restated Note 9)	2008
ASSETS		
Current assets:		
Cash and cash equivalents	$ 41,007	$ 14,151
Accounts receivable	7,899	5,150
Marketable securities	385,000	-
Due from related parties	93,442	-
Prepaid expenses	-	4,255
Total current assets	527,348	23,556
Property and equipment, net	31,308	36,161
Deferred acquisition costs	-	279,050
Investments at fair value	37,835	108,545
Other investments accounted for under the equity method	50,000	1,241,371
Other investments accounted for under the cost method	1,549,098	532,598
Deposits	28,980	3,980
Total assets	$ 2,224,569	$ 2,225,261
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 175,815	$ 178,325
Accrued expenses	9,500	500
Notes payable	350,000	500,000
Deferred revenue	114,583	-
Due to related parties	76,590	7,300
Total current liabilities	726,488	686,125
Commitments and contingencies		
Stockholders' equity:		
Common stock, $.0001 par value. Authorized 200,000,000 shares; issued and outstanding 984,911 shares at September 30, 2009 and 946,376 at December 31, 2008	985	946
Additional paid in capital	4,718,886	4,642,347
Unrealized loss on available-for-sale securities	(6,428)	-
Accumulated deficit	(3,215,362)	(3,104,157)
Total stockholders' equity	1,498,081	1,539,136
Total liabilities and stockholders' equity	$ 2,224,569	$ 2,225,261

See accompanying notes to condensed consolidated financial statements.

Chanticleer Holdings, Inc. and Subsidiaries
Consolidated Statements of Operations
For the Three Months Ended September 30, 2009 and 2008
(Unaudited)

	2009 (Restated Note 9)	2008
Management and consulting revenue		
Affiliate	$ 17,125	$ 25,000
Other	243,750	-
	260,875	25,000
Expenses:		
General and administrative expense	197,832	294,901
	197,832	294,901
Loss from operations before income taxes	63,043	(269,901)
Income taxes	-	-
Loss from operations	63,043	(269,901)
Other income (expense)		
Unrealized gain (loss) from marketable equity securities	(98,000)	-
Realized gain from sales of investments	5,551	-
Equity in earnings of investments	-	11,500
Miscellaneous income	50	-
Interest income	11,500	-
Interest expense	(19,116)	(6,852)
Total other income (expense)	(100,015)	4,648
Net loss	(36,972)	(265,253)
Other comprehensive loss:		
Unrealized loss on available-for-sale securities	-	(192,844)
Net comprehensive loss	$ (36,972)	$ (458,097)
Net loss per share, basic and diluted	$ (0.04)	$ (0.28)
Weighted average shares outstanding	978,159	945,053

See accompanying notes to condensed consolidated financial statements.

Chanticleer Holdings, Inc. and Subsidiaries

Consolidated Statements of Operations
For the Nine Months Ended September 30, 2009 and 2008
(Unaudited)

	2009 (Restated Note 9)	2008
Management and consulting revenue		
Affiliate	$ 88,625	$ 203,555
Other	410,978	-
	499,603	203,555
Expenses:		
General and administrative expense	592,073	985,911
Acquisition related costs	279,050	-
Asset impairment	-	137,730
	871,123	1,123,641
Loss from operations before income taxes	(371,520)	(920,086)
Income taxes	-	-
Loss from operations	(371,520)	(920,086)
Other income (expense)		
Unrealized gain from marketable equity securities	259,000	5,000
Realized loss from sale of investments	(8,731)	-
Equity in earnings of investments	23,000	11,748
Miscellaneous income	50	-
Interest income	11,500	-
Interest expense	(24,504)	(14,846)
Total other income (expense)	260,315	1,902
Net loss	(111,205)	(918,184)
Other comprehensive loss:		
Unrealized loss on available-for-sale securities	-	(663,572)
Net comprehensive loss	$ (111,205)	$ (1,581,756)
Net loss per share, basic and diluted	$ (0.12)	$ (1.02)
Weighted average shares outstanding	957,087	899,338

See accompanying notes to condensed consolidated financial statements.

Chanticleer Holdings, Inc. and Subsidiaries
Consolidated Statements of Cash Flows
For the Nine Months Ended September 30, 2009 and 2008
(Unaudited)

