

Edgar Filing: ECOLOGICAL SERVICES INC - Form 10QSB

ECOLOGICAL SERVICES INC
Form 10QSB
June 02, 2004

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-QSB

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

For the quarterly period ended December 31, 2003

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

for the transition period from _____ to _____

Commission File Number 0-24370

STANFORD CAPITAL CORPORATION

(Exact Name of Registrant as specified in its Charter)

Delaware

33-0611748

(State or other Jurisdiction of
Incorporation or Organization)

I.R.S. Employer Identification No.)

11637 Orpington Street, Orlando, FL 32817

(Address of Principal Executive Offices) (Zip Code)

(407) 207-0400

(Registrant's Telephone Number, including Area Code)

Indicate by check mark whether the Registrant (i) 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 (ii) has been subject to such filing requirements for the past 90 days.

(1) Yes (2) No X

Indicate the number of shares outstanding of each of the issuer's classes of Common Stock, as of the latest practicable date.

Common Stock, \$.001 par value

3,996,925

Title of Class

Number of Shares outstanding at
May 28, 2004

STANFORD CAPITAL CORPORATION
(formerly Ecological Services, Inc.)
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STANFORD CAPITAL CORPORATION
(formerly Ecological Services, Inc.)
(A Development Stage Company)

BALANCE SHEETS

| Assets | December 31, 2003 | March 31, 2003 |
|--|-------------------|----------------|
| | (unaudited) | (audited) |
| CURRENT ASSETS: | | |
| Cash | \$ - | \$ - |
| Total current assets | - | - |
| | ----- | ----- |
| TOTAL ASSETS | \$ - | \$ - |
| | ----- | ----- |
| Liabilities and Stockholders' Equity | | |
| CURRENT LIABILITIES: | | |
| Account payable | \$ - | \$ - |
| Total current liabilities | - | - |
| | ----- | ----- |
| STOCKHOLDERS' EQUITY: | | |
| Preferred stock; \$.001 par value, 1,000,000 shares authorized no shares issued and outstanding | - | - |
| Common stock; \$.001 par value, 50,000,000 shares | | |

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| | | |
|---|----------|----------|
| authorized 3,996,925 shares issued and outstanding | 3,997 | 3,997 |
| Additional paid in capital | 50,726 | 48,451 |
| Deficit accumulated during the development stage | (54,723) | (52,448) |
| | ----- | ----- |
| Total stockholders' equity | - | - |
| | ----- | ----- |
| TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY | \$ - | \$ - |
| | ===== | ===== |

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STANFORD CAPITAL CORPORATION
(formerly Ecological Services, Inc.)
(A Development Stage Company)

STATEMENTS OF LOSS
(Unaudited)

| | For the Three Months Ended December 31, | | For the Nine Months Ended December 31, | | Cumulativ During th |
|---|--|------------|---|-------------|------------------------|
| | 2003 | 2002 | 2003 | 2002 | Development |
| | ----- | ----- | ----- | ----- | ----- |
| Revenue | \$ - | \$ - | \$ - | \$ - | \$ |
| Expenses: | | | | | |
| General and administrative | - | 4,565 | 2,275 | 31,024 | 54,4 |
| Amortization | - | - | - | - | 2 |
| | ----- | ----- | ----- | ----- | ----- |
| Total expenses | - | 4,565 | 2,275 | 31,024 | 54,7 |
| | ----- | ----- | ----- | ----- | ----- |
| Net loss before taxes | - | (4,565) | (2,275) | (31,024) | (54,7 |
| Provision for income taxes | - | - | - | - | |
| | ----- | ----- | ----- | ----- | ----- |
| Net loss | \$ (-) | \$ (4,565) | \$ (2,275) | \$ (31,024) | \$ (54,7 |
| | ===== | ===== | ===== | ===== | ===== |
| Loss per share | \$ (0.00) | \$ (0.00) | \$ (0.00) | \$ (0.01) | |
| | ===== | ===== | ===== | ===== | |
| Weighted average number of shares outstanding | 3,996,925 | 3,996,925 | 3,996,925 | 3,996,925 | |
| | ===== | ===== | ===== | ===== | |

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STANFORD CAPITAL CORPORATION
 (formerly Ecological Services, Inc.)
 (A Development Stage Company)

