

Edgar Filing: ANGLOTAJIK MINERALS INC - Form 10QSB

ANGLOTAJIK MINERALS INC  
Form 10QSB  
November 23, 2005

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

FORM 10-QSB

(Mark One)

QUARTERLY REPORT UNDER SECTION 13 OR 15(D)  
OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2005

TRANSITION REPORT UNDER SECTION 13 OR 15(D)  
OF THE EXCHANGE ACT

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number: 000-28481  
-----

ANGLOTAJIK MINERALS INC.

-----  
(Exact name of small business as specified in its charter)

NEVADA

86-0891931

-----  
(State or other jurisdiction of  
incorporation or organization)

-----  
(IRS Employer  
Identification No.)

433 N. Camden Drive, 4th Floor, Suite 110, Beverly Hills, CA 90210

-----  
(Address of principal executive offices)

(310) 285-1506

-----  
(Issuer's telephone number)

-----  
(Former name, former address, and former fiscal year,  
if changed since last report)

-i-

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 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

# Edgar Filing: ANGLOTAJIK MINERALS INC - Form 10QSB

## APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PRECEDING FIVE YEARS

Check whether the registrant filed all documents and reports required to be filed by Section 12, 13, or 15(d) of the Exchange Act after the distribution of securities under a plan confirmed by the court. Yes  No

## APPLICABLE ONLY TO CORPORATE ISSUERS

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date:

Issued and outstanding as of October 31, 2005: 51,820,458 shares  
common stock, \$0.001 par value

Transitional Small Business Disclosure Format (Check one): Yes  No

-ii-

## PART 1 - FINANCIAL INFORMATION

### Item 1 - Financial Statements

The accompanying unaudited financial statements of Anglotajik Minerals, Inc. (the "Company"), have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-QSB. Accordingly, these financial statements may not include all of the information and disclosures required by generally accepted accounting principles for complete financial statements. These financial statements should be read in conjunction with the audited financial statements and the notes thereto for the fiscal year ending December, 2004. In the opinion of management, the accompanying unaudited financial statements contain all adjustments necessary to fairly present the Company's financial position as of September 30, 2005 and its results of operations and its cash flows for the nine months ended September 30, 2005.

ANGLOTAJIK MINERALS, INC.

FINANCIAL STATEMENTS

September 30, 2005

(Unaudited)

-1-

## Edgar Filing: ANGLOTAJIK MINERALS INC - Form 10QSB

Anlotajik Minerals, Inc.  
(A Company in the Exploration Stage)  
Balance Sheets

ASSETS	September 30, 2005 ----- (Unaudited)	December 31, 2004 -----
Current Assets		
Cash	\$ -	\$ 72
	-----	-----
Total current assets	-	72
	-----	-----
Total assets	\$ -	\$ 72
	=====	=====
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current Liabilities		
Bank overdraft	\$ 7	\$ 28,343
Accounts payable	356,477	356,477
Accrued expenses	288,177	560,116
Interest payable	9,157	7,243
Note Payable- Current	28,343	-
Note payable - related party	450,465	494,320
	-----	-----
Total current and total liabilities	1,132,626	1,446,499
	-----	-----
Stockholders' Deficit		
Common stock, \$.001 par value, 300,000,000 shares authorized, 51,820,458 shares issued and outstanding	51,820	19,120
Additional paid-in capital	4,639,080	4,121,063
Deficit accumulated during the exploration stage	(5,823,526)	(5,250,133)
	-----	-----
Total Stockholders' Equity	(1,132,626)	(1,109,950)
	-----	-----
Total liabilities and stockholders' equity	\$ -	\$ 594
	=====	=====

The accompanying notes are an integral part of these financial statements.