	2009 (Restated Note 9)	2008
Cash flows from operating activities		
Net loss	$ (111,205)	$ (918,184)
Adjustments to reconcile net loss to net cash used in operating activities:		
Change in unrealized (gain) loss of marketable securities	(259,000)	(5,000)
Depreciation	9,001	8,581
Equity in (earnings) loss of investments	(23,000)	(11,748)
Common stock issued for services	-	7,993
Investment received in exchange for management services	(150,000)	-
Realized losses	8,731	-
Acquisition related costs	279,050	-
Asset impairment	-	137,730
Change in other assets and liabilities:		
(Increase) decrease in accounts receivable	(750)	(4,462)
(Increase) decrease in prepaid expenses and other assets	(20,745)	14,250
Increase (decrease) in accounts payable and accrued expenses	6,490	129,137
(Increase) decrease in deferred acquisition costs	-	(279,050)
Loan from related parties, net	43,349	-
Increase (decrease) in deferred revenue	(260,417)	(128,555)
Net cash used in operating activities	(478,496)	(1,049,308)
Cash flows from investing activities		
Purchase of fixed assets	(4,148)	(1,822)
Purchase of investments	(79,000)	(120,000)
Distributions from equity investments	64,371	34,500
Advance to Chanticleer Investors LLC	(69,500)	-
Proceeds from sale of investments	667,051	-
Net cash provided by (used in) operating activities	578,774	(87,322)
Cash flows from financing activities		
Proceeds from sale of common stock	76,578	784,701
Cash overdraft	-	(25,736)
Loan repayment	(500,000)	-
Loan proceeds	350,000	378,228
Net cash provided by financing activities	(73,422)	1,137,193
Net increase in cash and cash equivalents	26,856	563
Cash and cash equivalents, beginning of period	14,151	183
Cash and cash equivalents, end of period	$ 41,007	$ 746
Supplemental cash flow information		
Cash paid for interest and income taxes:		
Interest	$ 15,503	$ 6,594
Income taxes	-	-
Non-cash investing and financing activities:		
Rescission of investment purchased with a note	-	70,000
Exchange of oil and gas investment for marketable securities	126,000	-

See accompanying notes to condensed consolidated financial statements.

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") and Avenel Financial Services LLC ("Financial") (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. Ventures has entered into consulting agreements with two clients and has received common stock from the clients for its business management and consulting services. Financial was organized to provide unique financial services to the restaurant, real estate development, investment advisor/asset management and philanthropic organizations. Initial services are expected to include captive insurance, CHIRA and trust services, and Financial's business operation is currently being organized.

The Company formed Chanticleer Holdings, Ltd.,("CHL") a Jersey corporation, during the first quarter of 2009. The Company plans to transfer the franchise rights for South Africa to this company and raise funds in Germany to fund initial development of four planned Hooters restaurant locations. The Company is in a 50/50 joint venture with another company which will fund one-half of the costs. CHL was not active at September 30, 2009, and the Company is pursuing another source of funding.

On July 31, 2006, the Company formed Chanticleer Investors II, LLC (“Investors II”). Investors II began raising funds in January 2007 for the purpose of investing in publicly traded value securities and is managed by Advisors.

(2) Shareholder Actions – The holders of a majority of the Company’s issued and outstanding common stock, pursuant to a written consent in lieu of a meeting, in accordance with the Company’s certificate of incorporation and Delaware General Corporation Law Section 228, have approved: (i) the withdrawal of the Company’s election to be treated as a BDC under the 1940 Act and (ii) the reverse split of the Company’s issued and outstanding common stock at a ratio of 1:10.

Withdrawal of the Company’s election to be treated as a BDC under the 1940 Act became effective on July 21, 2008, when the Company filed Form N-54c with the U.S. Securities and Exchange Commission (“SEC”).

The 1:10 reverse split of the Company's issued and outstanding common stock was effective on July 17, 2008, at which time the Company began trading under a new symbol on the OTC Bulletin Board (CCLR). All share amounts and transactions have been restated to give effect to the reverse split as if it happened at the beginning of the earliest period presented.

(3) **General** - The 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 financial statements have not been audited.

Certain information and footnote disclosures normally included in 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 financial statements and notes thereto included in the Company's Annual Report for the period ended December 31, 2008, which is included in the Company's Form 10-K/A.

In preparing the accompanying unaudited condensed consolidated financial statements, the Company has reviewed, as determined necessary by the Company's management, events that have occurred after September 30, 2009, up until the issuance of the financial statements, which occurred on November 13, 2009.

(4) **New accounting pronouncements** - On June 29, 2009, the FASB issued an accounting pronouncement establishing the *FASB Accounting Standards Codification* (the "ASC") as the source of authoritative accounting principles recognized by the FASB to be applied by nongovernmental entities. This pronouncement was effective for financial statements issued for interim and annual periods ending after September 15, 2009, for most entities. On the effective date, all non-SEC accounting and reporting standards will be superseded. Rules and interpretive releases of the SEC under the authority of federal securities laws are also sources of authoritative GAAP for SEC registrants. All other accounting literature is considered non-authoritative. The switch to the ASC affects the way companies refer to U.S. GAAP in financial statements and accounting policies. Citing particular content in the ASC involves specifying the unique numeric path to the content through the Topic, Subtopic, Section and Paragraph structure. The Company adopted this new accounting pronouncement for the quarterly period ended September 30, 2009, as required, and adoption did not have a material impact on our consolidated financial statements taken as a whole.

FASB ASC Topic 260, "Earnings Per Share." On January 1, 2009, we adopted new authoritative accounting guidance under FASB ASC Topic 260, "Earnings Per Share," which provides that unvested share-based payment awards that contain non-forfeitable rights to dividends or dividend equivalents (whether paid or unpaid) are participating securities and shall be included in the computation of earnings per share pursuant to the two-class method.

