

Edgar Filing: BRL HOLDINGS INC - Form 10QSB

BRL HOLDINGS INC  
Form 10QSB  
February 19, 2003

United States Securities and Exchange Commission  
Washington, D. C. 20549

FORM 10-QSB

[X] QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934

For the quarterly ended December 31, 2002  
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[ ] TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE EXCHANGE ACT OF 1934

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

Commission File No. 000-15260  
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BRL HOLDINGS, INC.  
-----

(Exact Name of Small Business Issuer as Specified in its Charter)

DELAWARE  
-----

88-0218411  
-----

(State or Other Jurisdiction of  
incorporation or organization)

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

200 Perimeter Road  
Manchester, NH 03130  
-----

(Address of Principal Executive Offices)

Issuer's Telephone Number: (603) 641-8443

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 a court.

Yes            No  
---            ---

(APPLICABLE ONLY TO CORPORATE ISSUERS)

State the number of shares outstanding of each of the Issuer's classes of  
common stock, as of the latest practicable date, 47,906,220 shares of common  
stock, par value \$.01 per share as of February 14, 2003.

Transitional Small Business Disclosure Format (Check One) Yes            No X  
-----            -----

BRL Holdings, Inc.

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statement
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BRL HOLDINGS, INC.  
(A DEVELOPMENT STAGE ENTERPRISE)  
CONSOLIDATED BALANCE SHEETS  
December 31, 2002 and June 30, 2002

December 31, 2002 (Consolidated) (Unaudited)	June 30, 2002
-----	-----

ASSETS

Current Assets:

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Cash	\$ 701	\$ 1,148
Other receivables	20,084	-
Prepaid expenses and other current assets	2,100	1,050
	-----	-----
Total current assets	22,885	2,198
	-----	-----
Other assets:		
Investments in related party securities	-	-
	-----	-----
Total assets	\$ 22,885	\$ 2,198
	=====	=====

LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIENCIES)

Current liabilities:		
Accounts payable	\$ 89,292	\$ 8,814
Accounts payable related party	20,687	20,687
Accrued expenses	274,268	5,000
	-----	-----
Total current liabilities	384,247	34,501
	-----	-----
Other liabilities-related party	109,173	-
	-----	-----
Total liabilities	493,420	34,501
	-----	-----
Stockholders' equity (Deficiency):		
Preferred Stock of \$.10 per share value, authorized 5,000,000 shares, no shares outstanding at December 31, 2002 and June 30, 2002, respectively	-	-
Common stock of \$.01 par value, 50,000,000 shares authorized, 47,906,220 and 5,433,800 issued and outstanding at December 31, 2002 and June 30, 2002	479,062	54,338
Additional paid-in capital	7,743,720	7,956,081
Accumulated deficit prior to development stage activities	(7,980,499)	(8,042,772)
Development stage accumulated earnings (deficit)	(712,818)	-
	-----	-----
Total Stockholder's Equity (deficit)	(470,535)	(32,303)
	-----	-----
Total liabilities and stockholders' equity (deficit)	\$ 22,885	\$ 2,198
	=====	=====

The accompanying notes are an integral part of the consolidated financial statements.

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BRL HOLDINGS, INC.  
(A DEVELOPMENT STAGE ENTERPRISE)  
CONSOLIDATED STATEMENTS OF OPERATIONS  
For the Three Months and Six Months Ended December 31, 2002 and the  
Cumulative Period (October 4, 2002) to December 31, 2002  
(Unaudited)

				Inception (October 4, 2002) to December 31, 2002
Three Months Ended December 31, 2002	Six Months Ended December 31, 2001	Six Months Ended December 31, 2002	Six Months Ended December 31, 2001	

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	(Unaudited)		(Unaudited)		(Unaudited)	
	-----		-----		-----	
Revenues	\$	-	\$	-	\$	-
Cost of goods sold		-		-		-
Gross profit		-		-		-
Costs and expenses:						
Research and development		(93,378)		(93,378)		-
Purchased technologies						
cost	(2,445)	-	(2,445)	-	(2,445)	
General and						
administrative	(511,973)	(229,394)	(550,795)	(239,182)	(511,973)	
Total costs and						
expenses	(514,418)	(332,772)	(553,240)	(332,560)	(514,418)	
(Loss)/Gain from						
operations	(514,418)	(332,772)	(553,240)	(332,560)	(514,418)	
Other Income (Cost):						
Loss from investments	(288,585)	-	(288,585)	-	(288,585)	
Other income (cost)	90,017	10,000	90,017	10,000	90,017	
Total other income (cost)	(198,568)	10,000	(198,568)	10,000	(198,568)	
Gain (loss) before						
provision for (benefit						
from) income taxes	(712,986)	(312,772)	(751,808)	(322,560)	(712,986)	
Provision for income taxes		-		-		-
Net gain (loss)	\$	(712,986)	\$	(312,772)	\$	(712,986)
Weighted average shares	36,039,486	3,724,606	11,763,475	2,579,272	36,039,486	
Basic and fully diluted						
loss per share	\$	(0.00)	\$	(0.27)	\$	(0.00)

The accompanying notes are an integral part of the consolidated financial statements.