-2-

Anlotajik Minerals, Inc.  
(A Company in the Exploration Stage)  
Statements of Operations

Edgar Filing: ANGLOTAJIK MINERALS INC - Form 10QSB

	Cumulative During the Exploration Stage September 30, 2005	For the Three Months Ended September 30,		
		2005	2004	
Revenue				
Operating Costs and Expenses				
Operating and				
administrative expenses	\$ 5,675,551	\$ 76,734	\$ 75,589	\$
Depreciation expense	5,562	-	-	
Amortization expense	16,500	-	-	
Total operating costs and expenses	(5,697,613)	(76,734)	(75,589)	
Non-operating Income				
Dividend income	1,212	-	-	
Gain on cancellation of contracts	90,604	-	-	
Loss on disposal of assets	(59,641)	-	-	
Total non-operating income	32,175	-	-	
Interest expense	(167,089)	(638)	(638)	
Net loss before income taxes	(5,832,527)	(77,372)	(76,227)	
Provision for income taxes	-	-	-	
Net loss	\$ (5,826,772)	\$ (77,372)	\$ (76,227)	\$
Loss per common share - basic	\$	\$	\$	\$
Weighted average common shares - basic	\$	\$ 51,820,458	\$ 19,120,458	\$

The accompanying notes are an integral part of these financial statements.

Edgar Filing: ANGLOTAJIK MINERALS INC - Form 10QSB

	Cumulative During the Exploration Stage September 30, 2005	For the Nine Months Ended September 30, 2005		2004
	-----	-----	-----	
<b>Cash Flows from Operating Activities</b>				
Net loss	\$ (5,823,527)	\$ (236,917)	\$ (219,690)	
Adjustment to reconcile net loss to net cash used in operating activities:				
Amortization and depreciation expense	22,062	-	-	
Deferred compensation expense	400,00	-	-	
Gain on cancellation of amortization	(16,500)	-	-	
Loss on disposal of assets	59,641	-	-	
Decrease in deposits	14,925	-	-	
Decrease in prepaid expense	796,250	-	-	
Increase (decrease) in accounts payable	421,046	-	-	
Increase (decrease) in related party payable	512,007	(41,558)	-	
Increase (decrease) in wages payable	278,191	(188,773)	-	
Increase in interest payable	167,415	1,914	1,914	
Increase in accrued expense	80,384	(85,462)	181,000	
Expenses paid by issuance of common stock subscribed	45,000	-	-	
Expenses paid by issuance of common stock	1,125,378	-	-	
	-----	-----	-----	
Net Cash used in operating activities	(1,917,728)	(550,796)	(36,776)	
	-----	-----	-----	
<b>Cash Flow from Investing Activities</b>				
Deposits paid	(14,925)	-	-	
Purchase of fixed assets	(65,203)	-	-	
	-----	-----	-----	
Net cash used in investing activities	(80,128)	-	-	
	-----	-----	-----	
<b>Cash Flow from Financing Activities</b>				
	-----	-----	-----	
Proceeds received from issuance of stock	1,005,352	550,717	-	
Proceeds received from officer advances	129,377	-	35,286	
Proceeds from bank overdraft	30,591	7	896	
Payment on bank overdraft	(9,915)	-	-	
Payment of officers advances	(5,474)	-	-	
Payment on line of credit	(22,574)	-	-	
Proceeds received from line of credit	870,499	-	-	
	-----	-----	-----	
Net cash provided by financing activities	1,997,856	550,724	36,182	

The accompanying notes are an integral part of these financial statements.

-4-

Anglotajik Minerals, Inc.  
 (A Company in the Exploration Stage)  
 Statements of Cash Flows

	Cumulative During the Exploration Stage September 30, 2005	For the Three Months Ended September 30, 2005		2004
	-----	-----	-----	-----
Net increase in cash	-	(33)	(392)	
Cash and cash equivalents at (Inception) September 30, 2005 and 2004	-	33	392	
Cash and cash equivalents at September 30, 2005 and 2004	\$ -	\$ -	\$ -	\$ -
	=====	=====	=====	=====

The accompanying notes are an integral part of these financial statements.

Supplementary Information

During the years ended December 31, 2003 and 2002, no amounts were paid for either interest or income taxes.

On October 13, 2003, the company issued 1,000,000 common shares for legal services valued at \$370,000.

In August 2003 the company issued 16,999,984 common shares to shareholders in exchange for interest payable of \$150,519.