FASB ASC Topic 320, "Investments - Debt and Equity Securities." New authoritative accounting guidance under ASC Topic 320, "Investments - Debt and Equity Securities," (i) changes existing guidance for determining whether an impairment is other than temporary to debt securities and (ii) replaces the existing requirement that the entity's management assert it has both the intent and ability to hold an impaired security until recovery with a requirement that management assert: (a) it does not have the intent to sell the security; and (b) it is more likely than not it will not have to sell the security before recovery of its cost basis. Under ASC Topic 320, declines in the fair value of held-to-maturity and available-for-sale securities below their cost that are deemed to be other than temporary are reflected in earnings as realized losses to the extent the impairment is related to credit losses. The amount of the impairment related to other factors is recognized in other comprehensive income. We adopted the provisions of the new authoritative accounting guidance under ASC Topic 320 during the first quarter of 2009. Adoption of the new guidance did not significantly impact our consolidated financial statements.

FASB ASC Topic 715, "Compensation - Retirement Benefits." New authoritative accounting guidance under ASC Topic 715, "Compensation - Retirement Benefits," provides guidance related to an employer's disclosures about plan assets of defined benefit pension or other post-retirement benefit plans. Under ASC Topic 715, disclosures should provide users of financial statements with an understanding of how investment allocation decisions are made, the factors that are pertinent to an understanding of investment policies and strategies, the major categories of plan assets, the inputs and valuation techniques used to measure the fair value of plan assets, the effect of fair value measurements using significant unobservable inputs on changes in plan assets for the period and significant concentrations of risk within plan assets. The disclosures required by ASC Topic 715 are not applicable to us.

FASB ASC Topic 805, "Business Combinations." On January 1, 2009, new authoritative accounting guidance under ASC Topic 805, "Business Combinations," became applicable to the Corporation's accounting for business combinations closing on or after January 1, 2009. ASC Topic 805 applies to all transactions and other events in which one entity obtains control over one or more other businesses. ASC Topic 805 requires an acquirer, upon initially obtaining control of another entity, to recognize the assets, liabilities and any non-controlling interest in the acquiree at fair value as of the acquisition date. Contingent consideration is required to be recognized and measured at fair value on the date of acquisition rather than at a later date when the amount of that consideration may be determinable beyond a reasonable doubt. This fair value approach replaces the cost-allocation process required under previous accounting guidance whereby the cost of an acquisition was allocated to the individual assets acquired and liabilities assumed based on their estimated fair value. ASC Topic 805 requires acquirers to expense acquisition-related costs as incurred rather than allocating such costs to the assets acquired and liabilities assumed, as was previously the case under prior accounting guidance. Assets acquired and liabilities assumed in a business combination that arise from contingencies are to be recognized at fair value if fair value can be reasonably estimated. If fair value of such an asset or liability cannot be reasonably estimated, the asset or liability would generally be recognized in accordance with ASC Topic 450, "Contingencies." Under ASC Topic 805, the requirements of ASC Topic 420, "Exit or Disposal Cost Obligations," would have to be met in order to accrue for a restructuring plan in purchase accounting. Pre-acquisition contingencies are to be recognized at fair value, unless it is a non-contractual contingency that is not likely to materialize, in which case, nothing should be recognized in purchase accounting and, instead, that contingency would be subject to the probable and estimable recognition criteria of ASC Topic 450, "Contingencies."

FASB ASC Topic 810, "Consolidation." New authoritative accounting guidance under ASC Topic 810, "Consolidation," amended prior guidance to establish accounting and reporting standards for the non-controlling interest in a subsidiary and for the deconsolidation of a subsidiary. Under ASC Topic 810, a non-controlling interest in a subsidiary, which is sometimes referred to as minority interest, is an ownership interest in the consolidated entity that should be reported as a component of equity in the consolidated financial statements. Among other requirements, ASC Topic 810 requires consolidated net income to be reported at amounts that include the amounts attributable to both the parent and the non-controlling interest. It also requires disclosure, on the face of the consolidated income statement, of the amounts of consolidated net income attributable to the parent and to the non-controlling interest. The new authoritative accounting guidance under ASC Topic 810 became effective for us on January 1, 2009 and did not have a significant impact on our consolidated financial statements.

Further new authoritative accounting guidance under ASC Topic 810 amends prior guidance to change how a company determines when an entity that is insufficiently capitalized or is not controlled through voting (or similar rights) should be consolidated. The determination of whether a company is required to consolidate an entity is based on, among other things, an entity's purpose and design and a company's ability to direct the activities of the entity that most significantly impact the entity's economic performance. The new authoritative accounting guidance requires additional disclosures about the reporting entity's involvement with variable-interest entities and any significant changes in risk exposure due to that involvement as well as its affect on the entity's financial statements. The new authoritative accounting guidance under ASC Topic 810 will be effective January 1, 2010 and is not expected to have a significant impact on our consolidated financial statements.

