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ARIES VENTURES INC  
Form 10QSB  
February 10, 2005

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

FORM 10-QSB

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

For the quarterly period ended December 31, 2004

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

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

Commission file number: 0-14136

Aries Ventures Inc.

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

Nevada

84-0987840

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

-----  
(I.R.S. Employer  
Identification Number)

11111 Santa Monica Boulevard, Suite 1250, Los Angeles, California 90025

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

Issuer's telephone number: (310) 402-5069

28720 Canwood Street, Suite 207, Agoura Hills, California 91301

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

Check whether the issuer (1) has 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 issuer 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 filed all documents and  
reports required to be filed by Section 12, 13 or 15(d) of the Securities Act of  
1934 subsequent to the distribution of securities under a plan confirmed by a  
court. Yes  No

As of December 31, 2004, the Company had 2,032,226 shares of common stock  
outstanding.

Documents incorporated by reference: None.

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### Aries Ventures Inc. Condensed Balance Sheets

	December 31, 2004 ----- (Unaudited)	September 30, 2004 -----
<b>ASSETS</b>		
<b>CURRENT</b>		
Cash and cash equivalents	\$ 2,622,082	\$ 2,686,241
Due from related party	12,076	-
Prepaid expenses and other current assets	16,622	18,147
	----- 2,650,780 -----	----- 2,704,388 -----
<b>PROPERTY AND EQUIPMENT</b>		
Less: accumulated depreciation	27,363 (27,363) ----- -	27,363 (26,642) ----- 721 -----

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OTHER		
Deposits	-	2,309
	-----	-----
	\$ 2,650,780	\$ 2,707,418
	=====	=====

(continued)

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Aries Ventures Inc.  
Condensed Balance Sheets (continued)

	December 31, 2004	September 30, 2004
	-----	-----
	(Unaudited)	
LIABILITIES		
CURRENT		
Accounts payable	\$ 66,479	\$ 50,045
Accrued liabilities	2,554	10,135
	-----	-----
	69,033	60,180
	-----	-----
COMMITMENTS AND CONTINGENCIES		
SHAREHOLDERS' EQUITY		
Preferred stock, \$0.01 par value		
Authorized - 10,000,000 shares		
Issued and outstanding - None	-	-
Common stock, \$0.01 par value		
Authorized - 50,000,000 shares		
Issued - 3,311,981 shares		
(outstanding - 2,032,226 shares)	33,120	33,120
Less: securities held in		
treasury - 1,279,755 shares of		
common stock and 1,194,755 Class		
A common stock purchase warrants,		
at cost	(1,343,743)	(1,343,743)
Additional paid-in capital	1,800,859	1,800,859
Retained earnings	2,091,511	2,157,002
	-----	-----
	2,581,747	2,647,238
	-----	-----
	\$ 2,650,780	\$ 2,707,418
	=====	=====

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See accompanying notes to condensed financial statements.

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Aries Ventures Inc.  
Condensed Statements of Operations (Unaudited)

	Three Months Ended December 31,	
	2004	2003
	-----	-----
REVENUES	\$ -	\$ -
	-----	-----
COSTS AND EXPENSES		
General and administrative	66,639	101,671
Legal fees	-	2,000
Depreciation	721	127
Interest expense	124	263
Interest income	(2,793)	(1,653)
	-----	-----
Net loss before income taxes	(64,691)	(102,408)
State income taxes	800	-
	-----	-----
NET LOSS	\$ (65,491)	\$ (102,408)
	=====	=====
LOSS PER COMMON SHARE -		
BASIC AND DILUTED	\$ (0.03)	\$ (0.04)
	=====	=====
WEIGHTED AVERAGE NUMBER OF		
COMMON SHARES OUTSTANDING -		
BASIC AND DILUTED	2,032,226	2,699,924
	=====	=====

See accompanying notes to condensed financial statements.

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Aries Ventures Inc.  
Condensed Statements of Cash Flows (Unaudited)

	Three Months Ended December 31,	
	2004	2003
	-----	-----
<b>OPERATING ACTIVITIES</b>		
Net loss	\$ (65,491)	\$ (102,408)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation	721	127
Changes in operating assets and liabilities:		
Decrease in:		
Prepaid expenses and other current assets	1,525	13,165
Other assets	2,309	-
Increase (decrease) in:		
Accounts payable	16,434	9,094
Accrued liabilities	(7,581)	(21,727)
	-----	-----
Net cash used in operating activities	(52,083)	(101,749)
	-----	-----
<b>INVESTING ACTIVITIES</b>		
Payments from related party	-	26,894
Increase in amounts due from related party	(12,076)	(11,246)
Purchases of property and equipment	-	(119)
	-----	-----
Net cash provided by (used in) investing activities	(12,076)	15,529
	-----	-----
<b>FINANCING ACTIVITIES</b>		
Repurchase of securities	-	(1,343,743)
	-----	-----
Net cash used in financing activities	-	(1,343,743)
	-----	-----
<b>CASH AND CASH EQUIVALENTS:</b>		
Net decrease	(64,159)	(1,429,963)
Balance at beginning of period	2,686,241	4,345,513
	-----	-----
Balance at end of period	\$ 2,622,082	\$ 2,915,550
	=====	=====



