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

FORM 10-Q

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

For the quarterly period ended September 30, 2017

OR

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

For the transition period from _____ to _____ .

Commission file number: 000-55209

Algodon Wines & Luxury Development Group, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

52-2158952

(I.R.S. Employer
Identification No.)

135 Fifth Avenue, 10th Floor
New York, NY 10010
(Address of principal executive offices)

212-739-7700

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input checked="" type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

As of November 14, 2017, there were 43,032,671 shares of common stock outstanding.

ALGODON WINES & LUXURY DEVELOPMENT GROUP, INC. AND SUBSIDIARIES
TABLE OF CONTENTS

PART I

FINANCIAL INFORMATION

ITEM 1. Financial Statements

Condensed Consolidated Balance Sheets as of September 30, 2017 (unaudited) and December 31, 2016 3

Unaudited Condensed Consolidated Statements of Operations for the Three and Nine Months Ended September 30, 2017 and 2016 4

Unaudited Condensed Consolidated Statements of Comprehensive Loss for the Three and Nine Months Ended September 30, 2017 and 2016 5

Unaudited Condensed Consolidated Statement of Changes in Temporary Equity and Stockholders' (Deficiency) Equity for the Nine Months Ended September 30, 2017 6

Unaudited Condensed Consolidated Statements of Cash Flows for the Nine Months Ended September 30, 2017 and 2016 7

Notes to Unaudited Condensed Consolidated Financial Statements 9

ITEM 2. Management's Discussion and Analysis of Financial Condition and Results of Operations 26

ITEM 3. Quantitative and Qualitative Disclosures About Market Risk 34

ITEM 4. Controls and Procedures 34

PART II

OTHER INFORMATION

ITEM 1. Legal Proceedings 35

ITEM 1A. Risk Factors 35

ITEM 2. Unregistered Sales of Equity Securities and Use of Proceeds 35

ITEM 3. Defaults Upon Senior Securities 35

ITEM 4. Mine Safety Disclosures 35

ITEM 5. Other Information 35

ITEM 6. Exhibits 36

Signatures 37

PART I FINANCIAL INFORMATION

Item 1. Financial Statements

**ALGODON WINES & LUXURY DEVELOPMENT GROUP, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS**

	<u>September 30, 2017</u> (unaudited)	<u>December 31, 2016</u>
Assets		
Current Assets		
Cash	\$ 1,421,711	\$ 131,190
Accounts receivable, net of allowance of \$4,801 and \$7,001 at September 30, 2017 and December 31, 2016, respectively	216,241	179,637
Accounts receivable - related parties, net of allowance of \$393,000 and \$387,000 at September 30, 2017 and December 31, 2016, respectively	649,924	493,531
Advances and loans to employees	215,757	232,057
Inventory	1,314,698	1,186,189
Prepaid expenses and other current assets, net	169,574	105,429
Current assets of discontinued operations	172,670	208,154
Total Current Assets	<u>4,160,575</u>	<u>2,536,187</u>
Property and equipment, net	4,337,564	3,971,733
Prepaid foreign taxes, net	255,634	337,917
Investment - related parties	29,981	42,688
Deposits	61,284	61,284
Total Assets	<u>\$ 8,845,038</u>	<u>\$ 6,949,809</u>
Liabilities and Stockholders' Equity		
Current Liabilities		
Accounts payable	\$ 194,525	\$ 349,180
Accrued expenses, current portion	1,034,373	1,691,743
Deferred revenue	1,514,786	1,884,606
Loans payable, net, current portion	202,476	31,312
Debt obligations	22,500	162,500
Other liabilities, current portion	16,421	15,776
Current liabilities of discontinued operations	-	44,104
Total Current Liabilities	<u>2,985,081</u>	<u>4,179,221</u>
Accrued expenses, non-current portion	278,272	-
Other liabilities, non-current portion	-	344,127
Loans payable, net, non-current portion	769,972	-
Total Liabilities	<u>4,033,325</u>	<u>4,523,348</u>
Commitments and Contingencies		
Series B convertible redeemable preferred stock, par value \$0.01 per share, 902,670 shares authorized, 761,933 and 0 shares issued and outstanding at September 30, 2017 and December 31, 2016, respectively.	7,619,643	-
Stockholders' (Deficiency) Equity		
Preferred stock, 11,000,000 shares authorized:		
Series A convertible preferred stock, par value \$0.01 per share; 10,097,330 shares authorized; 0 shares issued and outstanding	-	-
Common stock, par value \$0.01 per share; 80,000,000 shares authorized; 43,036,709 and 42,915,379 shares issued and 43,032,298 and 42,910,962 shares outstanding as of September 30, 2017 and December 31, 2016, respectively.	430,366	429,153
Additional paid-in capital	80,741,404	80,102,189
Accumulated other comprehensive loss	(10,721,429)	(10,459,242)
Accumulated deficit	(73,244,201)	(67,631,569)
Treasury stock, at cost, 4,411 shares at September 30, 2017 and December 31, 2016	(14,070)	(14,070)
Total Stockholders' (Deficiency) Equity	<u>(2,807,930)</u>	<u>2,426,461</u>
Total Liabilities and Stockholders' (Deficiency) Equity	<u>\$ 8,845,038</u>	<u>\$ 6,949,809</u>

See Notes to the Condensed Consolidated Financial Statements

ALGODON WINES & LUXURY DEVELOPMENT GROUP, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(unaudited)

	For the three months ended September 30,		For the nine months ended September 30,	
	2017	2016	2017	2016
Sales	\$ 273,135	\$ 262,979	1,304,967	\$ 993,934
Cost of sales	(326,035)	(535,944)	(1,364,635)	(1,275,191)
Gross loss	(52,900)	(272,965)	(59,668)	(281,257)
Operating Expenses				
Selling and marketing	95,664	2,347	303,414	85,225
General and administrative	1,563,251	1,437,750	4,980,668	4,816,105
Depreciation and amortization	57,100	11,274	122,072	63,347
Total operating expenses	1,716,015	1,451,371	5,406,154	4,964,677
Loss from Operations	(1,768,915)	(1,724,336)	(5,465,822)	(5,245,934)
Other (Income) Expenses				
Interest expense, net	104,134	53,141	239,467	144,075
Gain on sale of investment in subsidiary	-	-	(199,200)	-
Common stock price modification	-	-	-	941,530
Warrant modification expenses	-	-	-	68,548
Total other expenses	104,134	53,141	40,267	1,154,153
Loss from Continuing Operations	(1,873,049)	(1,777,477)	(5,506,089)	(6,400,087)
Loss from Discontinued Operations	-	(369,225)	(106,543)	(1,037,549)
Net Loss	(1,873,049)	(2,146,702)	(5,612,632)	(7,437,636)
Dividends paid to Series B preferred stockholders	(60,515)	-	(60,515)	-
Deemed dividend to Series B preferred stockholders	(124,681)	-	(124,681)	-
Net loss attributable to common stockholders	\$ (2,058,245)	\$ (2,146,702)	\$ (5,797,828)	\$ (7,437,636)
Net loss per basic and diluted common share:				
Loss from continuing operations	\$ (0.04)	\$ (0.04)	\$ (0.13)	\$ (0.16)
Loss from discontinued operations	-	(0.01)	-	(0.02)
Net loss per common share	\$ (0.04)	\$ (0.05)	\$ (0.13)	\$ (0.18)
Weighted Average Number of Common Shares Outstanding				
Basic and Diluted	43,036,406	41,708,005	42,982,321	40,597,215

See Notes to the Condensed Consolidated Financial Statements

ALGODON WINES & LUXURY DEVELOPMENT GROUP, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS
(unaudited)

	For the three months ended		For the nine months ended	
	September 30,		September 30,	
	2017	2016	2017	2016
Net Loss	\$ (1,873,049)	\$ (2,146,702)	\$ (5,612,632)	\$ (7,437,636)
Other Comprehensive Loss				
Foreign currency translation adjustments	(245,800)	(142,900)	(262,187)	(678,365)
Total Comprehensive Loss	\$ (2,118,849)	\$ (2,289,602)	\$ (5,874,819)	\$ (8,116,001)

See Notes to the Condensed Consolidated Financial Statements

ALGODON WINES & LUXURY DEVELOPMENT GROUP, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN TEMPORARY EQUITY AND STOCKHOLDERS'
(DEFICIENCY) EQUITY
(unaudited)

	Series B Convertible Redeemable Preferred Stock		Common Stock		Treasury Stock		Additional Paid-In Capital	Accumulated Other Comprehensive Loss	Accumulated Deficit	Total Stockholders' (Deficiency) Equity
	Shares	Amount	Shares	Amount	Shares	Amount				
Balance - December 31, 2016	-	\$ -	42,915,379	\$ 429,153	4,411	\$ (14,070)	\$ 80,102,189	\$ (10,459,242)	\$ (67,631,569)	\$ 2,426,461
Series B preferred stock issued for cash	635,233	6,352,319	-	-	-	-	-	-	-	-
Common stock issued for cash, net of issuance costs of \$4,500	-	-	22,500	225	-	-	40,275	-	-	40,500
Common stock issued in satisfaction of deferred revenue	-	-	62,270	622	-	-	123,917	-	-	124,539
Exchange of 8% notes for Series B preferred stock	126,700	1,267,324	-	-	-	-	-	-	-	-
Stock-based compensation:										
Common stock issued under 401 (k) profit sharing plan	-	-	36,933	370	-	-	73,498	-	-	73,868
Options and warrants	-	-	-	-	-	-	462,036	-	-	462,036
Dividends	-	-	-	-	-	-	(60,515)	-	-	(60,515)
True-up to transfer agent's records	-	-	(373)	(4)	-	-	4	-	-	-
Comprehensive loss:										
Net loss	-	-	-	-	-	-	-	-	(5,612,632)	(5,612,632)
Other comprehensive loss	-	-	-	-	-	-	-	(262,187)	-	(262,187)
Balance - September 30, 2017	<u>761,933</u>	<u>\$ 7,619,643</u>	<u>43,036,709</u>	<u>\$ 430,366</u>	<u>4,411</u>	<u>\$ (14,070)</u>	<u>\$ 80,741,404</u>	<u>\$ (10,721,429)</u>	<u>\$ (73,244,201)</u>	<u>\$ (2,807,930)</u>