FASB ASC Topic 815, "Derivatives and Hedging." New authoritative accounting guidance under ASC Topic 815, "Derivatives and Hedging," amends prior guidance to amend and expand the disclosure requirements for derivatives and hedging activities to provide greater transparency about (i) how and why an entity uses derivative instruments, (ii) how derivative instruments and related hedge items are accounted for under ASC Topic 815, and (iii) how derivative instruments and related hedged items affect an entity's financial position, results of operations and cash flows. To meet those objectives, the new authoritative accounting guidance requires qualitative disclosures about objectives and strategies for using derivatives, quantitative disclosures about fair value amounts of gains and losses on derivative instruments and disclosures about credit-risk-related contingent features in derivative agreements. The new authoritative accounting guidance under ASC Topic 815 became effective for us on January 1, 2009 and did not impact our consolidated financial statements.

FASB ASC Topic 820, "Fair Value Measurements and Disclosures." New authoritative accounting guidance under ASC Topic 820,"Fair Value Measurements and Disclosures," affirms that the objective of fair value when the market for an asset is not active is the price that would be received to sell the asset in an orderly transaction, and clarifies and includes additional factors for determining whether there has been a significant decrease in market activity for an asset when the market for that asset is not active. ASC Topic 820 requires an entity to base its conclusion about whether a transaction was not orderly on the weight of the evidence. The new accounting guidance amended prior guidance to expand certain disclosure requirements. We adopted the new authoritative accounting guidance under ASC Topic 820 during the first quarter of 2009. Adoption of the new guidance did not significantly impact our consolidated financial statements.

Further new authoritative accounting guidance (Accounting Standards Update No. 2009-5) under ASC Topic 820 provides guidance for measuring the fair value of a liability in circumstances in which a quoted price in an active market for the identical liability is not available. In such instances, a reporting entity is required to measure fair value utilizing a valuation technique that uses (i) the quoted price of the identical liability when traded as an asset, (ii) quoted prices for similar liabilities or similar liabilities when traded as assets, or (iii) another valuation technique that is consistent with the existing principles of ASC Topic 820, such as an income approach or market approach. The new authoritative accounting guidance also clarifies that when estimating the fair value of a liability, a reporting entity is not required to include a separate input or adjustment to other inputs relating to the existence of a restriction that prevents the transfer of the liability. The forgoing new authoritative accounting guidance under ASC Topic 820 will be effective for our consolidated financial statements beginning October 1, 2009 and is not expected to have a significant impact on our consolidated financial statements.

FASB ASC Topic 825 "Financial Instruments." New authoritative accounting guidance under ASC Topic 825,"Financial Instruments," requires an entity to provide disclosures about the fair value of financial instruments in interim financial information and amends prior guidance to require those disclosures in summarized financial information at interim reporting periods. The new interim disclosures required under Topic 825 had no impact on our consolidated financial statements.

FASB ASC Topic 855, "Subsequent Events." New authoritative accounting guidance under ASC Topic 855, "Subsequent Events," establishes general standards of accounting for and disclosure of events that occur after the balance sheet date but before financial statements are issued or available to be issued. ASC Topic 855 defines (i) the period after the balance sheet date during which a reporting entity's management should evaluate events or transactions that may occur for potential recognition or disclosure in the financial statements, (ii) the circumstances under which an entity should recognize events or transactions occurring after the balance sheet date in its financial statements, and (iii) the disclosures an entity should make about events or transactions that occurred after the balance sheet date. The new authoritative accounting guidance under ASC Topic 855 became effective for our consolidated financial statements for periods ending after June 15, 2009 and did not have a significant impact on our consolidated financial statements.

FASB ASC Topic 860, "Transfers and Servicing." New authoritative accounting guidance under ASC Topic 860, "Transfers and Servicing," amends prior accounting guidance to enhance reporting about transfers of financial assets, including securitizations, and where companies have continuing exposure to the risks related to transferred financial assets. The new authoritative accounting guidance eliminates the concept of a "qualifying special-purpose entity" and changes the requirements for derecognizing financial assets. The new authoritative accounting guidance also requires additional disclosures about all continuing involvements with transferred financial assets including information about gains and losses resulting from transfers during the period. The new authoritative accounting guidance under ASC Topic 860 will be effective January 1, 2010 and is not expected to have a significant impact on our consolidated financial statements.

NOTE 2: CHANGE IN REPORTING ENTITY

From May 23, 2005 until July 21, 2008, the Company operated as a business development company ("BDC") under the Investment Company Act of 1940, as amended (the "1940 Act"). As such, the Company was subject to different reporting requirements and methods of accounting for its investments. With the change back to being an operating company, the Company is no longer subject to the requirements of a BDC and the Company was required to retroactively modify its financial statements as if it were not subject to the requirements of a BDC during all periods presented.

All consolidated financial statements issued by the Company commencing with the Form 10-Q filed for September 30, 2008 have been retroactively modified to exclude any prior BDC accounting.