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BRL HOLDINGS, INC.  
(A DEVELOPMENT STAGE ENTERPRISE)  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
For the Six Months Ended December 31, 2002 and 2001 and  
the Cumulative Period from Inception to December 31, 2002  
(Unaudited)

	Six Months Ended		Inception
	December 31,		(October 4, 2002)
	2002	2001	To December 31,
	-----		2002
	-----		-----
Cash flows from operating			
activities:			
Net (loss)/Gain	\$ (751,808)	\$ (322,560)	\$ (712,986)
Adjustments to reconcile net			

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loss to net cash used in development activities:			
Depreciation and amortization	-	47,240	-
Common stock issued in exchange for purchased technology	2,445	-	2,445
Net effect of subsidiary transactions	97,769		98,231
Common stock issued in exchange for common stock of subsidiary	212,362	-	212,362
(Increase) Decrease in current assets:			
Accounts Receivable	-	-	-
Inventories	-	-	-
Other receivables	(20,084)	(995)	(19,320)
Prepaid expenses and other current assets	(1,050)	(1,120)	(1,575)
Related party securities	-	-	-
Other non-current assets	-	-	-
Increase (Decrease) in current liabilities:			
Accounts payable	80,478	144,642	44,209
Accrued expenses	269,268	46,725	267,768
Other liabilities	109,173	1,500	109,173
	-----	-----	-----
Net cash used in operating activities	\$ (447)	\$ (84,568)	\$ 307
	-----	-----	-----

The accompanying notes are an integral part of the consolidated financial statements.

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BRL HOLDINGS, INC.  
(A DEVELOPMENT STAGE ENTERPRISE)  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
For the Six Months Ended December 31, 2002 and 2001 and  
the Cumulative Period from Inception to December 31, 2002  
(Unaudited)

	Six Months Ended December 31, 2002	2001	Inception (October 4, 2002) To December 31, 2002
	-----	-----	-----
Cash flows from investing activities:			
Purchase of fixed assets	\$ -	\$ (61,602)	\$ -
Purchase of intangible assets	-	(378,161)	-
Proceeds from sale of assets	-	-	-
	-----	-----	-----
Net cash used in investing activities	-	(493,763)	-
	-----	-----	-----
Cash flows from financing activities:			
Notes receivable	-	-	-
Notes payable	-	-	-
Issuance of common stock, net	-	591,980	-
Payment of deferred offering costs	-	(67,000)	-
	-----	-----	-----

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Net cash provided by investing activities	\$	-	\$ 524,980	\$	-
Net increase (decrease) in cash		(447)	649		307
Cash at beginning of period		1,148	119		394
Cash at end of period	\$	701	\$ 768	\$	701

### Supplemental Disclosures of Cash Flow Information:

#### Cash paid during the period for:

Interest	\$	-	\$ -	\$	-
Income taxes	\$	-	\$ -	\$	-

### Supplemental Schedule of Non cash Investing and Financing Activities:

Cash paid for interest	-	-	-
Stock issued for acquisition of subsidiary	212,362	-	212,362
Liabilities repaid through issuance of common stock	-	-	-

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

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BRL HOLDINGS, INC.  
(A DEVELOPMENT STAGE ENTERPRISE)  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
DECEMBER 31, 2002  
(UNAUDITED)

#### Note 1 Basis of presentation

The accompanying unaudited consolidated financial statements have been prepared from the books and records of BRL Holdings, Inc. (the "Company") or "BRL") in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-QSB and Rule 310 of Regulation S-B. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete consolidated financial statements and should be read in conjunction with the Company's audited consolidated financial statements at and for the fiscal year ended June 30, 2002. In the opinion of management, all adjustments (consisting only of normal recurring accruals and adjustments associated with the Element 21 acquisition) considered necessary for a fair presentation have been included. Operating results for the six months ended December 31, 2002 are not necessarily indicative of the results that may be expected for the year ended June 30, 2003.

#### Note 2 Investment in related parted securities

On April 1, 2002 we divested our majority interest in the AssureTec Systems subsidiary by exchanging with AssureTec founders and consultants shares in AssureTec held by the Company. After divesting these shares previously held, the Company currently holds as an investment through its Tech Ventures subsidiary of 2,716,900 shares of AssureTec stock carried at a nominal value equal to the par value of the stock. (See our 8-K Current Report dated April 1, 2002, which has been previously filed with the Securities and Exchange Commission and which is incorporated herein by

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reference.)