See Notes to the Condensed Consolidated Financial Statements

ALGODON WINES & LUXURY DEVELOPMENT GROUP, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(unaudited)

	For the nine months ended	
	September 30,	
	2017	2016
Cash Flows from Operating Activities		
Net loss	\$ (5,612,632)	\$ (7,437,636)
Adjustments to reconcile net loss to net cash used in operating activities:	-	
Stock-based compensation:		
401(k) expense	59,680	60,175
Options and warrants	462,036	813,644
Vesting of restricted stock	-	797,222
Common stock price modification expense	-	941,530
Warrant modification expense	-	68,548
Net realized and unrealized investment losses	12,707	75,568
Depreciation and amortization	122,072	101,758
Amortization of debt discount	1,389	-
Provision for uncollectible assets	9,000	(21,584)
Prepaid compensation amortization	-	2,250
Other non-cash income, net	-	(8,310)
Gain on sale of investment in subsidiary	(199,200)	-
Decrease (increase) in assets:		
Accounts receivable	(218,608)	(191,883)
Inventory	(169,659)	(185,825)
Prepaid expenses and other current assets	(8,594)	(169,405)
Increase (decrease) in liabilities:	-	
Accounts payable and accrued expenses	(773,483)	(122,196)
Deferred revenue	(81,314)	483,895
Other liabilities	645	6,896
Total Adjustments	(783,329)	2,652,283
Net Cash Used in Operating Activities	(6,395,961)	(4,785,353)
Cash Flows from Investing Activities		
Purchase of property and equipment	(440,856)	(260,338)
Proceeds from sale of investment in subsidiary	199,200	-
Net Cash Used in Investing Activities	(241,656)	(260,338)
Cash Flows from Financing Activities		
Proceeds from loans payable	517,244	-
Repayments of loans payable	(32,328)	(50,000)
Proceeds from convertible debt obligations	1,260,000	-
Repayments of debt obligations	(140,000)	-
Dividends paid	(60,515)	-
Proceeds from sale of Series B Preferred stock	6,352,319	-
Proceeds from sale of common stock, net of issuance costs of \$4,500 and \$0 for the nine months ended September 30, 2017 and 2016, respectively	40,500	5,547,590
Net Cash Provided by Financing Activities	7,937,220	5,497,590
Effect of Exchange Rate Changes on Cash	(9,082)	27,391
Net Increase in Cash	1,290,521	479,290
Cash - Beginning of Period	131,190	110,645
Cash - End of Period	\$ 1,421,711	\$ 589,935

See Notes to the Condensed Consolidated Financial Statements

ALGODON WINES & LUXURY DEVELOPMENT GROUP, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS, CONTINUED
(unaudited)

	For the nine months ended	
	September 30,	
	2017	2016
Supplemental Disclosures of Cash Flow Information:		
Interest paid	\$ 123,614	\$ 70,513
Income taxes paid	\$ 27,775	\$ 88
Non-Cash Investing and Financing Activity		
Accrued stock based compensation converted to equity	\$ 73,868	\$ 76,750
Debt and interest converted to equity	\$ 1,267,324	\$ 75,433
Land purchased in exchange for note payable	\$ 517,390	\$ -
Common stock issued in satisfaction of deferred revenue	\$ 124,539	\$ -

See Notes to the Condensed Consolidated Financial Statements

**ALGODON WINES & LUXURY DEVELOPMENT GROUP, INC. AND SUBSIDIARIES NOTES TO CONDENSED
CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)**

1. ORGANIZATION

Through its wholly-owned subsidiaries, Algodon Wines & Luxury Development Group, Inc. (the “Company”, “Algodon Partners”, “AWLD”), a Delaware corporation that was incorporated on April 5, 1999, currently invests in, develops and operates international real estate projects. The Company’s wholly-owned subsidiaries are InvestProperty Group, LLC, Algodon Global Properties, LLC, and Algodon Europe, Ltd. Through its subsidiaries, the Company currently operates Algodon Mansion (“TAR”), a Buenos Aires-based luxury boutique hotel property and has redeveloped, expanded and repositioned an Argentine winery and golf resort property called Algodon Wine Estates (“AWE”) for subdivision of a portion of this property for residential development.

Through December 31, 2016, AWLD’s wholly owned subsidiary, DPEC Capital, Inc. (“CAP”), was a broker-dealer that provided brokerage securities trading; private equity and venture capital investments; and advisory and other financial services to customers, including AWLD and certain related affiliates (see Note 4 – Discontinued Operations).

AWLD also owned approximately 96.5% of Mercari Communications Group, Ltd. (“Mercari”), a public shell corporation that was current in its SEC reporting obligations. On December 20, 2016 AWLD entered into a Stock Purchase Agreement with a Purchaser, whereby the Purchaser agreed to purchase all of AWLD’s shares of Mercari for \$260,000. The sale of Mercari stock was completed on January 20, 2017 and AWLD received net proceeds after expenses of \$199,200.

2. GOING CONCERN AND MANAGEMENT’S LIQUIDITY PLANS

The accompanying condensed consolidated financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The accompanying condensed consolidated financial statements do not include any adjustments relating to the recoverability and classification of asset amounts or the classification of liabilities that might be necessary should the Company be unable to continue as a going concern. The Company incurred losses from continuing operations of \$1,873,049 and \$5,506,089 during the three and nine months ended September 30, 2017, respectively. The Company has an accumulated deficit of \$73,244,201 at September 30, 2017. Cash used in operating activities was \$6,395,961 and \$4,785,353 for the nine months ended September 30, 2017 and 2016, respectively. The aforementioned factors raise substantial doubt about the Company’s ability to continue as a going concern.

The Company needs to raise additional capital in order to expand its business objectives. The Company funded its operations for the nine months ended September 30, 2017 and 2016 primarily through private placement offerings of \$7,612,319 and \$5,547,590, respectively. If the Company is not able to obtain additional sources of capital, it may not have sufficient funds to continue to operate the business for the next twelve months. Historically, the Company has been successful in raising funds to support its capital needs. Management believes that it will be successful in obtaining additional financing; however, no assurance can be provided that the Company will be able to do so. There is no assurance that these funds will be sufficient to enable the Company to attain profitable operations or continue as a going concern. To the extent that the Company is unsuccessful, the Company may need to curtail its operations and implement a plan to extend payables and reduce overhead until sufficient additional capital is raised to support further operations. There can be no assurance that such a plan will be successful. Such a plan could have a material adverse effect on the Company’s business, financial condition and results of operations, and ultimately the Company could be forced to discontinue its operations, liquidate and/or seek reorganization in bankruptcy. These condensed consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

**ALGODON WINES & LUXURY DEVELOPMENT GROUP, INC. AND SUBSIDIARIES NOTES TO CONDENSED
CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)**

3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”) for interim financial information. Accordingly, they do not include all of the information and disclosures required by accounting principles generally accepted in the United States of America for annual financial statements. In the opinion of management, such statements include all adjustments (consisting only of normal recurring items) which are considered necessary for a fair presentation of the unaudited condensed consolidated financial statements of the Company as of September 30, 2017, and for the three and nine months ended September 30, 2017 and 2016. The results of operations for the three and nine months ended September 30, 2017 are not necessarily indicative of the operating results for the full year. It is suggested that these unaudited condensed consolidated financial statements be read in conjunction with the consolidated financial statements and notes thereto included in the Company’s annual report on Form 10-K for the year ended December 31, 2016, filed with the Securities and Exchange Commission (“SEC”) on March 31, 2017. The condensed consolidated balance sheet as of December 31, 2016 has been derived from the Company’s audited consolidated financial statements.

Use of Estimates

To prepare financial statements in conformity with accounting principles generally accepted in the United States of America, the Company must make estimates and assumptions. These estimates and assumptions affect the reported amounts in the financial statements, and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. The significant estimates and related assumptions made by the Company relate to the valuation of equity instruments, the useful lives of property and equipment and reserves associated with the realizability of certain assets.

Discontinued Operations

The Company accounted for its decision to close down its broker-dealer subsidiary, CAP, as discontinued operations in accordance with the guidance provided in the Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) Topic 360, “Accounting for Impairment or Disposal of Long-Lived Assets,” and ASC Topic 205, “Presentation of Financial Statements,” which require that only a disposal of a component of an entity, or a group of components of an entity, that represents a strategic shift that has, or will have, a major effect on the reporting entity’s operations and financial results shall be reported in the financial statements as discontinued operations. Accordingly, the results of operations for CAP during the periods presented are reclassified into separate line items in the statements of operations. Assets and liabilities are also reclassified into separate line items on the related balance sheets for the periods presented.

Segment Information

The Financial Accounting Standards Board (“FASB”) has established standards for reporting information on operating segments of an enterprise in interim and annual financial statements. The Company operates in one segment which is the business of real estate development in Argentina. The Company’s chief operating decision-maker reviews the Company’s operating results on an aggregate basis and manages the Company’s operations as a single operating segment.

**ALGODON WINES & LUXURY DEVELOPMENT GROUP, INC. AND SUBSIDIARIES NOTES TO CONDENSED
CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)**

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued

Reclassifications

Certain prior year balances have been reclassified in order to conform to current year presentation. These reclassifications have no effect on previously reported results of operations or loss per share.

Foreign Currency Translation

The Company's functional and reporting currency is the United States dollar. The functional currencies of the Company's operating subsidiaries are their local currencies (United States dollar, Argentine peso and British pound). There has been a steady devaluation of the Argentine peso relative to the United States dollar in recent years. Argentine assets and liabilities are translated into U.S. dollars using the exchange rate at the balance sheet date (17.6340 and 15.9681 at September 30, 2017 and December 31, 2016, respectively), and revenue and expense accounts are translated using a weighted average exchange rate for the period or for the year then ended (17.2728 and 14.5245 for the nine months ended September 30, 2017 and 2016, respectively). Resulting translation adjustments are made directly to accumulated other comprehensive income. The Company engages in foreign currency denominated transactions with customers and suppliers, as well as between subsidiaries with different functional currencies.