NOTE 3: INVESTMENTS

Investments are summarized as follows at September 30, 2009 and December 31, 2008:

	2009	2008
Marketable equity securities:		
North American Energy Resources, Inc. at cost	$ 126,000	$ -
Valuation adjustment	259,000	-
	$ 385,000	$ -
Available for sale securities:		
Special Projects Group	$ 31,407	$ 31,407
Syzygy Entertainment, Ltd.	12,856	77,138
Cost less non-temporary impairment	44,263	108,545
Unrealized loss	(6,428)	-
Total	$ 37,835	$ 108,545
Investments using the equity method:		
Balance, beginning of period	$ 1,241,371	$ 1,410,482
Equity in earnings (loss)	23,000	(123,111)
Sale of investment	(575,000)	-
Transfer to investments at cost	(575,000)	-
Distributions	(64,371)	(46,000)
Balance, end of period	$ 50,000	$ 1,241,371
Investments at cost:		
Edison Nation, LLC (FKA Bouncing Brain Productions)	$ 250,000	$ 250,000
Remodel Auction	275,000	-
Lifestyle Innovations, Inc.	100,000	100,000
BreezePlay, Inc.	250,000	-
Chanticleer Investors LLC	575,000	-
Oil and gas investment	-	76,000
Chanticleer Investors II	16,598	16,598
Total	1,466,598	442,598
Deposits	82,500	90,000
Total other investments	$ 1,549,098	$ 532,598

Equity investments consist of the following at September 30, 2009 and December 31, 2008:

	2009	2008
Carrying value:		
Chanticleer Investors, LLC (11.5% and 23%)	$ -	$ 1,150,000
First Choice Mortgage (33 1/3%) (a)	-	41,371
Confluence Partners, LLC (50%)	50,000	50,000
	$ 50,000	$ 1,241,371
Equity in earnings (loss):		
Chanticleer Investors, LLC	$ 23,000	$ 46,000
First Choice Mortgage	-	(169,111)
	$ 23,000	$ (123,111)
Distributions:		
Chanticleer Investors, LLC	$ 23,000	$ 46,000
First Choice Mortgage	41,371	-
	$ 64,371	$ 46,000
Undistributed earnings (loss) included in accumulated deficit	$ 23,000	$ (208,629)

(a) liquidated in January 2009.

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 has classified the NAEY as a trading security and recorded a cumulative unrealized gain of $259,000 at September 30, 2009, based on the closing price of the stock on that date. In addition, the Company sold 1/2 of its interest in Chanticleer Investors LLC for its carrying value of $575,000 during the second quarter and the remaining 11.5% interest was transferred from equity investments to cost investments.

The Company received common stock investments in two non-public companies in exchange for providing management services for one year during the quarter ended March 31, 2009. The Company recorded the investments at their estimated fair market value of $375,000 and is amortizing the related deferred revenue over the one year period in which services are being provided. The investments are being accounted for using the cost method. At September 30, 2009, the Company owned 1,000,000 shares of Remodel Auction and 250,000 shares of BreezePlay.

Remodel Auction Incorporated was formed to launch and operate an online listing service for remodeling projects. We valued our initial investment for 500,000 shares at 50% of the price Remodel was receiving from third parties for its stock. Remodel Auction began trading under the symbol REMD on August 10, 2009, and the Company received an additional 500,000 shares of Remodel common stock pursuant to its management agreement. We recorded the additional 500,000 shares at the trading price of the stock on that date of $0.30 per share and recognized $150,000 in management income.

BreezePlay™ LLC ("BreezePlay"), headquartered in Charlotte, NC, is an energy solutions provider serving the needs of residents and utilities via partnership programs with major utilities. BreezePlay offers a proprietary monitoring system called EnviroScape™, which is the only residential consumer energy management product on the market that monitors residential energy consumption 24/7 to provide actual usage and rate data, and that enables customers the ability to automatically adjust systems to effect consumption and automate savings. BreezePlay's unique technology process and business model gives it significant advantages over other home energy management systems, which are generally too complex, too expensive, and/or require smart meters. Unlike many other software solutions in the marketplace, utilities are encouraged to be strategic partners with BreezePlay, but the business model is not reliant on their participation. There is a pay per-unit installation price, as well as a monthly fee to BreezePlay for ongoing monitoring. Interactive, real-time, consumer energy management using smart grid technology has been an imperative goal of utilities for years and many are aggressively pursuing the BreezePlay system. We valued the 250,000 shares we received in BreezePlay at $250,000, the price at which BreezePlay was selling its common stock to unrelated parties.

On May 31, 2006, we acquired debt owed by Lifestyle Innovations, Inc. with a face value of $1,177,395 for $100,000 in cash. Lifestyle has traded under the symbol LFSI and has only had a deminimus amount of income from a royalty during the last three years. LFSI is not currently a reporting company. The debt was converted into a note with interest at 12% on July 1, 2008. We currently own approximately 28% of the debt of LFSI. LFSI is seeking an acquisition and is currently valued at approximately $400,000 as a shell, based on estimates provided by an attorney knowledgeable in the area.

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 not reached cash flow break-even yet, but has developed a number of companies for which they do product searches to supplement its business. The managing member of EE Investors, LLC is in current discussions with another company that would acquire up to 50% of the ownership of EE Investors at a price which would allow the initial investors to get all of their money back while retaining a smaller interest on a go-forward basis.

NOTE 4: NOTES PAYABLE

On July 15, 2009 the Company repaid its $500,000 line of credit using $250,000 of its cash balance and a new loan in the amount of $250,000. The new loan is due July 10, 2010; includes interest at Wall Street Journal Prime + 1% (minimum of 5.5%) payable monthly; is collateralized by substantially all of the assets of the Company; and is guaranteed by Mr. Pruitt.