### Note 3 Consolidation of financial statements

Since June 30, 2002 the Company has been consolidated with Tech Ventures, Inc. and Tech Venture's wholly owned subsidiaries IJAM Entertainment, Inc. and Advanced Conductor Technologies, Inc. For the period of October 4, 2002 to December 31, 2002 the Company was also consolidated with both Tech Ventures, Inc. and Element 21 Golf Company. For the three month period ended December 31, 2001 and prior to the formation of Tech Ventures, the Company was consolidated with AssureTec Systems, Inc., which consolidation commenced on the purchase date, November 9, 2001. Prior to November 9, 2001, from January 1 2001 through October 2001 the Company had no business activities other than administrative costs necessary for remaining a publicly reporting entity. On April 1, 2002 the Company divested itself of its controlling interest in AssureTec Systems, Inc. retaining an investment interest carried at nominal value (see Item 2).

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

#### Results of Operations

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The following discussion includes the business of Element 21 Golf Company (the "Subsidiary"), since the Company, prior to its acquisition of the Subsidiary, had recently divested its majority interest in AssureTec Systems, Inc., retaining only an investment interest carried at a nominal value through a newly formed subsidiary Tech Ventures, Inc. Otherwise the Company had no operations other than raising capital and searching for an acquisition candidate (i.e., the Subsidiary). Where relevant, all numbers retroactively take into account the operations of both Tech Ventures and Element 21. The Company has announced its plans to spin off Tech Ventures as an independent company, but such is still pending.

#### Three Months Ended December 31, 2002 and 2001

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For the three months ended December 31, 2002 the Company, including the Subsidiaries had no revenues, general and administrative costs of \$550,795, purchased technology costs of \$2,445 loss from investments of \$288,585 and miscellaneous income from the acquisition of the subsidiary of \$90,017 resulting in a loss of \$751,808 as compared with the three months ended December 31, 2001, the Company, including the Subsidiary had no revenues, research and development costs of \$93,378, general and administrative expenses of \$239,182 and other income of \$10,000 for a net loss of \$322,560.

#### Six Months Ended December 31, 2002 and 2001

-----

For the six months ended December 31, 2002 the Company, including the subsidiaries had no revenues, \$2,445 of purchased technology costs, administrative costs of \$550,795, loss on investment of \$288,585, other income of \$90,017 resulting in a net loss of \$751,808 as compared with the six months ended December 31, 2001 the Company, including the subsidiary from November 9, 2001 through December 31, 2001 had research and development costs of \$93,378, general and administrative expenses of \$239,182, other income of \$10,000 yielding a net loss of \$322,560.

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Inception to December 31, 2002  
-----

From inception of the consolidation of the Company with Element 21 Golf Company, (October 4, 2002), through December 31, 2002, the Company, including the Subsidiary, had revenues of \$0, cost of goods sold of \$0, purchased technology costs of \$2,445, administrative costs of \$511,973, loss from investments of \$288,585 and other income of \$90,017 yielding an accumulated net loss of \$712,986.

Liquidity and Capital Resources  
-----

The Company including its subsidiary Element 21 Golf Company has a negative working capital. It's liquidity from inception until the closing of the Reorganization was primarily the funds of the Company and stockholders of the Company. Absent continued accruals by consultants retained by the Company to manage its operations and further advances by stockholders of the Company, the Company cannot continue to develop

Dividend Policy  
-----

The Company has not declared or paid any cash dividends on its common stock since its inception and does not anticipate the declaration or payment of cash dividends in the foreseeable future. The Company intends to retain earnings, if any, to finance the development and expansion of its subsidiary's business. Future dividend policy will be subject to the discretion of the Board of Directors and will be contingent upon future earnings, if any, the Company's financial condition, capital requirements, general business conditions and other factors. Therefore, there can be no assurance that dividends of any kind will ever be paid.

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Effect of Inflation  
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Management believes that inflation has not had a material effect on its operations for the periods presented.

Item 3. Controls and Procedures.  
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(a) Evaluation of Disclosure Controls and Procedures.

Our President and Secretary/Treasurer have evaluated our Company's disclosure controls and procedures as of November 14, 2002, and they concluded that these controls and procedures are effective.

(b) Changes in Internal Controls.

There are no significant changes in internal controls or in other factors that could significantly affect these controls subsequent to November 14, 2002.

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PART II

OTHER INFORMATION



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Item 1. Legal Proceedings

None

Item 2. Changes in Securities.