There has been a steady devaluation of the Argentine peso relative to the United States dollar in the last few years, primarily due to inflation. A highly inflationary economy is defined as an economy with a cumulative inflation rate of approximately 100 percent or more over a three-year period. If a country's economy is classified as highly inflationary, the functional currency of the foreign entity operating in that country must be remeasured to the functional currency of the reporting entity. As of September 30, 2017, the Argentine economy has not been designated as highly-inflationary for accounting purposes. The Company is closely monitoring any developments in Argentina and is evaluating the potential impact on its consolidated financial statements, if the Argentine economy is deemed to be highly inflationary.

Property and Equipment

Investments in property and equipment are recorded at cost. These assets are depreciated using the straight-line method over their estimated useful lives. Most of the Company's assets are located in Argentina and are subject to variation as a result of foreign currency translation.

The Company capitalizes internal vineyard improvement costs when developing new vineyards or replacing or improving existing vineyards. These costs consist primarily of the costs of the vines and expenditures related to labor and materials to prepare the land and construct vine trellises. Expenditures for repairs and maintenance are charged to operating expense as incurred. The cost of properties sold or otherwise disposed of and the related accumulated depreciation are eliminated from the accounts at the time of disposal and resulting gains and losses are included as a component of operating income. Real estate development consists of costs incurred to ready the land for sale, including primarily costs of infrastructure as well as master plan development and associated professional fees. Given that they are not currently in service, the assets are currently not being depreciated.

**ALGODON WINES & LUXURY DEVELOPMENT GROUP, INC. AND SUBSIDIARIES NOTES TO CONDENSED
CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)**

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued

Stock-Based Compensation

The Company measures the cost of services received in exchange for an award of equity instruments based on the fair value of the award. For employees and directors, the fair value of the award is measured on the grant date and for non-employees, the fair value of the award is generally re-measured on financial reporting dates and vesting dates until the service period is complete. The fair value amount of the shares expected to ultimately vest is then recognized over the period services are required to be provided in exchange for the award, usually the vesting period. The estimation of stock-based awards that will ultimately vest requires judgment, and to the extent actual results or updated estimates differ from original estimates, such amounts are recorded as a cumulative adjustment in the period estimates are revised. The Company considers many factors when estimating expected forfeitures, including types of awards, employee class, and historical experience.

Concentrations

The Company maintains cash with major financial institutions. Cash held in US bank institutions is currently insured by the Federal Deposit Insurance Corporation ("FDIC") up to \$250,000 at each institution. No similar insurance or guarantee exists for cash held in Argentina bank accounts. There were aggregate uninsured cash balances of \$1,321,069 and \$73,633 at September 30, 2017 and December 31, 2016, respectively.

Comprehensive Income (Loss)

Comprehensive income is defined as the change in equity of a business during a period from transactions and other events and circumstances from non-owner sources. It includes all changes in equity during a period except those resulting from investments by owners and distributions to owners. The guidance requires other comprehensive income (loss) to include foreign currency translation adjustments.

Revenue Recognition

The Company earns revenues from its real estate, hospitality, food & beverage, and other related services. Revenues from rooms, food and beverage, and other operating departments are recognized as earned at the time of sale or rendering of service. Cash received in advance of the sale or rendering of services is recorded as advance deposits or deferred revenue on the condensed consolidated balance sheets. Deferred revenues associated with real estate lot sale deposits are recognized as revenues (along with any outstanding balance) when the lot sale closes and the deed is provided to the purchaser. Other deferred revenues primarily consist of deposits accepted by the Company in connection with agreements to sell barrels of wine. These wine barrel deposits are recognized as revenues (along with any outstanding balance) when the barrel of wine is shipped to the purchaser. Sales taxes and value added ("VAT") taxes collected from customers and remitted to governmental authorities are presented on a net basis within revenues in the condensed consolidated statements of operations.

**ALGODON WINES & LUXURY DEVELOPMENT GROUP, INC. AND SUBSIDIARIES NOTES TO CONDENSED
CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)**

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued

Net Loss per Common Share

Basic loss per common share is computed by dividing net loss attributable to common stockholders by the weighted average number of common shares outstanding during the period. Diluted loss per common share is computed by dividing net loss attributable to common stockholders by the weighted average number of common shares outstanding, plus the impact of common shares, if dilutive, resulting from the exercise of outstanding stock options and warrants and the conversion of convertible instruments.

The following securities are excluded from the calculation of weighted average dilutive common shares because their inclusion would have been anti-dilutive:

	September 30,	
	2017	2016
Options	7,839,265	7,524,265
Warrants	1,903,730	1,755,216
Convertible instruments	7,619,210	-
Total potentially dilutive shares	17,362,205	9,279,481

New Accounting Pronouncements

In March 2016, the FASB issued ASU No. 2016-08, “Revenue from Contracts with Customers - Principal versus Agent Considerations”, in April 2016, the FASB issued ASU No. 2016-10, “Revenue from Contracts with Customers (Topic 606) - Identifying Performance Obligations and Licensing” and in May 9, 2016, the FASB issued ASU No. 2016-12, “Revenue from Contracts with Customers (Topic 606)” (“ASU 2016-12”). This update provides clarifying guidance regarding the application of ASU No. 2014-09 - Revenue From Contracts with Customers which is not yet effective. These new standards provide for a single, principles-based model for revenue recognition that replaces the existing revenue recognition guidance. In July 2015, the FASB deferred the effective date of ASU 2014-09 until annual and interim periods beginning on or after December 15, 2017. It will replace most existing revenue recognition guidance under U.S. GAAP when it becomes effective. The Company will evaluate the effects, if any, that adoption of this guidance will have on its financial statements.

In May 2017, the FASB issued ASU No. 2017-09, Compensation - Stock Compensation (Topic 718); Scope of Modification Accounting. The amendments in this ASU provide guidance that clarifies when changes to the terms or conditions of a share-based payment award must be accounted for as modifications. If the value, vesting conditions or classification of the award changes, modification accounting will apply. The guidance is effective for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years. The Company is currently evaluating the impact of the adoption of this standard on its condensed consolidated financial statements.

The Company has implemented all new accounting standards that are in effect and may impact its condensed consolidated financial statements and does not believe that there are any other new accounting standards that have been issued that might have a material impact on its financial position or results of operations.

4. DISCONTINUED OPERATIONS

On November 29, 2016, the Company’s Board of Directors determined that it was in the Company’s best interest to close down CAP and the Company ceased its broker-dealer operations on December 31, 2016. On February 21, 2017, the Company’s request to FINRA for Broker-Dealer Withdrawal (“BDW”) became effective.

**ALGODON WINES & LUXURY DEVELOPMENT GROUP, INC. AND SUBSIDIARIES NOTES TO CONDENSED
CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)**

4. DISCONTINUED OPERATIONS, continued

Results of Discontinued Operations

Summarized operating results of discontinued operations are presented in the following table:

	For The Three Months Ended September 30,		For The Nine Months Ended September, 30	
	2017	2016	2017	2016
Revenues	\$ -	\$ 64,358	\$ -	\$ 115,863
Gross profit	\$ -	\$ 64,358	\$ -	\$ 115,863
Operating expenses	\$ -	\$ (433,698)	\$ (105,772)	\$ (1,153,478)
Interest income (expense)	\$ -	\$ 15	\$ 21	\$ 66
Loss from discontinued operations	\$ -	\$ (369,325)	\$ 105,751	\$ (1,037,549)

Summarized assets and liabilities of discontinued operations are presented in the following table:

	September 30, 2017	December 31, 2016
Related party receivable	\$ 155,420	\$ 155,420
Prepaid expenses and other current assets	17,250	52,734
Total current assets of discontinued operations	<u>\$ 172,670</u>	<u>\$ 208,154</u>
Accounts payable and accrued expenses	\$ -	\$ 44,104
Total current liabilities of discontinued operations	<u>\$ -</u>	<u>\$ 44,104</u>

5. INVENTORY

Inventory at September 30, 2017 and December 31, 2016 is comprised of the following:

	September 30, 2017	December 31, 2016
Vineyard in process	\$ 227,676	\$ 239,978
Wine in process	958,562	741,157
Finished wine	24,708	127,160
Other	103,752	77,894
	<u>\$ 1,314,698</u>	<u>\$ 1,186,189</u>

**ALGODON WINES & LUXURY DEVELOPMENT GROUP, INC. AND SUBSIDIARIES NOTES TO CONDENSED
CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)**

6. INVESTMENTS AND FAIR VALUE OF FINANCIAL INSTRUMENTS

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. In determining fair value, the Company often utilizes certain assumptions that market participants would use in pricing the asset or liability, including assumptions about risk and/or the risks inherent in the inputs to the valuation technique. These inputs can be readily observable, market corroborated, or developed by the Company. The fair value hierarchy ranks the quality and reliability of the information used to determine fair values. Financial assets and liabilities carried at fair value are classified and disclosed in one of the following three categories:

Level 1 - Valued based on quoted prices at the measurement date for identical assets or liabilities trading in active markets. Financial instruments in this category generally include actively traded equity securities.

Level 2 - Valued based on (a) quoted prices for similar assets or liabilities in active markets; (b) quoted prices for identical or similar assets or liabilities in markets that are not active; (c) inputs other than quoted prices that are observable for the asset or liability; or (d) from market corroborated inputs. Financial instruments in this category include certain corporate equities that are not actively traded or are otherwise restricted.

Level 3 - Valued based on valuation techniques in which one or more significant inputs is not readily observable. Included in this category are certain corporate debt instruments, certain private equity investments, and certain commitments and guarantees.