On April 3, 2009, the Company received loan proceeds from an individual in the amount of $100,000 which was due June 30, 2009, together with interest at 18% per annum. The individual has agreed to extend the loan to December 31, 2009. Chanticleer Holdings, Ltd is the borrower and the Company has guaranteed the loan.

NOTE 5: RELATED PARTY TRANSACTIONS

Michael D. Pruitt, the Company's Chief Executive Officer, was CFO and the sole director of Syzygy Entertainment, Ltd until he resigned effective June 1, 2009.

The Company had non-interest bearing advances in the amount of $64,590 and $7,300 at September 30, 2009 and December 31, 2008, respectively, from a company partly owned by Mr. Pruitt and $12,000 at September 30, 2009 from personal colleagues of Mr. Pruitt.

At September 30, 2009, the Company had advanced $67,500 to Chanticleer Investors LLC, $21,907 to Green St. Energy, Inc. for whom the Company provides accounting services and for whom Mr. Pruitt is a director, and $4,035 to Chanticleer Holdings Limited, a Jersey corporation the Company may activate.

NOTE 6: COMMITMENTS AND CONTINGENCIES

PENDING ACQUISITION

Hooters, Inc.

On March 11, 2008, the Company entered into a Stock Purchase Agreement for the purchase of Hooters, Inc., Hooters Management Corporation and their related restaurants (collectively "HI") from the nine current individual HI shareholders, many of whom will continue to stay involved in the ongoing operation as shareholders of Chanticleer. The transaction is valued at approximately $55.1 million and could close by the end of 2009.

The termination date for the Company's pending acquisition of the stock of HI and certain of its related entities has passed. Although the sellers have not, to date, exercised their rights to terminate the agreements and the Company continues to seek to consummate these transactions, there is no assurance that the Company will be able to close the pending acquisitions.

In addition, the commitment letters from certain financial institutions to provide one or more related entities of the Company the $85,000,000 Senior Secured Credit have expired, primarily due to the inability of the Company to raise the necessary equity portion of the financing at acceptable terms in today's financial environment. The Company continues to communicate with the financial institutions that agreed to provide the credit facility; however, there can be no assurance that the Company will be successful in obtaining any financing or that the terms of any credit facility in the future will be acceptable to the Company.

NOTE 7: ACQUISITION RELATED COSTS

FASB ASC 805-10-25-23 replaced prior guidance and became effective January 1, 2009. Acquisition-related costs are defined as costs the acquirer incurs to effect a business combination. The paragraph further provides that the acquirer shall account for acquisition-related costs as expenses in the periods in which the costs are incurred and the services received. Pursuant to the Company's planned acquisition of HI, the Company incurred $279,050 in acquisition-related costs which were capitalized in 2008 pursuant to accounting guidance in effect at that time.

FASB ASC 805-10-25-23 applies prospectively to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning after December 15, 2008. Accordingly, on January 1, 2009 the Company charged its previously capitalized acquisition costs to expense on that date.

NOTE 8: GOING CONCERN

At September 30, 2009 and December 31, 2008, the Company had current assets of $527,348 and $23,556; current liabilities of $726,488 and $686,125; and a working capital deficit of $199,140 and $662,569, respectively. The Company incurred a loss of $111,205 during the nine month period ended September 30, 2009. In addition, the Company sold 1/2 of its interest in Chanticleer Investors, LLC for its carrying value of $575,000 during the second quarter.

At September 30, 2009, the Company had $41,007 in cash and has an advance to Investors in the amount of $67,500 available to be returned, giving the Company $108,507 in cash.

Cash administrative expenses were approximately $195,000 in the third quarter and are expected to be approximately $175,000 in the fourth quarter of 2009 and the first three quarters of 2010, assuming no other changes. This total estimated future cash requirement of $700,000 is expected to be met with a combination of existing cash, sales of common stock and management fees and distributions from investments.

The Company formed Chanticleer Holdings, Ltd.,("CHL") a Jersey corporation, during the first quarter of 2009. The Company planned to transfer the franchise rights for South Africa to this company and raise funds in Germany to fund initial development of four planned Hooters restaurant locations. The Company is in a 50/50 joint venture with another company which will fund one-half of the costs. CHL was not active at September 30, 2009, and the Company was pursuing another source of 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.

NOTE 9: RESTATEMENT

The financial statements are being restated as a result of new information which became available on or about January 28, 2010, relating to the valuation of Remodel Auction Incorporated. The shares were originally valued at $70,000. The corrected pricing results in the shares being valued at $150,000.

The following table presents the originally reported amounts, the adjustment made and the restated amount.

	As originally reported	Adjustment	As restated
Balance sheet:			
Other investments accounted for under the cost method	$ 1,469,098	$ 80,000	$ 1,549,098
Accumulated deficit	(3,295,362)	80,000	(3,215,362)
Statement of operations:			
Three months ended September 30, 2009			
Management consulting income - other	163,750	80,000	243,750
Net loss	(116,972)	80,000	(36,972)
Net loss per share, basic and diluted	$ (0.12)		$ (0.04)
Nine months ended September 30, 2009			
Management consulting income - other	330,978	80,000	410,978
Net loss	(191,205)	80,000	(111,205)
Net loss per share, basic and diluted	$ (0.20)		$ (0.12)

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.