In July 2003 the Company issued 286,713 common shares to the President to relieve an advance of \$48,773 and set up a receivable of \$51,227. Also in July 2003 a \$100,000 signing bonus was paid via the issuance of 279,720 common shares.

In May 2003 the Company issued 2,797 common shares in exchange for consulting expenses of \$13,500. Also in May 2003 the Company issued 13,986 common shares to the President pursuant to a stock option agreement, to relieve \$100,000 in officer advances and consulting fees payable.

In April 2003 the mining rights contract and the related shares were cancelled.

## Edgar Filing: ANGLOTAJIK MINERALS INC - Form 10QSB

In June 2002 the Company issued 20,797 shares of its common stock for consulting services of \$75,000.

During the three months ending March 31, 2005 the company issued 3,916,434 restricted common shares in exchange for printing and reproductions expenses of \$35,237, as well as, 3,916,434 restricted common shares in exchange for consulting expenses of \$ 34,285. Also the company issued 24,867,132 restricted common shares in lieu of the company's debts to the President of \$386,773 for wages payable, \$47,375.66 for advance from shareholder, and \$47,047 for vacation accrued. The total amount of the debt to the President was \$481,195 of which \$58,454 of the debt was forgiven.

-5-

Anglotajik Minerals, Inc.  
(A Company in the Exploration Stage)  
Notes to the Financial Statements

### NOTE 1 - Summary of Significant Accounting Policies

#### a. Organization

Anglotajik Minerals, Inc. (the "Company") was incorporated in the State of Nevada in August 1997, under the name Meximed Industries, Inc. In January 1999 the Company changed its name to Digital Video Display Technology Corporation and in July 2001 to Iconet, Inc. With new management in the middle of 2003 the company again changed its name to Anglotajik Minerals, Inc. The Company is considered to be in the exploration stage as its operations principally involve research and exploration, market analysis, and other business planning activities, and no revenue has been generated from its business activities.

These financial statements have been prepared assuming that the Company will continue as a going concern. The Company is currently in the exploration stage and existing cash and available credit are insufficient to fund the Company's cash flow needs for the next year. The Company plans to raise additional capital through private placements. The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

#### b. Cash and cash equivalents

For purposes of the statement of cash flows, the Company considers all highly liquid debt instruments purchased with a maturity of three months or less to be cash equivalents. As of March 31, 2005, and 2004, the Company held no cash equivalents.

#### c. Fair Value of Financial Instruments

Unless otherwise indicated, the fair values of all reported assets and liabilities which represent financial instruments (none of which are held for trading purposes) approximate the carrying values of such amounts.

#### d. Provision for Income taxes

No provision for income taxes has been recorded due to net operating loss

## Edgar Filing: ANGLOTAJIK MINERALS INC - Form 10QSB

carryforwards totaling over \$5.2 million that will be offset against future taxable income. These NOL carryforwards begin to expire in the year 2017. No tax benefit has been reported in the financial statements because the Company believes there is a 50% or greater chance the carryforward will expire unused.

-6-

The deferred tax asset and the valuation account is as follows at September 30, 2005 and 2004:

	September 30, 2005	September 30, 2004
	-----	-----
Deferred tax asset:		
Deferred noncurrent tax asset	\$ 1,979,999	\$ 1,860,623
Valuation allowance	(1,979,999)	(1,860,623)
	-----	-----
Total	-	-
	=====	=====

e. Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. In these financial statements, assets, liabilities and earnings involve extensive reliance on managements estimates. Actual results could differ from those estimates.

f. Earning (loss) per share

Net loss per share is provided in accordance with Statement of Financial Accounting Standards (SFAS) No. 128 Earnings Per Share. Basic loss per share for each period is computed by dividing net loss by the weighted average number of shares of common stock outstanding during the period. Diluted loss per share is computed in a manner consistent with that of basic loss per share while giving effect to all potentially dilutive common shares that were outstanding during the period. The number of additional shares is calculated by assuming that outstanding stock options were exercised and that the proceeds from such exercises were used to acquire shares of common stock at the average market price during the reporting period. The weighted averages for the years ended December 31, 2003, and 2002, and from inception reflect the reverse stock split of 1:200 that was approved by the board of directors in July 2001, the 1:143 reverse stock split effective July 16, 2003 and the 2:1 forward split on September 15, 2003.