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the Company believes that the disclosures contained in these financial statements are adequate to make the information presented therein not misleading. For further information, refer to the financial statements and the notes thereto included in the Company's Annual Report on Form 10-KSB for the fiscal year ended September 30, 2004, as filed with the Securities and Exchange Commission.

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, 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 results of operations for the three months ended December 31, 2004 are not necessarily indicative of the results of operations to be expected for the full fiscal year ending September 30, 2005.

Business - As of December 31, 2004, the Company had no business operations. The Company is focused on maintaining the corporate entity and seeking a new business opportunity. The acquisition of a new business opportunity may result in a change in name and in control of the Company.

Loss Per Share - Basic earnings (loss) per share is calculated by dividing earnings (loss) by the weighted average number of common shares outstanding during the period. Diluted earnings per share gives effect to all potentially dilutive common shares outstanding during the period. These potentially dilutive securities were not included in the calculation of loss per share for the three months ended December 31, 2004 and 2003 because the Company incurred a loss during such periods and thus their effect would have been anti-dilutive. Accordingly, basic and diluted loss per share are the same for the three months ended December 31, 2004 and 2003.

At December 31, 2004, potentially dilutive securities consisted of outstanding Series A common stock purchase warrants to acquire 2,056,226 shares of common stock and stock options to acquire 353,318 shares of common stock.

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Stock-Based Compensation - The Company may periodically issue shares of common stock for services rendered or for financing costs. Such shares are valued based on the market price on the transaction date.

The Company may periodically issue stock options and warrants to employees and non-employees in non-capital raising transactions for services and for financing costs.

The Company has adopted Statement of Financial Accounting Standards ("SFAS") No. 123, "Accounting for Stock-Based Compensation", which establishes a fair value method of accounting for stock-based compensation plans.

The provisions of SFAS No. 123 allow companies to either record an expense in the financial statements to reflect the estimated fair value of stock options or warrants to employees, or to continue to follow the intrinsic value method set forth in Accounting Principles Board Opinion No. 25, "Accounting for Stock Issued to Employees", but to disclose on an annual basis the pro forma effect on net income (loss) and net income (loss) per common share had the fair value of the stock options and warrants been recorded in the financial statements. SFAS No. 123 was amended by SFAS No. 148, which now requires companies to disclose in interim financial statements the pro forma effect on net income (loss) and net income (loss) per common share of the estimated fair market value of stock

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options or warrants issued to employees. The Company has elected to continue to account for stock-based compensation plans utilizing the intrinsic value method. Accordingly, compensation cost for stock options and warrants is measured as the excess, if any, of the fair market price of the Company's common stock at the date of grant above the amount an employee must pay to acquire the common stock.

In accordance with SFAS No. 123, the cost of stock options and warrants issued to non-employees is measured at the grant date based on the fair value of the award. The fair value of the stock-based award is determined using the Black-Scholes option-pricing model. The resulting amount is charged to expense on the straight-line basis over the period in which the Company expects to receive benefit, which is generally the vesting period.

Pro Forma Financial Disclosure - The fair value of stock options granted under the Company's Employee Stock Option Plan and Management Incentive Stock Option Plan on November 1, 2000 were estimated on the grant date using the Black-Scholes option-pricing model. Had such stock options been accounted for pursuant to SFAS No. 123, the effect on the Company's results of operations would have been as follows:

For the three months ended December 31, 2004 and 2003, the Company would have recorded \$0 and \$1,662 as additional compensation expense, resulting in a net loss of \$65,491 and \$104,070, respectively, and a net loss per common share of \$0.03 and \$0.04, respectively.

Reclassification - Certain amounts have been reclassified in 2003 to conform to the presentation in 2004.