On June 1, 2005, we filed a notification on Form N54a with the U.S. Securities and Exchange Commission, (the "SEC") indicating our election to be regulated as a business development company (a "BDC") under the Investment Company Act of 1940 (the "1940 Act"). Under this election, we adopted corporate resolutions to operate as a closed-end management investment company as a BDC. We operated as a non-diversified company as that term is defined in Section 5(b)(2) of the 1940 Act and at all times conducted our business so as to retain our status as a BDC. We could not change the nature of our business so as to cease to be, or withdraw our election as, a BDC without the approval of the holders of a majority of our outstanding voting stock as defined under the 1940 Act.

Withdrawal of the Company's election to be treated as a BDC under the 1940 Act became effective on July 21, 2008, when the Company filed Form N-54c with the SEC, following approval by a majority of the Company's shareholders.

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 September 30, 2009 and December 31, 2008, the Company had current assets of $527,348 and $23,556; current liabilities of $726,488 and $686,125; and a working capital deficit of $199,140 and $662,569, respectively. The Company incurred a loss of $111,205 during the nine month period ended September 30, 2009. In addition, the Company sold ½ of its interest in Chanticleer Investors, LLC for its carrying value of $575,000 during the second quarter.

At September 30, 2009, the Company had $41,007 in cash and has an advance to Investors in the amount of $67,500 available to be returned, giving the Company $108,507 in cash.

Cash administrative expenses were approximately $195,000 in the third quarter and are expected to be approximately $175,000 in the fourth quarter of 2009 and the first three quarters of 2010, assuming no other changes. This total estimated cash requirement of $700,000 is expected to be met with a combination of existing cash, sales of common stock and management fees and distributions from investments.

The Company formed Chanticleer Holdings, Ltd. ("CHL"), a Jersey corporation, during the first quarter of 2009. The Company planned to transfer the franchise rights for South Africa to this company and raise funds in Germany to fund initial development of four planned Hooters restaurant locations. The Company is in a 50/50 joint venture with another company which will fund one-half of the costs. CHL was not active at September 30, 2009, and the Company was pursuing another source of 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 September 30, 2009 and 2008

Revenues amounted to $260,875 ($6,625 from Investors LLC) in the three months ended September 30, 2009, as compared to the $25,000 from Investors LLC in the year earlier period. The Company received cash from Investors LLC and was compensated with shares of common stock for the other revenue earned.

General and administrative expense amounted to $197,832 in the 2009 quarter as compared to $294,901 in the 2008 quarter. The principal decreases were professional fees of $40,768, payroll of $28,546, franchise taxes of $16,225 and travel and entertainment of $4,682. The professional fees in 2008 were higher due to the initial work being done to raise capital for the pending acquisitions.

Other income (expense) consists of the following for the three months ended September 30, 2009 and 2008.

	2009	2008
Unrealized gain (loss) from marketable securities	$ (98,000)	$ -
Realized gain from sale of investments	5,551	-
Equity in earnings of investments	-	11,500
Miscellaneous income	50	-
Interest income	11,500	-
Interest expense	(19,116)	(6,852)
	$ (100,015)	$ 4,648

The Company recorded an unrealized loss from its investment in marketable equity securities during the September 2009 quarter, of $98,000, which decreased a portion of the $357,000 unrealized gain recorded in the June 2009 quarter.

The Company realized a gain of $5,551 from sales of marketable securities during the 2009 quarter.

As a result of the sale of 50% of its interest in Chanticleer Investors, LLC, the Company reduced its ownership to 11.5% and now accounts for this investment on the cost method. Under the cost method, earnings are now included in interest income.

Interest expense increased during the 2009 quarter primarily due to the higher interest rate on funds borrowed at the end of the first quarter (18%) of 2009.

Comparison of nine months ended September 30, 2009 and 2008

Revenues amounted to $499,603 ($56,625 from Investors LLC and $5,500 from Syzygy Entertainment, Ltd. in cash) in the nine months ended September 30, 2009, as compared to the $203,553 ($75,000 from Investors LLC) in the year earlier period. The Company received cash from Investors LLC and was compensated with shares of common stock for all of the other revenue earned.

General and administrative expense amounted to $592,073 in the nine months ended September 30, 2009 as compared to $985,911 in the 2008 period. The principal decreases were professional fees of $227,215, printing and reproduction of $20,218, payroll of $36,163 and travel and entertainment of $47,136. The professional fees in 2008 were higher due to the initial work being done to raise capital for the pending acquisitions.

The Company charged its previously capitalized acquisition costs to expense on January 1, 2009, as a result of a revision in an accounting pronouncement.

Other income (expense) consists of the following for the nine months ended September 30, 2009 and 2008.