Investments – Related Parties at Fair Value

As of September 30, 2017	Level 1	Level 2	Level 3	Total
Warrants- Affiliates	\$ -	\$ -	\$ 29,981	\$ 29,981
As of December 31, 2016	Level 1	Level 2	Level 3	Total
Warrants- Affiliates	\$ -	\$ -	\$ 42,688	\$ 42,688

**ALGODON WINES & LUXURY DEVELOPMENT GROUP, INC. AND SUBSIDIARIES NOTES TO CONDENSED
CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)**

6. INVESTMENTS AND FAIR VALUE OF FINANCIAL INSTRUMENTS, continued

A reconciliation of Level 3 assets is as follows:

	Warrants
Balance - December 31, 2016	\$ 42,688
Unrealized loss	(12,707)
Balance - September 30, 2017	\$ 29,981

	September 30, 2017	December 31, 2016
Accumulated unrealized (losses) gains related to investments at fair value	\$ (66,079)	\$ (53,372)

It had been the Company's policy to distribute part or all of the warrants CAP earns through serving as placement agent on various private placement offerings for a related but independent entity under common management, to registered representatives or other employees who provided investment banking services. The Company recorded \$1,809 and \$19,393 of compensation expense (fair value) related to these distributed warrants for the three and nine months ended September 30, 2016, respectively. There was no compensation expense recorded related to distributed warrants for the three and nine months ended September 30, 2017. Warrants retained by the Company's broker-dealer subsidiary are marked-to-market at each reporting date using the Black-Scholes option pricing model. Unrealized losses on affiliate warrants of \$4,539 and \$12,707 were recorded during the three and nine months ended September 30, 2017, respectively, and \$28,079 and \$75,568 for the three and nine months ended September 30, 2016, respectively, are included in revenues on the accompanying condensed consolidated statements of operations.

The fair value of the warrants was determined based on the Black-Scholes option pricing model, which requires the input of highly subjective assumptions, including the expected share price volatility. Given that such shares were not publicly-traded, the Company developed an expected volatility figure based on a review of the historical volatilities, over a period of time, of similarly positioned public companies within the industry.

The Company's short term financial instruments include cash, accounts receivable, advances and loans to registered representatives, accounts payable, accrued expenses, deferred revenue, other liabilities, loans payable and debt obligations. The carrying value of these instruments approximate fair value, as they bear terms and conditions comparable to market, for obligations with similar terms and maturities.

**ALGODON WINES & LUXURY DEVELOPMENT GROUP, INC. AND SUBSIDIARIES NOTES TO CONDENSED
CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)**

7. ACCRUED EXPENSES

Accrued expenses are comprised of the following:

	<u>September 30, 2017</u>	<u>December 31, 2016</u>
Accrued compensation and payroll taxes	\$ 463,127	\$ 1,030,015
Accrued taxes payable	93,832	79,926
Accrued interest	291,301	270,761
Other accrued expenses	186,113	311,041
Accrued expenses, current	<u>1,034,373</u>	<u>1,691,743</u>
Accrued payroll tax obligations, non-current	268,177	344,127
Total accrued expenses	<u>\$ 1,302,550</u>	<u>\$ 2,035,870</u>

8. LOANS PAYABLE

On November 7, 2016, the Company received a bank loan in the amount of \$33,300 (ARS \$500,000). The loan had no stated maturity date and bore interest at 10% per month, and interest payments are due monthly. The loan was paid in full on March 13, 2017. The Company paid interest of \$0 and \$7,978 (ARS \$125,000) during the three and nine months ended September 30, 2017, respectively.

On March 31, 2017, the Company received a bank loan in the amount of \$519,156 (ARS \$8,000,000). The loan bears interest at 24.18% per annum, and is due on March 1, 2021. Principal and interest will be paid in forty-two monthly installments beginning on October 1, 2017 and ending on March 1, 2021. The Company incurred interest expense of \$29,285 and \$55,127 on this loan during the three and nine months ended September 30, 2017, respectively.

On August 19, 2017, the Company purchased 845 hectares of land adjacent to its existing property at AWE. The Company paid \$100,000 at the date of purchase and executed a note payable in the amount of \$600,000 with a stated interest rate of 0% and with quarterly payments of \$50,000 beginning on December 18, 2017 and ending August 18, 2021. At the date of purchase, the Company took possession of the property, with full use and access, and will receive the deed to the property after \$400,000 of the purchase price has been paid. The Company imputed interest on the note at 7% per annum, and recorded a discounted note balance of \$517,390 on August 19, 2017. Amortization of the note discount in the amount of \$1,389 for the three and nine months ended September 30, 2017 is recorded as interest expense on the accompanying condensed consolidated statements of operations. The balance on the note was \$518,779, net of debt discount of \$81,221 on September 30, 2017, of which \$116,455 (net of discount of \$33,545) is included in loans payable, net, current and \$402,324 (net of discount of \$47,676) is included in loans payable, net, non-current in the accompanying condensed consolidated balance sheets.

**ALGODON WINES & LUXURY DEVELOPMENT GROUP, INC. AND SUBSIDIARIES NOTES TO CONDENSED
CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)**

9. DEBT OBLIGATIONS

Between January 27, 2017 and February 27, 2017, the Company sold convertible promissory notes to accredited investors for total gross proceeds to the Company of \$1,260,000. The notes had a 90-day maturity, paid 8% annual interest and were convertible into the Company's Series B convertible preferred stock (the "Series B Preferred Stock") at a conversion price of \$10 per share, beginning fifteen days after being notified of the Series B Preferred Stock offering. On March 31, 2017, the \$1,260,000 of principal plus \$7,324 of accrued interest owed on the convertible promissory notes was converted into 126,700 shares of Series B Preferred Stock (See Note 12 - Stockholders' Equity).

The Company's outstanding debt obligations consist of principal remaining related to 8% convertible notes (the IPG Notes) that were issued during 2010. The conversion option on the IPG Notes expired in 2012, and the IPG Notes are no longer convertible into the Company's stock. The balance on the IPG Notes is as follows:

	September 30, 2017			December 31, 2016		
	Principal	Interest [1]	Total	Principal	Interest [1]	Total
IPG Notes	\$ 22,500	\$ 298,625	\$ 321,125	\$ 162,500	\$ 270,761	\$ 433,261

[1] Accrued interest is included as a component of accrued expenses on the accompanying condensed consolidated balance sheets.

During the three and nine months ended September 30, 2017, the Company repaid \$25,000 and \$140,000, respectively, of principal related to the IPG Notes.

The Company accrued interest expense of \$9,463 and \$27,863, respectively, during the three and nine months ended September 30, 2017, and \$8,294 and \$24,457, respectively, during the three and nine months ended September 30, 2016, in connection with the IPG Notes.

10. RELATED PARTY TRANSACTIONS

Assets

Accounts receivable – related parties, net of \$649,924 and \$493,531 at September 30, 2017 and December 31, 2016, respectively, represents the net realizable value of advances made to related, but independent, entities under common management, of which \$579,346 and \$372,456 respectively, represents amounts owed to the Company in connection with expense sharing agreements as described below.

Investments

See Note 6 – Investments and Fair Value of Financial Instruments, for information related to investments in related parties.

**ALGODON WINES & LUXURY DEVELOPMENT GROUP, INC. AND SUBSIDIARIES NOTES TO CONDENSED
CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)**

10. RELATED PARTY TRANSACTIONS, continued

Expense Sharing

On April 1, 2010, the Company entered into an agreement with a related entity of which AWLD's CEO is Chairman and Chief Executive Officer, and AWLD's CFO is an executive officer, to share expenses such as office space, support staff and other operating expenses. The Company is entitled to receive reimbursement of \$87,399 and \$219,754 for expenses incurred during the three and nine months ended September 30, 2017, respectively, and \$14,138 and \$82,528 during the three and nine months ended September 30, 2016, respectively, pursuant to this agreement. The entity owed \$579,230 and \$363,389, respectively, as of September 30, 2017 and December 31, 2016, under this agreement. The amount owed to the Company as of March 31, 2017, will be repaid through October 1, 2018, pursuant to a repayment schedule agreed upon by the Company and the related entity on March 24, 2017. No repayments have been made through September 30, 2017.

The Company has an expense sharing agreement with a related entity to share expenses such as office space and other clerical services. The owners of more than 5% of that entity include (i) AWLD's chairman, and (ii) a more than 5% owner of AWLD. The Company was entitled to receive reimbursement of \$1,330 and \$9,310 for expenses during the three and nine months ended September 30, 2017, respectively, and \$3,990 and \$11,970 during the three and nine months ended September 30, 2016, respectively, pursuant to this agreement. The entity owed \$396,116 and \$396,067 to the Company under the expense sharing agreement as of September 30, 2017 and December 31, 2016, respectively, of which \$396,000 and \$387,000, respectively, is deemed unrecoverable and reserved.

11. BENEFIT CONTRIBUTION PLAN

The Company sponsors a 401(k) profit-sharing plan ("401(k) Plan") that covers substantially all of its employees in the United States. The 401(k) Plan provides for a discretionary annual contribution, which is allocated in proportion to compensation. In addition, each participant may elect to contribute to the 401(k) Plan by way of a salary deduction. A participant is always fully vested in their account, including the Company's contribution. For the three and nine months ended September 30, 2017, the Company recorded a charge associated with its contribution of \$15,866 and \$59,680, respectively, and for the three and nine months ended September 30, 2016, the Company recorded a charge associated with its contribution of \$17,668 and \$60,175, respectively. This charge has been included as a component of general and administrative expenses in the accompanying condensed consolidated statements of operations. The Company issues shares of its common stock to settle prior year's obligations based on the fair market value of its common stock on the date the shares are issued (shares were issued at \$2.00 and \$2.50 per share for the nine months ended September 30, 2017 and 2016, respectively).

12. STOCKHOLDERS' EQUITY

Amended and Restated Certification of Designation

On February 28, 2017, the Company filed an Amended and Restated Certificate of Designation with the Secretary of State of the state of Delaware, decreasing the number of shares of the Company's preferred stock designated as Series A Convertible Preferred Stock to 10,097,330 shares.