### 2. Due from Related Entity

During the three months ended December 31, 2004 and 2003, the Company allocated certain common corporate services (consisting of rent, utilities, common area services, insurance and other office services) aggregating \$12,076 and \$11,246, respectively, to Resource Ventures, Inc. ("Resource"), a related entity with certain common officers and directors. As of December 31, 2004 and September 30, 2004, amounts due from Resource aggregated \$12,076 and \$0, respectively. During the three months ended December 31, 2004 and 2003, Resource paid the Company \$0 and \$26,894, respectively. The allocation of common corporate services between the Company and Resource ceased effective December 31, 2004.

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### 3. Stockholders' Equity

Effective November 17, 2003, the Company repurchased from an institutional shareholder 1,279,755 shares of common stock and 1,194,755 Series A common stock purchase warrants in a private transaction for an aggregate cash purchase price of \$1,343,743. As a result of the exercise price of the Series A common stock purchase warrants being substantially in excess of the fair market value of the Company's common stock, all of the consideration was allocated to the common shares. These securities have been classified as treasury securities and recorded at cost as a reduction to stockholders' equity in the Company's condensed balance sheets.

Effective December 31, 2004, the Company's Board of Directors approved an extension of the expiration date of a stock option to acquire 176,659 shares of common stock exercisable at \$0.25 per share previously granted to the Company's former Chairman of the Board of Directors, from March 31, 2005 to October 31, 2005. The former Chairman resigned from the Company's Board of Directors effective December 31, 2004. The financial effect of the extension of the stock



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option calculated pursuant to the Black-Scholes option-pricing model was not material.

### 4. Recent Accounting Pronouncements

In January 2003, the FASB issued Interpretation No. 46 ("FIN 46"), "Consolidation of Variable Interest Entities" ("FIN 46"), which clarifies the application of Accounting Research Bulletin No. 51, "Consolidated Financial Statements", relating to consolidation of certain entities. In December 2003, the FASB issued a revised version of FIN 46 ("FIN 46R") that replaced the original FIN 46. FIN 46R requires identification of a company's participation in variable interest entities ("VIEs"), which are defined as entities with a level of invested equity that is not sufficient to fund future activities to permit it to operate on a standalone basis. For entities identified as a VIE, FIN 46R sets forth a model to evaluate potential consolidation based on an assessment of which party to the VIE (if any) bears a majority of the exposure to its expected losses, or stands to gain from a majority of its expected returns. FIN 46R also sets forth certain disclosures regarding interests in VIEs that are deemed significant, even if consolidation is not required. The Company is not currently participating in, or invested in any VIEs, as defined in FIN 46R. The implementation of the provisions of FIN 46R in 2003 did not have a significant effect on the Company's financial statement presentation or disclosures.

In May 2003, the FASB issued SFAS No. 150, "Accounting for Certain Financial Instruments with Characteristics of both Liabilities and Equity". SFAS No. 150 establishes standards for how an issuer classifies and measures in its statement of financial position certain financial instruments with characteristics of both liabilities and equity. SFAS No. 150 requires that an issuer classify a financial instrument that is within its scope as a liability (or an asset in some circumstances) because that financial instrument embodies an obligation of the issuer. SFAS No. 150 is effective for financial instruments entered into or modified after May 31, 2003 and otherwise is effective at the beginning of the first interim period beginning after June 15, 2003. SFAS No. 150 is to be implemented by reporting the cumulative effect of a change in accounting principle for financial instruments created before the issuance date of SFAS No. 150 and still existing at the beginning of the interim period of adoption. Restatement is not permitted. The adoption of SFAS No. 150 did not have a significant effect on the Company's financial statement presentation or disclosures.

In December 2004, the FASB issued SFAS No. 123(R), "Share-Based Payment". SFAS No. 123(R) revises SFAS No. 123, "Accounting for Stock-Based Compensation" and supersedes APB Opinion No. 25, "Accounting for Stock Issued to Employees". SFAS No. 123(R) focuses primarily on the accounting for transactions in which an entity obtains employee services in share-based payment transactions. SFAS No.

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123(R) requires companies to recognize in the statement of operations the cost of employee services received in exchange for awards of equity instruments based on the grant-date fair value of those awards (with limited exceptions). SFAS No. 123(R) is effective as of the first interim or annual reporting period that begins after June 15, 2005 for non-small business issuers and after December 15, 2005 for small business issuers. Accordingly, the Company will adopt SFAS No. 123(R) in its quarter ending March 31, 2006. The Company is currently evaluating the provisions of SFAS No. 123(R) and has not yet determined the impact, if any, that SFAS No. 123(R) will have on its financial statement presentation or disclosures.