		2009		2008
Unrealized gain from marketable securities	$	259,000	$	5,000
Realized loss from sale of investments		(8,731)		-
Equity in earnings of investments		23,000		11,748
Miscellaneous income		50		-
Interest income		11,500		-
Interest expense		(24,504)		(14,846)
	$	260,315	$	1,902

The Company recorded an unrealized gain from appreciation of its investment in marketable equity securities during the 2009 period of $259,000 as compared to $5,000 in the 2008 period.

The realized loss of $8,731 consists of an other than temporary decline in value of available-for-sale securities in the amount of $64,282 in the first quarter of 2009, a gain from the exchange of our oil and gas property investments for marketable equity securities of $50,000 in the second quarter of 2009 and a gain of $5,551 from sales of marketable equity securities in the third quarter of 2009.

The equity in earnings of investments is from our investment in Investors LLC of $23,000 in 2009 and $34,500 in 2008, with a loss of $22,752 in 2008 from another investment which was liquidated in January 2009. As a result of the sale of 50% of its interest in Chanticleer Investors, Ltd., the Company reduced its ownership to 11.5% and now accounts for this investment on the cost method. Under the cost method, earnings are now included in interest income.

Interest expense increased during the 2009 quarter primarily due to the higher interest rate on funds borrowed at the end of the first quarter (18%) of 2009.

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 significant deficiency is a control deficiency, or combination of control deficiencies, that , in the Company's judgment, would adversely affect the ability to initiate, authorize, record, process, or report external financial data reliably in accordance with generally accepted accounting principles such that there is more than a remote likelihood that a misstatement of the annual or interim financial statements that is more than inconsequential will not be prevented or detected. A material weakness is a significant deficiency, or combination of significant deficiencies, that, in our judgment, results in more than a remote likelihood that a material misstatement of the annual or interim financial statements will not be prevented or detected.

The material weaknesses identified were:

- Due to the limited number of accounting employees, the Company is unable to segregate all noncompatible duties, which would prevent one person from having significant control over the initiation, authorization and recording of transactions. This condition is characteristic of all companies except those with large numbers of accounting personnel. A mitigating control is the personal involvement of the members of the Board of Directors in the analysis and review of internal financial data, as well as the consultant retained by the Company to serve the functions of a controller for assistance and preparation of financial reporting.
- An effective Audit Committee is an integral part to the integrity of the Company's financial reporting. The responsibilities of the Audit Committee should be detailed in the Committee's charter and provided to its members. These responsibilities should, at a minimum, require inquiry and awareness of current Company transactions, analysis of interim and annual financial data and review of minutes of the Board of Directors. The Audit Committee's oversight and periodic investigation can serve as a mitigating control to the lack of segregation of duties inherent to companies with a limited number of personnel. The current practices of the Company's Audit Committee do not fulfill these criteria.
- W e did not maintain effective control over the application, monitoring and reporting of the appropriate accounting policies related to available-for-sale securities. Specifically, we did not take into account the other than temporary impairment of available-for-sale securities and did not record the other than temporary impairment as a realized loss rather than as a component of other comprehensive loss in stockholders' equity.
- W e did not maintain effective control over the application, monitoring and reporting of the appropriate accounting policies related to deferred acquisition costs. Specifically, we did not take into account paragraph 59 of SFAS 141(R) which became effective on January 1, 2009 and provides that acquisition related costs shall be expensed in the period in which they are incurred.

Our management has discussed these material weaknesses with our board of directors and has commenced the following remediation efforts to ensure that the significant deficiencies are mitigated. The board of directors has reviewed the lack of segregation of duties issue and has determined it is not practical to add personnel merely to allow for segregation of noncompatible duties. The Company already retains a third party consultant who acts as controller for the Company, who has no check signing authority and no access to assets, to oversee its reporting responsibilities. In addition, as discussed below, the Company plans on expanding the duties of its Audit Committee, which will also further mitigate any perceived weakness due to a lack of segregation of duties.

The board of directors is updating the Audit Committee procedures and responsibilities and will require active participation from the Audit Committee. This is expected to be completed before the end of 2009.

Management of the Company is working with its consultants to implement procedures to reduce the likely-hood of a reoccurrence of the miss-application of accounting procedures.

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 September 30, 2009. Based on the information set forth above, our management has determined that, as of the date of this report, we do not have effective disclosure controls and procedures.

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 September 30, 2009, 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

During the three months ended September 30, 2009, the Company sold 38,535 shares of its common stock for net proceeds of $76,578 pursuant to a Reg S offering.

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: February 23, 2010

By: /s/ Michael D. Pruitt

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

Exhibit 31

CHANTICLEER HOLDINGS, INC. FORM 10-Q/A-2 FOR THE QUARTER ENDED SEPTEMBER 30, 2009
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/A-2 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-a15(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.

February 23, 2010

/s/ Michael D. Pruitt
Michael D. Pruitt
Chief Executive Officer and
Chief Financial Officer

Exhibit 32

CHANTICLEER HOLDINGS, INC. FORM 10-Q/A-2 FOR THE QUARTER ENDED SEPTEMBER 30, 2009
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/A-2 for the quarter ended September 30, 2009, 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.

February 23, 2010

/s/ Michael D. Pruitt
Michael D. Pruitt
Chief Executive Officer and
Chief Financial Officer