**ALGODON WINES & LUXURY DEVELOPMENT GROUP, INC. AND SUBSIDIARIES NOTES TO CONDENSED
CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)**

12. STOCKHOLDERS' EQUITY, continued

Series B Preferred Stock

On February 28, 2017, the Company filed a Certificate of Designation with the Secretary of State of the state of Delaware, designating 902,670 shares of the Company's preferred stock as Series B Convertible Redeemable Preferred Stock ("Series B") at a par value of \$0.01 per share.

The Series B shares are offered for sale to accredited investors pursuant to a private placement memorandum dated March 1, 2017. The offering ended on October 31, 2017. During the nine months ended September 30, 2017, the Company sold 635,233 shares of Series B at \$10 per share for gross proceeds of \$6,352,319 and issued 126,700 of Series B in connection with the conversion of certain convertible promissory notes (see Note 9 – Debt Obligations).

The Series B stockholders are entitled to cumulative cash dividends at an annual rate of 8% of the Series B liquidation value, as defined, payable when, as and if declared by the Board of Directors. Each share of Series B is entitled to the number of votes as determined by dividing \$10 by the fair market value of the Company's common stock on the date that the Series B shares were issued, up to a maximum of ten votes per share of Series B. Cumulative dividends in arrears related to the Series B totaled \$124,681 as of September 30, 2017. No dividends had been declared by the Company's Board of Directors as of December 31, 2016. On July 12, 2017, the Board declared a \$60,515 dividend on the Series B preferred stock.

Each Series B share is convertible at the option of the holder into 10 shares of the Company's common stock and is automatically converted into common stock upon the uplisting of the Company's common stock to a national securities exchange. On the second anniversary of the termination of the Series B offering, the Company will redeem all then-outstanding shares of Series B shares at a price equal to the liquidation value per share, plus all unpaid accrued and accumulated dividends. As a result of this redemption feature, the Series B are classified as temporary equity.

Common Stock

On January 13, 2017, the Company issued 22,500 shares of common stock at \$2.00 per share for gross cash proceeds of \$45,000 and paid \$4,500 of placement agent fees related to this transaction.

On March 31, 2017, the Company issued 36,933 shares of common stock at \$2.00 per share to settle its 2016 obligation, (an aggregate of \$73,868) representing the Company's 401(k) matching contributions) to the Company's 401(k) profit-sharing plan.

On July 1, 2017, the Company issued 62,270 shares of its common stock to return a real estate lot sale deposit in the amount of \$124,539, which had been recorded as deferred revenue.

Accumulated Other Comprehensive Loss

For the three and nine months ended September 30, 2017, the Company recorded \$(245,800) and \$(242,032), respectively, of the foreign currency translation adjustment as accumulated other comprehensive income (loss). For the three and nine months ended September 30, 2016, the Company recorded \$(142,900) and \$(678,365), respectively, of the foreign currency translation adjustment as accumulated other comprehensive income (loss).

ALGODON WINES & LUXURY DEVELOPMENT GROUP, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)

12. STOCKHOLDERS' EQUITY, continued

Warrants

Pursuant to the Company's Investor Relations Consulting Agreement, the Company granted five-year warrants for the purchase of 75,000 shares of the Company's common stock to MZCHI on April 18, 2016 and granted five-year warrants for the purchase of an additional 75,000 shares of the Company's common stock on October 18, 2016 (collectively, the "IR Warrants"). The IR Warrants have an exercise price of \$2.50 per share, and vested three months from the date of grant. As of the effective date of the agreement, the IR Warrants had an aggregate value of \$100,501, and the unvested warrants are subject to mark-to-market adjustments at each reporting and vest date, and which was amortized through the vesting period for each respective grant. During the three and nine months ended September 30, 2016, the Company recorded \$20,730 and 78,927, respectively of stock-based compensation related to the amortization of the IR Warrants, which is recorded within general and administrative expense in the accompanying condensed consolidated statements of operations.

During the three and nine months ended September 30, 2016, in connection with the sale of its equity securities, the Company issued five-year warrants (the "CAP Warrants") to its subsidiary CAP, who acted as placement agent, to purchase 65,854 and 250,954 shares of its common stock, with a weighted average grant date value of \$0.82 and \$0.96 per share, respectively. Warrants granted between January 1, 2016 and May 31, 2016 were granted with an exercise price of \$2.50 per share and warrants granted during June 2016 had an exercise price of \$2.00 per share. On June 1, 2016, the exercise price of warrants granted from December 2015 through May 2016 was reduced to \$2.00 per share and the quantity of shares available to be issued pursuant to the warrants was increased, in the aggregate, by 47,076 shares (See Modification of Warrants, below).

On January 7, 2017, in connection with the sale of its equity securities, the Company issued five-year warrants to its subsidiary, CAP for the purchase of 2,250 shares of its common stock at \$2.00 per share with a grant date value of \$0.52 per share.

CAP, in turn, awarded such warrants to its registered representatives and recorded \$0 and \$1,105 of stock based compensation for the three and nine months ended September 30, 2017, respectively and \$45,900 and \$203,425 of stock-based compensation for the three and nine months ended September 30, 2016, respectively, within discontinued operations in the accompanying statements of operations (see Note 4 – Discontinued Operations).

ALGODON WINES & LUXURY DEVELOPMENT GROUP, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)

12. STOCKHOLDERS' EQUITY, continued

Warrants, continued

Warrants granted during the three and nine months ended September 30, 2017 and 2016 were valued using the Black Scholes valuation model with the following weighted-average assumptions:

	<u>For the three months ended</u> <u>September 30,</u>		<u>For the nine months ended</u> <u>September 30,</u>	
	<u>2017</u>	<u>2016</u>	<u>2017</u>	<u>2016</u>
Risk free interest rate	-	1.14%	-	1.16%
Expected term (years)	-	5.00	-	5.00
Expected volatility	-	46.0%	-	46.0%
Expected dividends	-	0.0%	-	0.0%

The expected term of the warrants represents the contractual term of the warrant. Given that the Company's shares were not publicly traded through September 30, 2016, the Company developed an expected volatility based on a review of the historical volatilities, over a period of time equivalent to the contractual term of the warrant, of similarly positioned public companies within its industry. The risk-free interest rate was determined from the implied yields from U.S. Treasury zero-coupon bonds with a remaining term consistent with the contractual term of the warrants.

A summary of warrants activity during the nine months ended September 30, 2017 is presented below:

	<u>Number of</u> <u>Warrants</u>	<u>Weighted</u> <u>Average</u> <u>Exercise Price</u>	<u>Weighted</u> <u>Average</u> <u>Remaining Life</u> <u>in Years</u>	<u>Intrinsic Value</u>
Outstanding, December 31, 2016	1,901,480	\$ 2.20		
Issued	2,250	2.00		
Exercised	-	-		
Cancelled	-	-		
Outstanding, September 30, 2017	<u>1,903,730</u>	<u>\$ 2.20</u>	<u>2.3</u>	<u>\$ -</u>
Exercisable, September 30, 2017	<u>1,903,730</u>	<u>\$ 2.20</u>	<u>2.3</u>	<u>\$ -</u>

ALGODON WINES & LUXURY DEVELOPMENT GROUP, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)

12. STOCKHOLDERS' EQUITY, continued

Warrants, continued

A summary of outstanding and exercisable warrants of September 30, 2017 is presented below:

<u>Warrants Outstanding</u>		<u>Warrants Exercisable</u>		
<u>Exercise Price</u>	<u>Exercisable Into</u>	<u>Outstanding Number of Warrants</u>	<u>Weighted Average Remaining Life In Years</u>	<u>Exercisable Number of Warrants</u>
\$ 2.00	Common Stock	741,879	3.5	741,879
\$ 2.30	Preferred Stock	973,544	1.1	973,544
\$ 2.50	Common Stock	188,307	3.7	188,307
	Total	<u>1,903,730</u>		<u>1,903,730</u>

Modification of Warrants

On June 1, 2016, in connection with the issuance of common stock for the purpose of modifying the investor price per share (see Common Stock, above), the Company modified CAP Warrants granted between December 2015 and May 2016, such that the exercise price was adjusted from \$2.50 per share to \$2.00 per share, and the aggregate number of shares available to be purchased in connection with the warrants was increased from 198,807 to 245,883 shares. The Company recorded warrant modification expense of \$68,548 related to the modification of the CAP Warrants.

Stock Options

The Company has computed the fair value of options granted using the Black-Scholes option pricing model. Until September 23, 2016, there was no public trading market for the shares of AWLD common stock underlying the Company's 2001 Plan and 2008 Plan and 2016 Plan. Accordingly, the fair value of the AWLD common stock used to compute the fair value of options granted prior to September 2016 was estimated by management based on observations of the cash sales prices of AWLD equity securities. Forfeitures are estimated at the time of valuation and reduce expense ratably over the vesting period. This estimate will be adjusted periodically based on the extent to which actual forfeitures differ, or are expected to differ, from the previous estimate, when it is material. The expected term of options granted to consultants represents the contractual term, whereas the expected term of options granted to employees and directors was estimated based upon the "simplified" method for "plain-vanilla" options. Given that the Company's shares were not publicly traded, the Company developed an expected volatility figure based on a review of the historical volatilities, over a period of time, of similarly positioned public companies within its industry. The risk-free interest rate was determined from the implied yields from U.S. Treasury zero-coupon bonds with a remaining term consistent with the expected term of the options. The Company estimated forfeitures related to options at an annual rate of 5% for options outstanding at September 30, 2017. There were no stock options granted during the three and nine months ended September 30, 2017 and 2016.