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### ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

This Quarterly Report on Form 10-QSB for the quarterly period ended December 31, 2004 contains "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, including statements that include the words "believes", "expects", "anticipates", or similar expressions. These forward-looking statements include, but are not limited to, statements concerning the Company's expectations regarding its working capital requirements, financing requirements, business prospects, and other statements of expectations, beliefs, future plans and strategies, anticipated events or trends, and similar expressions concerning matters that are not historical facts. The forward-looking statements in this Quarterly Report on Form 10-QSB for the quarterly period ended December 31, 2004 involve known and unknown risks, uncertainties and other factors that could cause the actual results, performance or achievements of the Company to differ materially from those expressed in or implied by the forward-looking statements contained herein.

#### General Overview:

As of December 31, 2004, the Company had no business operations. The Company is focused on maintaining the corporate entity and seeking a new business opportunity. The acquisition of a new business opportunity may result in a change in name and in control of the Company.

#### Critical Accounting Policies:

The Company prepared its financial statements in accordance with accounting principles generally accepted in the United States of America. The preparation of these financial statements requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Management periodically evaluates the estimates and judgments made. Management bases its estimates and judgments on historical experience and on various factors that are believed to be reasonable under the circumstances. Actual results may differ from these estimates as a result of different assumptions or conditions.

The following critical accounting policies affect the more significant judgments and estimates used in the preparation of the Company's financial statements.

#### Cash and Cash Equivalents:

Cash and cash equivalents include all highly-liquid investments with an original maturity of three months or less at the date of purchase. The Company minimizes its credit risk by investing its cash and cash equivalents with major banks and financial institutions located primarily in the United States. However, cash balances exceeded federally-insured levels at December 31, 2004 and September 30, 2004. Balances that exceed such limits are separately insured through the commercial insurance carrier of the financial institution. The Company believes that no risk exists with respect to its concentration of balances in cash and cash equivalents.

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#### Income Taxes:

The Company records a valuation allowance to reduce its deferred tax assets to the amount that is more likely than not to be realized. In the event the Company was to determine that it would be able to realize its deferred tax assets in the

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future in excess of its recorded amount, an adjustment to the deferred tax assets would be credited to operations in the period such determination was made. Likewise, should the Company determine that it would not be able to realize all or part of its deferred tax assets in the future, an adjustment to the deferred tax assets would be charged to operations in the period such determination was made.

### Results of Operations:

#### Three Months Ended December 31, 2004 and 2003:

General and Administrative. General and administrative expenses were \$66,639 and \$101,671 for the three months ended December 31, 2004 and 2003, respectively. General and administrative expenses decreased by \$35,032 or 34.5% in 2004 as compared to 2003, primarily as a result of a decrease in management compensation and insurance. Significant components of general and administrative expenses include management and directors' compensation, insurance costs, accounting fees and office expenses.

Effective January 1, 2005, the Company restructured and relocated its corporate office to a new facility in the Los Angeles area, which is being provided by an affiliate without charge on a month-to-month basis. As a result, beginning January 1, 2005, the Company expects to incur substantially reduced office and occupancy expenses, as well as reduced personnel-related costs.

Legal Fees. Legal fees were \$2,000 for the three months ended December 31, 2003. The Company did not have any legal fees for the three months ended December 31, 2004.

Depreciation. Depreciation was \$721 and \$127 for the three months ended December 31, 2004 and 2003, respectively. Included in depreciation for the three months ended December 31, 2004 was a charge of \$594 to write-off the remaining net book value of the Company's property and equipment at December 31, 2004, as a result of the relocation of the Company's corporate office to a new facility effective January 1, 2005.

Interest Expense. Interest expense was \$124 and \$263 for the three months ended December 31, 2004 and 2003, respectively.

Interest Income. Interest income was \$2,793 and \$1,653 for the three months ended December 31, 2004 and 2003, respectively.

Net Loss Before Income Taxes. Net loss before income taxes was \$64,691 and \$102,408 for the three months ended December 31, 2004 and 2003, respectively.

State Income Taxes. State income taxes were \$800 for the three months ended December 31, 2004. The Company did not have any state income taxes for the three months ended December 31, 2003.

Net Loss. Net loss was \$65,491 and \$102,408 for the three months ended December 31, 2004 and 2003, respectively.

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### Financial Condition - December 31, 2004:

#### Liquidity and Capital Resources:

Overview. The Company had cash and cash equivalents of \$2,622,082 at December 31, 2004, as compared to \$2,686,241 at September 30, 2004, a decrease of \$64,159. The Company had working capital of \$2,581,747 at December 31, 2004, as

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compared to working capital of \$2,644,208 at September 30, 2004.