STATEMENTS OF CASH FLOWS
 (Unaudited)

| | For the nine months ended December 31 | | Cumulative During the |
|--|--|-------------------|--------------------------|
| | 2003 | 2002 | Development Stage |
| | ----- | ----- | ----- |
| CASH FLOWS FROM OPERATING ACTIVITIES: | | | |
| Net loss | \$ (2,275) | \$ (31,024) | \$ (54,723) |
| Adjustments to reconcile net loss to cash used in operating activities: | | | |
| Expenses paid by a shareholder | 2,275 | 19,565 | 30,413 |
| Amortization expense | - | - | 263 |
| Changes in assets and liabilities: | | | |
| Accounts payable | - | 357 | - |
| Net cash used by operating activities | ----- - | ----- (21,816) | ----- (24,047) |
| CASH FLOWS FROM INVESTING ACTIVITIES: | | | |
| Organizational costs | - | - | (263) |
| Net cash used by investing activities | ----- - | ----- - | ----- (263) |
| CASH FLOWS FROM FINANCING ACTIVITIES: | | | |
| Proceeds from issuance of common stock | - | - | 19,985 |
| Contribution capital | - | - | 4,325 |
| Net cash provided by financing activities | ----- - | ----- - | ----- 24,310 |
| Net decrease in cash | 0 | 11,816 | - |
| Cash at beginning of year | - | 11,816 | - |
| Cash at end of year | ===== | ===== | ===== |
| SUPPLEMENTAL CASH FLOW INFORMATION | | | |
| Noncash transactions | | | |
| Conversion of note payable to stock | \$ - | \$ - | \$ 1,277 |

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STANFORD CAPITAL CORPORATION
 (A Development Stage Company)

NOTES TO UNAUDITED FINANCIAL STATEMENTS

NOTE 1 - ORGANIZATION AND SIGNIFICANT ACCOUNTING POLICIES

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Description to Business

The Company was incorporated under the laws of the State of Delaware on June 11, 1992, for the purpose of seeking out business opportunities, including acquisitions. The Company is in the development stage and will be very dependent on the skills, talents, and abilities of management to successfully implement its business plan. Due to the Company's lack of capital, it is likely that the Company will not be able to compete with larger and more experienced entities for business opportunities in which the Company may participate will likely be highly risky and speculative. Since inception, the Company's activities have been limited to organizational matters. Organizational costs have been fully amortized.

On May 28, 1998, the Company changed its name from Plasmatronic Technologies, Inc. to Ecological Services, Inc. and on January 3, 2003 changed its name to Stanford Capital Corporation.

Interim Financial Information

The Company, without audit, has prepared the accompanying financial statements. In the opinion of management, all adjustments (which include only normal recurring adjustments) necessary to present fairly the financial position, results of operation and cash flow at December 31, 2003 and for all periods presented have been made.

Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principals have been condensed or omitted. It is suggested that these condensed financial statements be read in conjunction with the financial statements and notes thereto for the year ended March 31, 2003 included in the Company's 10-KSB. The results of operations for the periods ended December 31, 2003 and 2002 are not necessarily indicative of the operating results for the full year.

Basis of Accounting

The financial statements of the Company have been prepared on the accrual basis of accounting.

Cash and Cash Equivalents

The Company considers all short-term investments with an original maturity of three months or less to be cash equivalents.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principals requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

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NOTE 1 - ORGANIZATION AND SIGNIFICANT ACCOUNTING POLICIES (Continued)

Income Taxes

The fiscal year end of the Company is March 31, and an income tax return has not been filed. However, if an income tax return had been filed, the Company would have a net operating loss carry forward of \$54,723 that would begin expiring in the year 2010.

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

General

Stanford Capital Corporation, (formerly Ecological Services, Inc.) a Delaware corporation, (the "Company") was incorporated under the laws of the State of Delaware on June 11, 1992. Since the Company's incorporation, it has had limited activity and currently has no operations.

The Company is currently looking for a business opportunity. The Company intends to take advantage of any reasonable business proposal presented which management believes will provide the Company and its stockholders with a viable business opportunity. The board of directors will make the final approval in determining whether to complete any acquisition, and unless required by applicable law, the articles of incorporation, bylaws or by contract, stockholders' approval may not be sought.

The investigation of specific business opportunities and the negotiation, drafting, and execution of relevant agreements, disclosure documents, and other instruments will require management time and attention and will require the Company to incur costs for payment of accountants, attorneys, and others. If a decision is made not to participate in or complete the acquisition of a specific business opportunity the costs incurred in a related investigation will not be recoverable. Further, even if agreement is reached for the participation in a specific business opportunity by way of investment or otherwise, the failure to consummate the particular transaction may result in the loss to the Company of all related costs incurred.

Currently management is not able to determine the time or resources that will be necessary to complete the participation in or acquisition of any future business prospect. There is no assurance that the Company will be able to acquire an interest in any such prospects, products or opportunities that may exist or that any activity of the Company, regardless of the completion of any participation in or the acquisition of any business prospect, will be profitable.