ALGODON WINES & LUXURY DEVELOPMENT GROUP, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)

12. STOCKHOLDERS' EQUITY, continued

Stock Options, continued

During the three and nine months ended September 30, 2017, the Company recorded stock-based compensation expense of \$147,910 and \$460,931 respectively, and during the three and nine months ended September 30, 2016, the Company recognized \$253,856 and \$531,292, respectively, related to stock option grants, which is reflected as general and administrative expenses in the accompanying condensed consolidated statements of operations. As of September 30, 2017, there was \$1,327,992 of unrecognized stock-based compensation expense related to stock option grants that will be amortized over a weighted average period of 1.7 years, of which \$52,708 of unrecognized expense is subject to non-employee mark-to-market adjustments.

A summary of options activity during the nine months ended September 30, 2017 is presented below:

	<u>Number of Options</u>	<u>Weighted Average Exercise Price Warrants</u>	<u>Weighted Average Remaining Life In Years</u>	<u>Intrinsic Value</u>
Outstanding, December 31, 2016	8,024,265	\$ 2.39		
Granted	-	-		
Exercised	-	-		
Expired	(75,000)	3.85		
Forfeited	(110,000)	2.39		
Outstanding, September 30, 2017	<u>7,839,265</u>	<u>2.39</u>	<u>2.2</u>	<u>\$ -</u>
Exercisable, September 30, 2017	<u>3,391,408</u>	<u>\$ 2.36</u>	<u>2.4</u>	<u>\$ -</u>

The following table presents information related to stock options at September 30, 2017:

<u>Options Outstanding</u>		<u>Options Exercisable</u>	
<u>Exercise Price</u>	<u>Outstanding Number of Options</u>	<u>Weighted Average Remaining Life In Years</u>	<u>Exercisable Number of Options</u>
\$ 2.20	3,031,890	3.0	1,590,876
2.48	4,772,375	1.9	1,769,907
3.30	10,000	2.7	5,625
3.50	25,000	1.0	25,000
	<u>7,839,265</u>	<u>2.4</u>	<u>3,391,408</u>

ALGODON WINES & LUXURY DEVELOPMENT GROUP, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)

13. COMMITMENTS AND CONTINGENCIES

Legal Matters

The Company is involved in litigation and arbitrations from time to time in the ordinary course of business. The Company does not believe that the outcome of any such pending or threatened litigation will have a material adverse effect on its financial condition or results of operations. However, as is inherent in legal proceedings, there is a risk that an unpredictable decision adverse to the company could be reached. The Company records legal costs associated with loss contingencies as incurred. Settlements are accrued when, and if, they become probable and estimable.

Commitments

The Company leases office space in New York City under an operating lease which expires on August 31, 2020. Rent expense for this property \$52,641 and \$174,115 for the three months and nine months ended September 30, 2017, respectively and \$54,757 and \$157,401 for the three and nine months ended September 30, 2016, respectively, net of expense allocation to affiliates.

14. SUBSEQUENT EVENTS

Management has evaluated all subsequent events to determine if events or transactions occurring through the date the condensed consolidated financial statements were issued, require adjustment to or disclosure in the accompanying condensed consolidated financial statements.

Foreign Currency Exchange Rates

The Argentine peso to United States dollar exchange rate was 17.5128, 17.6340 and 15.9681 at November 9, 2017, September 30, 2017 and December 31, 2016, respectively.

Sale of Series B Preferred Stock

Subsequent to September 30, 2017, the Company issued 113,290 of its Series B Preferred Stock for cash proceeds of \$1,132,897.

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

The following discussion should be read in conjunction with our unaudited condensed consolidated financial statements and notes thereto included herein. In connection with, and because we desire to take advantage of, the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995, we caution readers regarding certain forward looking statements in the following discussion and elsewhere in this report and in any other statement made by, or on our behalf, whether or not in future filings with the Securities and Exchange Commission. Forward-looking statements are statements not based on historical information and which relate to future operations, strategies, financial results or other developments. Forward looking statements are necessarily based upon estimates and assumptions that are inherently subject to significant business, economic and competitive uncertainties and contingencies, many of which are beyond our control and many of which, with respect to future business decisions, are subject to change. These uncertainties and contingencies can affect actual results and could cause actual results to differ materially from those expressed in any forward looking statements made by, or on our behalf. Words such as "anticipate," "estimate," "plan," "continuing," "ongoing," "expect," "believe," "intend," "may," "will," "should," "could," and similar expressions are used to identify forward-looking statements. We disclaim any obligation to update forward-looking statements.

The independent registered public accounting firm's report on the Company's consolidated financial statements as of December 31, 2016, and for each of the years in the two-year period then ended, includes a "going concern" explanatory paragraph, that describes substantial doubt about the Company's ability to continue as a going concern.

Unless the context requires otherwise, references in this document to "AWLD", "we", "our", "us" or the "Company" are to Algodon Wines & Luxury Development Group, Inc. and its subsidiaries.

Overview

We are an integrated, lifestyle related real estate development company, capitalizing on our unique brand of affordable luxury, branded as "Algodon", to create a diverse set of interrelated products and services. Our wines, hotels and real estate ventures, currently concentrated in Argentina, offer a blend of high-end, luxury and adventures products. We hope to further broaden the reach and depth of our services to strengthen and cement the reach of our brand. Ultimately, we intend to further expand and grow our business by combining unique and promising opportunities with our brand and clientele.

Through our subsidiaries, we currently operate Algodon Mansion, a Buenos Aires-based luxury boutique hotel property and we have redeveloped, expanded and repositioned a winery and golf resort property called Algodon Wine Estates for subdivision of a portion of this property for residential development.

Investment in foreign real estate requires consideration of certain risks typically not associated with investing in the United States. Such risks include, trade balances and imbalances and related economic policies, unfavorable currency exchange rate fluctuations, imposition of exchange control regulation by the United States or foreign governments, United States and foreign withholding taxes, limitations on the removal of funds or other assets, policies of governments with respect to possible nationalization of their industries, political difficulties, including expropriation of assets, confiscatory taxation and economic or political instability in foreign nations or changes in laws which affect foreign investors.

Recent Developments and Trends

Financings

During the nine months ended September 30, 2017, we raised, net of repayments, approximately \$7.9 million of new capital through the issuance of debt and equity, consisting primarily of proceeds from the issuance of Series B preferred stock and common stock for cash, as well as proceeds from the issuance of convertible debt and loans payable. We used the net proceeds from these debt and equity issuances for general working capital and capital expenditures.

Initiatives

We have implemented a number of initiatives designed to expand revenues and control costs. Revenue enhancement initiatives include expanding marketing, investment in additional winery capacity and developing new real estate development revenue sources. In August 2017, the Company completed a strategic acquisition of land directly adjacent to its existing property at AWE for \$700,000, which more than doubles the size of AWE and provides room for continued expansion and growth. Cost reduction initiatives include investment in equipment that will decrease our reliance on subcontractors, as well as outsourcing and restructuring of certain functions. Our goal is to become more self-sufficient and less dependent on outside financing.

Liquidity

As reflected in our accompanying condensed consolidated financial statements, we have generated significant losses which have resulted in a total accumulated deficit of approximately \$73.2 million, raising substantial doubt that we will be able to continue operations as a going concern. Our independent registered public accounting firm included an explanatory paragraph in their report for the years ended December 31, 2016 and 2015, stating that we have incurred significant losses and need to raise additional funds to meet our obligations and sustain our operations. Our ability to execute our business plan is dependent upon our generating cash flow and obtaining additional debt or equity capital sufficient to fund operations. If we are able to obtain additional debt or equity capital (of which there can be no assurance), we hope to acquire additional management as well as increase the marketing of our products and continue the development of our real estate holdings.

Our business strategy may not be successful in addressing these issues and there can be no assurance that we will be able to obtain any additional capital. If we cannot execute our business plan on a timely basis (including acquiring additional capital), our stockholders may lose their entire investment in us, because we may have to delay vendor payments and/or initiate cost reductions, which would have a material adverse effect on our business, financial condition and results of operations, and we could ultimately be forced to discontinue our operations, liquidate and/or seek reorganization under the U.S. bankruptcy code.

Consolidated Results of Operations

Three months ended September 30, 2017 compared to three months ended September 30, 2016

Overview

We reported net losses of approximately \$1.9 million and \$2.1 million for the three months ended September 30, 2017 and 2016, respectively.

Revenues

Revenues from continuing operations were approximately \$273,000 and \$263,000 during the three months ended September 30, 2017 and 2016, respectively, representing an increase of \$10,000 or 4%. Increases of approximately \$34,000 in wine revenues and \$17,000 in event revenues were partially offset by a \$43,000 decrease in revenues resulting from the impact of the decline in the value of the Argentine peso vis-à-vis the U.S. dollar in the three months ended September 30, 2017 compared to the three months ended September 30, 2016.

Gross loss

We generated a gross loss of approximately \$53,000 for the three months ended September 30, 2017 as compared to a gross loss of approximately \$273,000 for the three months ended September 30, 2016, representing a decrease of \$220,000 or 81%. Cost of sales, which consists of raw materials, direct labor and indirect labor associated with our business activities, decreased by approximately \$210,000 from \$536,000 for the three months ended September 30, 2016 to \$326,000 for the three months ended September 30, 2017. Improvement in gross profit is primarily the result of losses on bulk wine sales recognized during 2016.

Selling and marketing expenses

Selling and marketing expenses were approximately \$96,000 and \$2,000 for the three months ended September 30, 2017 and 2016, respectively, representing an increase of \$94,000, which is primarily the result of advertising costs and other marketing efforts in order to promote the Algodon brand.

General and administrative expenses

General and administrative expenses were approximately \$1,563,000 and \$1,438,000 for the three months ended September 30, 2017 and 2016, respectively, representing an increase of \$125,000 or 9%. Increases resulted primarily from increased corporate headcount (approximately \$210,000), increased professional fees and office services (approximately \$225,000), which were partially offset by a \$295,000 decrease in stock based compensation and a \$34,000 decrease related to the decline in the value of the Argentine peso vis-à-vis the U.S. dollar for the three months ended September 30, 2017 compared to the three months ended September 30, 2016.