We proposed to effect by exemption from registration under the Securities Act or by registration there under, a spin-off of our interests in two of our subsidiaries, Tech Ventures, Inc., a Delaware corporation, ("Tech Ventures"), that was recently formed to hold substantially all of our assets and business that we owned prior to the closing of the Element 21 Acquisition, and of Advanced Conductor Technologies, Inc., a Delaware corporation ("Advanced Conductor"), both with ex-dividend dates of October 25, 2002, and distribution dates to be set once it has been determined whether these distributions can be made without registration under the Securities Act or must be subject to a prior registration statement filed with the Securities and Exchange Commission under the Securities Act. Holders of beneficial interests acquired after October 25, 2002 and all holders of shares and options issued or exchanged under the Element 21 Acquisition will not have any right to any of the spin-off dividends as a condition to the Acquisition, but all were accorded the 100% share for share dividend with a distribution date of November 8, 2002.

Item 3. Default Upon Senior Securities.

None

Item 4. Submission of matters to a Vote of Securities Holders

None

Item 5. Other Information

None

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

On November 20, 2002 immediately following the filing of our Annual Report on Form 10KSB, we terminated Good Schwartz Brown & Berns as our independent accountant and retained Stephen A. Diamond as our certifying accountant. (See our 8-K Current Report dated November 20, 2002, which has been previously filed with the Securities and Exchange Commission and which is incorporated herein by reference.)

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SIGNATURES

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

BRL Holdings, INC

Date: February 19, 2003

By/S/ Nataliya Hearn, Ph.D.

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Nataliya Hearn, Ph.D.  
President and Director

Date: February 19, 2003

By/S/ Jim Morin

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Jim Morin  
Secretary/Treasurer,  
CFO and Director

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CERTIFICATION PURSUANT TO  
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Nataliya Hearn, Ph.D., President and Chief Executive Officer of BRL Holdings, Inc. (the "Registrant"), certify that:

1. I have reviewed this Quarterly Report on Form 10-QSB of the Registrant;

2. Based on my knowledge, this Quarterly Report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this Quarterly Report;

3. Based on my knowledge, the financial statements, and other financial information included in this Quarterly Report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this Quarterly Report;

4. 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-14 and 15d-14) for the Registrant and we have:

- a) designed such disclosure controls and procedures 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 Quarterly Report is being prepared;
- b) evaluated the effectiveness of the Registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this Quarterly Report (the "Evaluation Date"); and
- c) presented in this Quarterly Report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The Registrant's other certifying officer and I have disclosed, based on our most recent evaluation, to the Registrant's auditors and the audit committee of Registrant's board of directors (or persons performing the equivalent function);

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- a) all significant deficiencies in the design or operation of internal controls which could adversely affect the Registrant's ability to record, process, summarize and report financial data and have identified for the Registrant's auditors any material weaknesses in internal controls; and
- b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal controls; and

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6. The Registrant's other certifying officer and I have indicated in this Quarterly Report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: February 19, 2003

By/s/Nataliya Hearn, Ph.D.  
President and Director

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### CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Jim Morin, Secretary/Treasurer and Chief Financial Officer of BRL Holdings, Inc. (the "Registrant"), certify that:

1. I have reviewed this Quarterly Report on Form 10-QSB of the Registrant;

2. Based on my knowledge, this Quarterly Report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this Quarterly Report;

3. Based on my knowledge, the financial statements, and other financial information included in this Quarterly Report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this Quarterly Report;

4. 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-14 and 15d-14) for the Registrant and we have:

- a) designed such disclosure controls and procedures 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 Quarterly Report is being prepared;
- b) evaluated the effectiveness of the Registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this Quarterly Report (the "Evaluation Date"); and
- c) presented in this Quarterly Report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The Registrant's other certifying officer and I have disclosed, based on our most recent evaluation, to the Registrant's auditors and the audit committee of Registrant's board of directors (or persons performing the equivalent function);

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- a) all significant deficiencies in the design or operation of internal controls which could adversely affect the Registrant's ability to record, process, summarize and report financial data

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and have identified for the Registrant's auditors any material weaknesses in internal controls; and

- b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal controls; and

6. The Registrant's other certifying officer and I have indicated in this Quarterly Report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: February 19, 2003

By/s/Jim Morin  
Secretary/Treasurer,  
CFO and Director

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

In connection with the Quarterly Report of BRL Holdings, Inc. (the "Registrant") on Form 10-QSB for the quarter ended December 31, 2002, as filed with the Securities and Exchange Commission on the date hereof, we, Nataliya Hearn, Ph.D., President and Chief Executive Officer, and Jim Morin, Secretary/Treasurer and Chief Financial Officer of the Registrant, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Quarterly Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Quarterly Report fairly presents, in all material respects, the financial condition and result of operations of the Registrant.

Date: 2/19/03

By/s/Nataliya Hearn, Ph.D.  
President and Director

Date: 2/19/03

By/s/Jim Morin  
Secretary/Treasurer,  
CFO and Director

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