For the nine months ended December 31, 2003 the Company incurred professional fees of \$2,275 related to its SEC filings. For the corresponding period of the prior year, the Company incurred professional fees of \$31,024 as it completed a number of delinquent SEC filings. The Company had no revenue for either period.

Liquidity and Capital Resources

As of December 31, 2003, the Company had no assets and no liabilities. The Company has only incidental ongoing expenses primarily associated with maintaining its corporate status and professional fees for the filing of its SEC reports. The Company will continue to incur cost associated with maintaining its filing obligations with the Securities and Exchange Commission and maintaining

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its corporate status.

Management anticipates that the Company will incur more cost including legal and accounting fees to locate and complete a merger or acquisition. The Company will have to rely on management and principal shareholders to assist in paying for any major expenses. Presently, no one is obligated to provide any further funds to the Company.

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If and when the Company locates a business opportunity, management of the Company will give consideration to the dollar amount of that entity's profitable operations and the adequacy of its working capital in determining the terms and conditions under which the Company would consummate such an acquisition. Potential business opportunities, no matter which form they may take, will most likely result in substantial dilution for the Company's shareholders as it has only limited capital and no operations.

The Company has had no employees since its inception and does not intend to employ anyone in the future, unless its present business operations were to change. The president of the Company is providing the Company with a location for its offices on a "rent free basis" and no cash salaries or other form of cash compensation are being paid by the Company for the time and effort required by management to run the Company. The Company does intend to reimburse its officers and directors for out of pocket cost.

Item 3. Controls and Procedures

(a) Evaluation of disclosure controls and procedures. Our chief executive officer and our chief financial officer, after evaluating the effectiveness of the Company's "disclosure controls and procedures" (as defined in the Securities Exchange Act of 1934 Rule 13a-14(c) and 15-d-14(c) as of a date (the "Evaluation Date") within 90 days before the filing date of this quarterly report, have concluded that as of the Evaluation Date, our disclosure controls and procedures were adequate and designed to ensure that material information relating to us and our consolidated subsidiaries would be made known to them by others within those entities.

(c) Changes in internal controls. There were no significant changes in our internal controls or to our knowledge, in other factors that could significantly affect our disclosure controls and procedures subsequent to the Evaluation Date.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

None.

ITEM 2. CHANGES IN SECURITIES

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

None.

ITEM 5. OTHER INFORMATION

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None.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

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a) Exhibits

None

b) Reports on Form 8-K

None

Signatures

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

STANFORD CAPITAL CORPORATION

Dated: June 2, 2004

By: /s/ Charles Camorata

Charles Camorata
President, Chief Executive
Officer

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CERTIFICATIONS

I, Charles Camorata, certify that:

1. I have reviewed this quarterly report on Form 10-QSB of Stanford Capital Corporation;

2. Based on my knowledge, this annual 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 annual report;

3. Based on my knowledge, the financial statements, and other financial information included in this annual 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 annual report;

1. The registrant's other certifying officers and I are responsible for establishing and maintaining

2. 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 annual report is being prepared;

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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 annual report (the "Evaluation Date"); and

c) presented in this annual 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 officers 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):

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

6. The registrant's other certifying officers and I have indicated in this annual 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.

Dated: June 2, 2004

By: /s/ Charles Camorata

Charles Camorata
Chief Executive Officer

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I, Karen Pollino , certify that:

1. I have reviewed this quarterly report on Form 10-QSB of Stanford Capital Corporation;

2. Based on my knowledge, this annual 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 annual report;

3. Based on my knowledge, the financial statements, and other financial information included in this annual 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 annual report;

4. The registrant's other certifying officers 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:

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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 annual 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 annual report (the "Evaluation Date"); and

c) presented in this annual 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 officers 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):

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

6. The registrant's other certifying officers and I have indicated in this annual 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.

Dated: June 2, 2004

By: /s/ Karen Pollino

Karen Pollino
Chief Financial Officer

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

I, Charles Camorata, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report of Stanford Capital Corporation; on Form 10-QSB for the quarterly period ended December 31, 2003 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in such Form 10-QSB fairly presents in all material respects the financial condition and results of operations of Stanford Capital Corporation.

By: /s/ Charles Camorata

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Name: Charles Camorata

Title: Chief Executive Officer

June 2, 2004

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

I, Karen Polino, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report of Stanford Capital Corporation; on Form 10-QSB for the quarterly period ended December 31, 2003 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in such Form 10-QSB fairly presents in all material respects the financial condition and results of operations of Stanford Capital Corporation.

By: /s/ Karen Pollino

Name: Karen Pollino

Title: Chief Financial Officer

June 2, 2004

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