The computation of earnings (loss) per share of common stock is based on the weighted average number of shares outstanding at the date of the financial statements. Outstanding employee warrants have been considered in the fully diluted earnings per share calculation in 2005 and 2004.

-7-



Edgar Filing: ANGLOTAJIK MINERALS INC - Form 10QSB

	September 30,	
	2005	2004
<b>Basic Earnings Per Share</b>		
Income (Loss) (numerator)	\$ (236,917)	\$ (213,690)
Shares (denominator)	51,820,458	19,120,458
	\$ (.00)	\$ (.01)
<b>Fully Diluted Earnings Per Share</b>		
Income (Loss) (numerator)	\$ (236,917)	\$ (213,690)
Shares (denominator)	51,417,512	19,819,759
	\$ (.00)	\$ (.01)

NOTE 2 - New Technical Pronouncements

In November 2004, the FASB issued SFAS No. 151, Inventory Costs--an amendment of ARB No. 43, Chapter 4 This Statement amends the guidance in ARB No. 43, Chapter 4 Inventory Pricing. SFAS No. 151 clarifies the accounting for

abnormal amounts of idle facility expense, freight, handling costs, and wasted material (spoilage). SFAS No. 149 is effective for inventory costs incurred during fiscal years beginning after June 15, 2005. The adoption of SFAS No. 151 will not have an impact on the Company's consolidated financial statements.

In December 2004, the FASB issued SFAS No. 152, Amendment of FASB Statement No. 66, Accounting for Sales of Real Estate, which references the financial accounting and reporting guidance for real estate time-sharing transactions that is provided in AICPA Statement of Position. This Statement also amends FASB Statement No. 67, Accounting for Costs and Initial Rental Operations of Real Estate Projects, to state that the guidance for incidental operations and costs incurred to sell real estate projects does not apply to real estate time-sharing transactions. SFAS No. 152 is effective for financial statements for fiscal years beginning after June 15, 2005. The adoption of SFAS No. 152 will not have an impact on the Company's consolidated financial statements. In May 2005, the FASB issued SFAS No. 154, Accounting Changes and Error Corrections. This Statement replaces APB No. 20, Accounting Changes and FASB No. 3, Reporting Accounting Changes in Interim Financial Statements, and changes the requirements for the accounting for and reporting of a change in accounting principle. This Statement applies it all voluntary changes in accounting principle. It also applies to changes required by an accounting pronouncement in the unusual instance that the pronouncement include specific transition provisions. When a pronouncement includes specific transition provisions, those provisions should be followed. This Statement requires retrospective application to prior periods' financial statements of changes in

-8-

accounting principle, unless it is impracticable to determine either the period-specific effects or the cumulative effect of the change. The adoption of SFAS No. 154 did not have an impact on the Company's consolidated financial statements.

NOTE 3 - Stock Options

## Edgar Filing: ANGLOTAJIK MINERALS INC - Form 10QSB

The Company applies APB Opinion 25 and related interpretations in accounting for its stock option plans. No compensation cost has been recognized during the period ended March 31, 2004. Deferred compensation is recorded only when the market price exceeds the option price at the grant date. Compensation is recorded using the straight-line method over the vesting period.

In September 2001 the Company issued an option to purchase 13,986 shares of common stock at \$0.10 per share to a Director of the Company. The Company accrued \$400,000 in deferred compensation costs, as the option price at the grant date was less than the market price. The option expires in September 2006. The compensation cost will be accrued over the vesting period. Compensation costs of \$0 and \$280,000 were included in the statements of operation for the period ended March 31, 2004 and the year ended December 31, 2003, respectively.