Depreciation and amortization expense

Depreciation and amortization expense was approximately \$57,000 and \$11,000 during the three months ended September 30, 2017 and 2016, respectively, representing an increase of \$46,000 or 408%. It should be noted that an additional \$16,000 and \$28,000 of depreciation and amortization expense was capitalized to inventory during the three months ended September 30, 2017 and 2016, respectively. The increase in depreciation expense is primarily due to an increase in fixed assets related to the expansion of a warehouse in Argentina, partially offset by a \$9,000 decrease related to the decline in the value of the Argentine peso vis-à-vis the U.S. dollar, as most of our property and equipment is located in Argentina.

Interest expense, net

Interest expense was approximately \$104,000 and \$53,000 during the three months ended September 30, 2017 and 2016, respectively, representing an increase of \$51,000 or 94% related to the issuance of Argentine debt during 2017.

Loss from discontinued operations

On November 29, 2016, our Board of Directors determined that it was in the Company's best interest to close down DPEC Capital and we ceased our broker-dealer operations on December 31, 2016. On February 21, 2017, our request to FINRA for Broker-Dealer Withdrawal ("BDW") became effective. The loss from discontinued operations, incurred by the broker dealer operations, was approximately \$369,000 for the three months ended September 30, 2016.

Nine months ended September 30, 2017 compared to nine months ended September 30, 2016

Overview

We reported net losses of approximately \$5.6 million and \$7.4 million for the nine months ended September 30, 2017 and 2016, respectively.

Revenues

Revenues from continuing operations were approximately \$1,305,000 and \$994,000 during the nine months ended September 30, 2017 and 2016, respectively, representing an increase of \$311,000 or 31%. Increases of approximately \$265,000 in wine revenues, \$62,000 in agricultural sales, \$106,000 in hotel and restaurant revenues and \$30,000 in other revenues were partially offset by a decrease in revenues resulting from the impact of the decline in the value of the Argentine peso vis-à-vis the U.S. dollar in the three months ended September 30, 2017 compared to the three months ended September 30, 2016.

Gross loss

We generated a gross loss of approximately \$60,000 for the nine months ended September 30, 2017 as compared to a gross loss of approximately \$281,000 for the nine months ended September 30, 2016, representing a decrease of \$221,000 or 79%. Cost of sales, which consists of raw materials, direct labor and indirect labor associated with our business activities, increased by approximately \$90,000 from \$1,275,000 for the nine months ended September 30, 2016 to \$1,365,000 for the nine months ended September 30, 2017. The improvement in gross loss during the nine months ended September 30, 2017 is primarily due to losses recognized during 2016 related to bulk wine sales.

Selling and marketing expenses

Selling and marketing expenses were approximately \$303,000 and \$85,000 for the nine months ended September 30, 2017 and 2016, respectively, representing an increase of \$218,000 or 256%, which is primarily the result of stockholder events held during the first quarter of 2017 and other marketing efforts in order to promote the Algodon brand, partially offset by a \$15,000 decrease resulting from the impact of the decline in the value of the Argentine peso vis-à-vis the U.S. dollar for the nine months ended September 30, 2017 compared to the nine months ended September 30, 2017.

General and administrative expenses

General and administrative expenses were approximately \$4,981,000 and \$4,816,000 for the nine months ended September 30, 2017 and 2016, respectively, representing an increase of \$165,000 or 3%. Increases resulted primarily from (i) increased corporate headcount of approximately \$714,000, (ii) increase in professional fees and office services of \$294,000 and (iii) increase in Argentine income taxes of \$138,000, which were partially offset by a decrease in stock based compensation of \$845,000 and by a decrease of \$156,000 related to the decline in the value of the Argentine peso vis-à-vis the U.S. dollar for the three months ended September 30, 2017 compared to the three months ended September 30, 2016.

Depreciation and amortization expense

Depreciation and amortization expense was approximately \$122,000 and \$63,000 during the nine months ended September 30, 2017 and 2016, respectively, representing an increase of \$59,000 or 93%. It should be noted that an additional \$70,000 and \$38,000 of depreciation and amortization expense was capitalized to inventory during the nine months ended September 30, 2017 and 2016, respectively. The increase in depreciation expense is primarily due to an increase in fixed assets related to the expansion of a warehouse in Argentina, partially offset by a \$23,000 decrease related to the decline in the value of the Argentine peso vis-à-vis the U.S. dollar, as most of our property and equipment is located in Argentina.

Interest expense, net

Interest expense was approximately \$239,000 and \$144,000 during the nine months ended September 30, 2017 and 2016, respectively, representing an increase of \$95,000 or 65% related to the issuance of Argentine debt during 2017.

Gain on sale of investment in subsidiary

AWLD owned approximately 96.5% of Mercari Communications Group, Ltd. ("Mercari"), a public shell corporation current in its SEC reporting obligations. On December 20, 2016, we entered into a Stock Purchase Agreement with a purchaser, whereby the purchaser agreed to purchase all of our shares of Mercari for \$260,000. The sale of Mercari stock was completed on January 20, 2017 and we received net proceeds after expenses of \$199,200.

Common stock price modification expense

We recognized common stock price modification expense of approximately \$942,000 during the nine months ended September 30, 2016, related to the issuance of 470,771 shares of our common stock for no consideration, to investors who had previously purchased shares at a price of \$2.50 per share, in order to effectively reduce their per share price to \$2.00 per share.

Warrant modification expense

Warrant modification expense of approximately of \$69,000 during the nine months ended September 30, 2016 is related to the modification of the warrants (the “CAP Warrants”) previously issued to registered representatives of our subsidiary DPEC Capital, Inc. (“CAP”) who acted as the Company’s placement agent. On June 1, 2016, the Company modified CAP Warrants granted between December 2015 and May 2016, such that the exercise price was adjusted from \$2.50 per share to \$2.00 per share, and the aggregate number of shares available to be purchased in connection with the warrants was increased from 198,807 to 245,883 shares.

Loss from discontinued operations

On November 29, 2016, our Board of Directors determined that it was in the Company’s best interest to close down DPEC Capital and we ceased our broker-dealer operations on December 31, 2016. On February 21, 2017, our request to FINRA for Broker-Dealer Withdrawal (“BDW”) became effective. The loss from discontinued operations, incurred by the broker dealer operations, was approximately \$107,000 and \$1,038,000 for the nine months ended September 30, 2017 and 2016, respectively.

Liquidity and Capital Resources

We measure our liquidity a variety of ways, including the following:

	September 30, 2017	December 31, 2016
Cash	\$ 1,421,711	\$ 131,190
Working Capital (Deficiency)	\$ 1,175,494	\$ (1,643,034)

As of September 30, 2017, we have in excess of \$1 million of cash and working capital, but we used \$6.4 million of cash in operating activities during the nine months ended September 30, 2017 and our accumulated deficit is \$73.2 million at September 30, 2017. Therefore, we require additional equity and/or debt financing in order to sustain operations. These conditions raise substantial doubt about our ability to continue as a going concern.

We have relied primarily on debt and equity private placement offerings to third party independent, accredited investors to sustain operations. During the nine months ended September 30, 2017, we issued 635,233 shares of Series B convertible preferred stock at \$10.00 per share to accredited investors in a private placement transaction for gross proceeds of approximately \$6,352,000, received proceeds of \$1,260,000 from the issuance of convertible debt (which was subsequently converted to Series B convertible preferred stock), and issued 22,500 shares of common stock at \$2.00 per share to accredited investors in a private placement transaction for gross proceeds of \$45,000. We also received approximately \$517,000 of proceeds from a bank loan.

The proceeds from these financing activities were used to fund our existing operating deficits, legal and accounting expenses associated with being a public company, capital expenditures associated with our real estate development projects, enhanced marketing efforts to increase revenues and the general working capital needs of the business.

Availability of Additional Funds

As a result of the above developments, we have been able to sustain operations. However, we will need to raise additional capital in order to meet our future liquidity needs for operating expenses, capital expenditures for the winery expansion and to further invest in our real estate development. If we are unable to obtain adequate funds on reasonable terms, we may be required to significantly curtail or discontinue operations.

Sources and Uses of Cash for the Nine months ended September 30, 2017 and 2016

Net Cash Used in Operating Activities

Net cash used in operating activities for the nine months ended September 30, 2017 and 2016 amounted to approximately \$6,396,000 and \$4,785,000, respectively. During the nine months ended September 30, 2017, the net cash used in operating activities was primarily attributable to the net loss of approximately \$5,613,000, adjusted for approximately \$468,000 of net non-cash expenses, and approximately \$1,251,000 of cash used by changes in the levels of operating assets and liabilities. During the nine months ended September 30, 2016, the net cash used in operating activities was primarily attributable to the net loss of approximately \$7,438,000 adjusted for approximately \$2,831,000 of net non-cash expenses, and approximately \$179,000 of cash used by changes in the levels of operating assets and liabilities.

Net Cash Used in Investing Activities

Net cash used in investing activities for the nine months ended September 30, 2017 and 2016 amounted to approximately \$242,000 and \$260,000, respectively. Cash used in investing activities during the nine months ended September 30, 2017 consisted of approximately \$441,000 used for the purchase of property and equipment, including \$100,000 towards the land acquisition discussed under “initiatives” in the recent developments section of the Management’s Discussion and Analysis. The remaining \$600,000 purchase price related to the acquired land will be paid pursuant to the terms of an installment loan payable. Cash used to acquire property and equipment was partially offset by approximately \$199,000 provided by the sale of our investment in a subsidiary. Cash used in investing activities during the nine months ended September 30, 2016 was primarily related to the purchase of property and equipment.

Net Cash Provided by Financing Activities

Net cash provided by financing activities for the nine months ended September 30, 2017 and 2016 amounted to approximately \$7,937,000 and \$5,498,000, respectively. For the nine months ended September 30, 2017, the net cash provided by financing activities resulted primarily from \$6,352,000 and \$40,500 from the sale of Series B preferred stock and common stock, respectively, \$517,000 of proceeds from the issuance of loans payable, and \$1,260,000 of proceeds from convertible debt obligations. For the nine months ended September 30, 2016, the net cash provided by financing activities resulted primarily from the offering of equity securities for proceeds of approximately \$5,548,000.