Operating. The Company's operations utilized cash resources for various general and administrative expenses of \$52,083 during the three months ended December 31, 2004, as compared to utilizing cash resources of \$101,749 during the three months ended December 31, 2003. The reduction in cash utilized in operations in 2004 as compared to 2003 of \$49,666 was primarily a result of the reduction in net loss.

As of December 31, 2004, the Company had no business operations. The Company is focused on maintaining the corporate entity and seeking a new business opportunity. The acquisition of a new business opportunity may result in a change in name and in control of the Company.

The Company believes that its working capital resources are adequate to fund anticipated costs and expenses for the remainder of the fiscal year ending September 30, 2005.

Investing. During the three months ended December 31, 2004, net cash used in investing activities was \$12,076, as compared to net cash provided by investing activities of \$15,529 for the three months ended December 31, 2003.

During the three months ended December 31, 2004 and 2003, the Company allocated certain common corporate services (consisting of rent, utilities, common area services, insurance and other office services) aggregating \$12,076 and \$11,246, respectively, to Resource Ventures, Inc. ("Resource"), a related entity with certain common officers and directors. During the three months ended December 31, 2004 and 2003, Resource paid the Company \$0 and \$26,894, respectively. The allocation of common corporate services between the Company and Resource ceased effective December 31, 2004.

During the three months ended December 31, 2003, the Company also purchased \$119 of property and equipment.

Financing. Effective November 17, 2003, the Company repurchased from an institutional shareholder 1,279,755 shares of common stock and 1,194,755 Series A common stock purchase warrants in a private transaction for an aggregate cash purchase price of \$1,343,743.

Commitments and Contingencies. At December 31, 2004, the Company did not have any commitments for capital expenditures.

Off-Balance Sheet Arrangements. At December 31, 2004, the Company did not have any transactions, obligations or relationships that could be considered off-balance sheet arrangements.

### Recent Accounting Pronouncements:

In January 2003, the FASB issued Interpretation No. 46 ("FIN 46"), "Consolidation of Variable Interest Entities" ("FIN 46"), which clarifies the application of Accounting Research Bulletin No. 51, "Consolidated Financial Statements", relating to consolidation of certain entities. In December 2003, the FASB issued a revised version of FIN 46 ("FIN 46R") that replaced the original FIN 46. FIN 46R requires identification of a company's participation in variable interest entities ("VIEs"), which are defined as entities with a level of invested equity that is not sufficient to fund future activities to permit it

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to operate on a standalone basis. For entities identified as a VIE, FIN 46R sets forth a model to evaluate potential consolidation based on an assessment of which party to the VIE (if any) bears a majority of the exposure to its expected losses, or stands to gain from a majority of its expected returns. FIN 46R also sets forth certain disclosures regarding interests in VIEs that are deemed significant, even if consolidation is not required. The Company is not currently participating in, or invested in any VIEs, as defined in FIN 46R. The implementation of the provisions of FIN 46R in 2003 did not have a significant effect on the Company's financial statement presentation or disclosures.

In May 2003, the FASB issued SFAS No. 150, "Accounting for Certain Financial Instruments with Characteristics of both Liabilities and Equity". SFAS No. 150 establishes standards for how an issuer classifies and measures in its statement of financial position certain financial instruments with characteristics of both liabilities and equity. SFAS No. 150 requires that an issuer classify a financial instrument that is within its scope as a liability (or an asset in some circumstances) because that financial instrument embodies an obligation of the issuer. SFAS No. 150 is effective for financial instruments entered into or modified after May 31, 2003 and otherwise is effective at the beginning of the first interim period beginning after June 15, 2003. SFAS No. 150 is to be implemented by reporting the cumulative effect of a change in accounting principle for financial instruments created before the issuance date of SFAS No. 150 and still existing at the beginning of the interim period of adoption. Restatement is not permitted. The adoption of SFAS No. 150 did not have a significant effect on the Company's financial statement presentation or disclosures.

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### ITEM 3. CONTROLS AND PROCEDURES

#### (a) Evaluation of Disclosure Controls and Procedures

Disclosure controls and procedures are designed to ensure that information required to be disclosed in the reports filed or submitted under the Exchange Act of 1934 is recorded, processed, summarized and reported, within the time periods specified in the rules and forms of the Securities and Exchange Commission. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed in the reports filed under the Exchange Act of 1934 is accumulated and communicated to management, including its principal executive and financial officers, as appropriate, to allow timely decisions regarding required disclosure.

The Company carried out an evaluation, under the supervision and with the participation of the Company's management, including its principal executive and financial officer, of the effectiveness of the design and operation of the



INDEX TO EXHIBITS

Exhibit Number -----	Description of Document -----
31	Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32	Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002