In September 2003 the Company issued an option to purchase 699,301 shares of common stock at \$0.21 per share to a Director of the Company. The Company did not accrue any deferred compensation costs, as the option price was greater than the market price on the date of grant. The option expires in July 2011. Had compensation cost for the Company's stock-based compensation plan been determined based on the fair value at the grant date for awards under those plans consistent with the method of FASB Statement 123, the Company's net loss and loss per share would have been increased to the pro forma amounts indicated below:

	September 30 2005		December 31, 2004
	-----		-----
Net loss:			
As reported	\$ (236,917)	\$	413,190
Pro forma	\$ (238,339)	\$	415,504
Loss per share:			
As reported	\$ -	\$	-
Pro forma	\$ -	\$	-

The Company has determined the pro-forma information as if the Company had accounted for the stock option granted on July 1, 2003, under the fair value method of SFAS 123. The Black-Scholes option-pricing model was used with a risk free interest rate of 4.67% for March 31, 2004 and December 31, 2003; dividend yield of 0.0% for March 31, 2004 and December 31, 2003; a volatility

-9-

factor of 214% and 182% for March 31, 2004 and December 31, 2003 respectively, and an expected life of 8 years. The fair value of the stock options granted in July 2003 is \$0.01 per share. If the Company had recognized deferred compensation cost based on the fair value method, it would have increased deferred compensation by \$579 for the period ended March 31, 2005 and \$6,941 for the year ended December 31, 2004. It would also have increased the compensation cost for the period ended March 31, 2005 by \$579 and for the year ended December 31, 2004 by \$2,314.

#### NOTE 4 - Related Party Transactions

During the years ended December 31, 2004, and 2003, the Company charged \$38,285, and \$37,500 respectively, to consulting expense, and \$0 and \$80,000,

## Edgar Filing: ANGLOTAJIK MINERALS INC - Form 10QSB

respectively, to legal fees for services rendered by directors or stockholders of the Company. Outstanding balances payable for consulting and legal fees to these related parties were \$450,465 and \$450,465 at December 31, 2004, and 2003, respectively.

The President of Anglotajik Minerals, Inc. advanced the Company funds to pay expenses. During the year ended December 31, 2003, travel and other office expenses of \$62,073 were paid by an officer.

In May 2003 the Company issued 13,986 shares of its common stock to the officer pursuant to a stock option dated September 1, 2001. This issuance relieved officer advances payable and consulting fees payable by \$31,900 and \$68,100, respectively.

In July 2003 the Board of Directors authorized the issuance of 286,713 restricted common shares to the President to relieve the shareholder advance of \$48,773 and for a receivable of \$51,227 from the President.

During the third quarter of 2003, the President was the only member of the Board of Directors. In July 2003 the Company issued an option to purchase 699,301 shares of common stock at \$0.21 per share to a Director of the Company. Also in July 2003 a signing bonus of \$100,000 was paid to the President via the issuance of 279,720 shares of restricted common stock. Wages payable to the President of \$120,000 for 3rd and 4th quarter of 2003 were accrued during the 2003 year. Additionally \$252,000 in wages payable to the President was accrued during the 2004 year. During the first quarter of 2005, the President accrued in wages payable \$66,000.

During the year ended December 31, 2003, the Company issued a total of 16,999,984 common shares to each of the shareholders to whom interest was due on the old line of credit. The issuance of these shares relieved the entire outstanding payable of \$150,519.

During the three month ending March 31, 2005, the company issued 24,867,132 restricted common shares in lieu of the company's debts to the President of \$386,773 for wages payable, \$47,375.66 for advance from shareholder, and \$47,047 for vacation accrued. The total amount of the debt to the President was \$481,195 of which \$58,454 of the debt was forgiven.

-10-

### NOTE 5 - Stockholders' Equity

In July 2003 the Board of Directors authorized the issuance of 286,713 restricted common shares to the President in exchange for a shareholder advance of \$48,773 and a receivable from the President of \$51,227. The President is the only member of the Board of Directors. Also in July 2003 a signing bonus of \$100,000 was paid to the President via the issuance of 279,720 shares of restricted common stock.

In July 2003 a reverse stock split of 1:143 was authorized by the Board of Directors, and the number of authorized shares was increased to 300 million. The financial statements have been retroactively restated to reflect the reverse stock split.

In August 2003 the Company issued 16,999,984 common shares to the shareholders to whom interest was due on the line of credit. The issuance of these shares relieved the entire outstanding payable of \$150,519.