Going Concern and Management’s Liquidity Plans

The accompanying condensed consolidated financial statements have been prepared assuming that we will continue as a going concern, which contemplates the realization of assets and satisfaction of liabilities and commitments in the normal course of business. As discussed in Note 2 to the accompanying condensed consolidated financial statements, we have not achieved a sufficient level of revenues to support our business and development activities and have suffered substantial recurring losses from operations since our inception, which conditions raise substantial doubt that we will be able to continue operations as a going concern. The accompanying condensed consolidated financial statements do not include any adjustments that might be necessary if we were unable to continue as a going concern.

Based on current cash on hand and subsequent activity as described herein, we may not have sufficient funds to operate our business operations for the next twelve months. While we are exploring opportunities with third parties and related parties to provide some or all of the capital we need over the short and long terms, we have not entered into any external agreement to provide us with the necessary capital. Historically, the Company has been successful in raising funds to support our capital needs. If we are unable to obtain additional financing on a timely basis, we may have to delay vendor payments and/or initiate cost reductions, which would have a material adverse effect on our business, financial condition and results of operations, and ultimately, we could be forced to discontinue our operations, liquidate and/or seek reorganization under the U.S. bankruptcy code. As a result, our auditors have issued a going concern opinion in conjunction with their audit of our December 31, 2016 and 2015 consolidated financial statements.

Off-Balance Sheet Arrangements

None.

Contractual Obligations

As a smaller reporting company, we are not required to provide the information requested by paragraph (a)(5) of this Item.

Critical Accounting Policies and Estimates

There are no material changes from the critical accounting policies, estimates and new accounting pronouncements set forth in “Management’s Discussion and Analysis of Financial Condition and Results of Operations” set forth in our Annual Report on Form 10-K filed with the SEC on March 31, 2017. Please refer to that document for disclosures regarding the critical accounting policies related to our business.

New Accounting Pronouncements

We have implemented all new accounting standards that are in effect and may impact our condensed consolidated financial statements and we do not believe that there are any other new accounting standards that have been issued that might have a material impact on our financial position or results of operations.

In May 2017, the FASB issued ASU No. 2017-09, Compensation - Stock Compensation (Topic 718); Scope of Modification Accounting. The amendments in this ASU provide guidance that clarifies when changes to the terms or conditions of a share-based payment award must be accounted for as modifications. If the value, vesting conditions or classification of the award changes, modification accounting will apply. The guidance is effective for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years. We are currently evaluating the impact of the adoption of this standard on our condensed consolidated financial statements.

Item 3. Quantitative and Qualitative Disclosure About Market Risk

As a “smaller reporting company” as defined by Item 10 of Regulation S-K, we are not required to provide information required by this Item.

Item 4: Controls and Procedures

Disclosure Controls and Procedures

Our management carried out an evaluation, under the supervision and with the participation of our Chief Executive Officer (who is our Principal Executive Officer) and our Chief Financial Officer (who is our Principal Financial Officer and Principal Accounting Officer), of the effectiveness of the design of our disclosure controls and procedures (as defined by Exchange Act Rules 13a-15(e) or 15d-15(e)) as of September 30, 2017, pursuant to Exchange Act Rule 13a-15(b). Based upon that evaluation, our Principal Executive Officer and Principal Financial Officer concluded that our disclosure controls and procedures were effective as of September 30, 2017.

Changes in Internal Control over Financial Reporting

During the nine months ended September 30, 2017, there were no changes in our internal controls over financial reporting, or in other factors that could significantly affect these controls, that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Inherent Limitations of Controls

Management does not expect that our disclosure controls and procedures or our internal control over financial reporting will prevent or detect all error and all fraud. Controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of a simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the controls. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Over time, controls may become inadequate because of changes in conditions, or deterioration in the degree of compliance with the policies or procedures. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

From time to time AWLD and its subsidiaries and affiliates are subject to litigation and arbitration claims incidental to its business. Such claims may not be covered by its insurance coverage, and even if they are, if claims against AWLD and its subsidiaries are successful, they may exceed the limits of applicable insurance coverage

Item 1A. Risk Factors

As a “smaller reporting company” as defined by Item 10 of Regulation S-K, we are not required to provide information required by this Item. However, our current risk factors are set forth in our Annual Report on Form 10-K for the year ended December 31, 2016, filed with the SEC on March 31, 2017.

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

Issuances of Shares, Options and Warrants

Other than previously reported, there have been no unregistered sales of equity securities during the nine month period ended September 30, 2017.

Between October 2, 2017 and November 13, 2017, the Company issued 113,290 shares of Series B Convertible Preferred Stock (“Series B Preferred”) for cash proceeds of \$1,132,897 to accredited investors. Holders of Series B Preferred will be entitled to, among other things, an annual dividend, liquidation preference, conversion to common stock of the Company upon certain events, redemption if not previously converted to common stock, and voting privileges.

For this sale of securities, no general solicitation was used, no commissions were paid, and the Company relied on the exemption from registration available under Section 4(a)(2) and Rule 506(b) of Regulation D of the Securities Act of 1933, as amended. An initial Form D was filed on April 7, 2017, an amended Form D was filed on June 15, 2017, an amended Form D was filed on June 29, 2017, an amended Form D was filed on July 12, 2017, an amended Form D was filed on July 27, 2017, an amended Form D was filed on September 13, 2017, an amended Form D was filed on October 11, 2017 and an amended Form D will be filed on or about November 14, 2017.

Item 3. Defaults upon Senior Securities

None.

Item 4. Mine and Safety Disclosure

Not applicable.

Item 5. Other Information

None.

Item 6. Exhibits

The following is a complete list of exhibits filed as part of this Form 10-Q. Exhibit numbers correspond to the numbers in the Exhibit Table of Item 601 of Regulation S-K.

Exhibit	Description
2.1	Stock Purchase Agreement between the Company and China Concentric Capital Group, Inc., dated December 20, 2016⁽²⁾
2.2	First Amendment to the Stock Purchase Agreement between the Company and China Concentric Capital Group, Inc., dated January 17, 2016⁽²⁾
2.3	Escrow Agreement between the Company, China Concentric Capital Group, Inc., and J.M. Walker & Associates, dated December 16, 2016⁽²⁾
2.4	First Amendment to the Escrow Agreement between the Company, China Concentric Capital Group, Inc., and J.M. Walker & Associates, dated January 17, 2017⁽²⁾
3.1	Amended and Restated Certificate of Incorporation filed September 30, 2013⁽¹⁾
3.2	Amended and Restated Bylaws⁽¹⁾
4.1	Amended and Restated Certificate of Designation of the Series A Preferred filed September 30, 2013⁽¹⁾
4.2	Amendment No. 1 to the Amended and Restated Certificate of Designation of Series A Convertible Preferred Stock, dated February 28, 2017⁽³⁾
4.3	Certificate of Designation of Series B Convertible Preferred Stock, dated February 28, 2017⁽³⁾
31.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act.*
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act.*
32	Certification of Chief Financial Officer pursuant to 18 U.S. C. § 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act**
101.INS	XBRL Instance Document*
101.SCH	XBRL Taxonomy Extension Schema Document*
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document*
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document*
101.LAB	XBRL Taxonomy Extension Label Linkbase Document*
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document*

(1) Incorporated by reference from the Company's Registration of Securities Pursuant to Section 12(g) on Form 10 dated May 14, 2014.

(2) Incorporated by reference to the Company's Annual Report on Form 10-K filed on March 31, 2017.

(3) Incorporated by reference from the Company's Current Report on Form 8-K, filed on March 2, 2017.

* Filed herewith.

** Furnished and not filed herewith.

SIGNATURES

Pursuant to the requirements of Section 12 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.

Date: November 14, 2017

**ALGODON WINES & LUXURY DEVELOPMENT GROUP,
INC.**

By: /s/ Scott L. Mathis

Scott L. Mathis
Chief Executive Officer

By: /s/ Maria Echevarria

Maria Echevarria
Chief Financial Officer and Chief Operating Officer

**CERTIFICATION PURSUANT TO RULE 13a-14(a) OF THE
SECURITIES EXCHANGE ACT OF 1934**

I, Scott L. Mathis, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Algodon Wines & Luxury Development Group, Inc.;
2. Based on my knowledge, this 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 report;
3. Based on my knowledge, the financial statements, and other financial information included in this 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 report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, 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 our 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 our 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 control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, 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 and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

November 14, 2017

By: /s/ Scott L. Mathis

Name: Scott L. Mathis

Title: Chief Executive Officer

(Principal Executive Officer)

**CERTIFICATION PURSUANT TO RULE 13a-14(a) OF THE
SECURITIES EXCHANGE ACT OF 1934**

I, Maria Echevarria, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Algodon Wines & Luxury Development Group, Inc.;
2. Based on my knowledge, this 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 report;
3. Based on my knowledge, the financial statements, and other financial information included in this 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 report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, 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 our 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 our 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 control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, 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 and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

November 14, 2017

By: /s/ Maria Echevarria

Name: Maria I. Echevarria

Title: Chief Financial Officer

(Principal Executive Officer)

**CERTIFICATION PURSUANT TO
18 U.S.C. §1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Algodon Wines & Luxury Development Group, Inc. (the “Company’s Quarterly Report”) on Form 10-Q for the period ended September 30, 2017, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), Scott L. Mathis, as Chief Executive Officer and principal executive officer and Maria I. Echevarria, as Chief Financial Officer and principal financial officer of the Company hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, to the best of the undersigned’s knowledge and belief, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
2. Information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of the dates and for the periods expressed in the Report.

/s/ Scott L. Mathis
Scott L. Mathis
Chief Executive Officer and Principal Executive Officer

Dated: November 14, 2017

/s/ Maria I. Echevarria
Maria I. Echevarria
Chief Financial Officer and Principal Financial Officer

Dated: November 14, 2017

This certification accompanies this Report pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not be deemed filed by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.