## Edgar Filing: ANGLOTAJIK MINERALS INC - Form 10QSB

In September 2003 a 2:1 forward stock split was authorized by the Board of Directors. The financial statements have been retroactively restated to reflect the forward stock split.

On October 13, 2003 the board of directors authorized the issuance of 1,000,000 shares of restricted common stock to a law firm for services valued at \$370,000.

During the three months ending March 31, 2005 the company issued 3,916,434 restricted common shares in exchange for printing and reproductions expenses of \$35,237, as well as, 3,916,434 restricted common shares in exchange for consulting expenses of \$ 34,285. Also the company issued 24,867,132 restricted common shares in lieu of the company's debts to the President of \$386,773 for wages payable, \$47,375.66 for advance from shareholder, and \$47,047 for vacation accrued. The total amount of the debt to the President was \$481,195 of which \$58,454 of the debt was forgiven.

### NOTE 6 - Commitments and Contingencies

There are various claims and lawsuits pending against the Company arising in the normal course of the Company's business. Although the amount of liability at December 31, 2003, cannot be ascertained, management is of the opinion that any resulting liability will not materially affect the Company's financial position.

Merrill Lynch Canada Inc., has filed suit against the Company regarding a dispute related to the sale of its restricted common stock by an unrelated third party to Merrill Lynch. At this time the Company does not know if it will sustain a loss, or the amount of the loss.

The Company settled an action by a bank regarding an overdraft. The settlement carried an interest rate of 9.0% and twelve monthly payments of \$3,321. The Company made three payments before defaulting on this settlement. The amount due as of September 30, 2005 is \$28,343. Related interest of \$9,157 has also been accrued by the Company.

-11-

### Item 2 - Management's Discussion and Analysis or Plan of Operation

NOTE: The following discussion and analysis should be read in conjunction with the Company's Interim Financial Statements (unaudited) and the Notes to the Financial Statements for the nine month period ended September 30, 2005.

#### Uncertainty as to Certain Accounts Payable

We have reviewed, and continue to review our corporate files, books and records, but remain unable to conclusively identify a basis or certain amount of our Accounts Payable and for the Related Parties Payable to previous management carried on our books. We are continuing to attempt to locate invoices or other documentation regarding those payables.

#### Nine Months Ended September 30, 2005 versus 2004

Operating expenses for the period increased to \$235,003 in 2005 compared to \$217,776 for the comparable period in 2004. As the company had no cash resources, expenses were funded by issuance of common stock, by loans

## Edgar Filing: ANGLOTAJK MINERALS INC - Form 10QSB

subsequently settled by the issuance of our common stock, and by an increase in the Related Party Payable account.

### Plan of Operation

We currently have no cash or sources of cash to fund operations. We have suspended our proposed activities in mineral exploration in the Republic of Tajikistan because of our inability to secure funding, and are currently exploring other business opportunities. Our ability to resume mineral exploration, or to acquire or start another business, will likely depend upon our success in raising capital through stock sales or some other means, of which we cannot be certain.

## PART II - OTHER INFORMATION

### Item 1 - Legal Proceedings

There are various claims and lawsuits pending against the Company arising in the normal course of the Company's business. Although the amount of liability at September 30, 2003, cannot be ascertained, management is of the opinion that any resulting liability will not materially affect the Company's financial position. See Note 6 to the Interim Financial Statements.

### Item 2 - Changes in Securities

None.

### Item 3 - Defaults Upon Senior Securities

None.

-12-

### Item 4 - Submission of Matters to a Vote of Security Holders

None.

### Item 5 - Other Information

None.

### Item 6 - Exhibits and Reports on Form 8-K

None.

The following exhibits are filed herewith:

Ex. 31	Certification of CEO / CFO
Ex. 32	Certification of CEO / CFO

SIGNATURES

Edgar Filing: ANGLOTAJIK MINERALS INC - Form 10QSB

In accordance with the requirements of the Exchange Act, the Registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

ANGLOTAJIK MINERALS INC.

November 23, 2005

-----  
Dated

/s/ Matthew Markin

-----  
President, Acting Chief Financial Officer

-13-