

ASIA 4 SALE COM INC
Form 10QSB/A
February 27, 2006

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

FORM 10-QSB/A

(Mark One)

Quarterly report under Section 13 or 15(d) of the Securities Exchange Act of 1934 for the quarterly period ended **March 31, 2002**.

Transition report under Section 13 or 15(d) of the Securities Exchange Act of 1934 for the transition period from _____ to _____ .

Commission file number: **0-27735**

ASIA4SALE.COM, INC.

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

NEVADA

77-0438927

(State or other jurisdiction of incorporation or organization)

(IRS Employer Identification Number)

2465 West 12th Street, Suite # 2, Tempe, AZ 85281-6935

(Address of Principal Executive Office) (Zip Code)

(480) 505-0070

(Issuer's telephone number)

Check whether the registrant: (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 **X** _____

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes **X** _____ No _____

The number of outstanding shares of the registrant's common stock, \$0.001 par value (the only class of voting stock), as of March 31, 2002 was 30,497,574.

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PART I FINANCIAL INFORMATION
Item 1. Financial Statements

As used herein the terms Company, our, we, and us refer to Asia4Sale.com, Inc. The accompanying balance sheets of the Company, at March 31, 2002, and December 31, 2001, and related statements of operations and cash flows for the three months ended March 31, 2002 and 2001 and the period from inception of the development stage on July 9, 1999

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through March 31, 2002, have been prepared by management in conformity with United States generally accepted accounting principles. In the opinion of management, all adjustments considered necessary for a fair presentation of the results of operations and financial position have been included and all such adjustments are of a normal recurring nature. Operating results for the period ended March 31, 2002, are not necessarily indicative of the results that can be expected for the fiscal year ending December 31, 2002.

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ASIA4SALE.COM, INC.
(A Development Stage Company)
Balance Sheets

| | | March 31, 2002 | |
|----------------------------------------------------|--|-------------------------------|------|
| | | ----- ----- (Unaudited) | |
| ASSETS | | | |
| CURRENT ASSETS | | | |
| Cash | | \$ 23,907 | \$ |
| Prepaid Expenses | | 1,060 | |
| | | ----- | |
| Total Current Assets | | 24,967 | |
| | | ----- | |
| FIXED ASSETS | | | |
| Equipment, Net | | 23,123 | |
| | | ----- | |
| Total Fixed Assets | | 23,123 | |
| | | ----- | |
| OTHER ASSETS | | | |
| Other receivables | | 49,725 | |
| Equity investment | | 970,000 | |
| Deposit | | 3,450 | |
| | | ----- | |
| Total Other Assets | | 1,023,175 | |
| | | ----- | |
| TOTAL ASSETS | | \$ 1,071,265 | \$ |
| | | ==== | ==== |
| LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT) | | | |
| Accounts payable and accrued expenses | | \$ 95,607 | \$ |
| Net liabilities from discontinued operations | | 94,249 | |
| | | ----- | |
| Total Current Liabilities | | 189,856 | |
| | | ----- | |
| STOCKHOLDERS' EQUITY (DEFICIT) | | | |
| Common stock; 100,000,000 shares authorized, at | | | |
| \$.001 par value, 30,497,574 and 29,208,000 shares | | | |

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| | |
|----------------------------------------------------|-------------|
| issued and outstanding, respectively | 30,498 |
| Additional paid-in capital | 2,183,740 |
| Deficit accumulated prior to the development stage | (1,200) |
| Deficit accumulated during the development stage | (1,331,629) |

Total Stockholders' Equity (Deficit) 881,409

TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT) \$ 1,071,265 \$

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

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ASIA4SALE.COM, INC.
(A Development Stage Company)
Statements of Operations (Unaudited)

| | For the Three Months Ended March 31, | |
|---------------------------------|--------------------------------------|----------|
| | 2002 | 2001 |
| REVENUES | \$ - | \$ - |
| EXPENSES | | |
| General and administrative | 118,375 | 20,409 |
| Depreciation | - | - |
| Total Expenses | 118,375 | 20,409 |
| OTHER INCOME | | |
| Interest income | - | 25 |
| Total Other Income | - | 25 |
| LOSS FROM CONTINUING OPERATIONS | (118,375) | (20,384) |

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| | | |
|-----------------------------------------------|-----------------|--------------|
| LOSS FROM DISCONTINUED OPERATIONS | (5,205) | (115,417) |
| NET LOSS | \$ (123,580) \$ | (135,801) \$ |
| BASIC LOSS PER SHARE | \$ (0.00) \$ | (0.00) |
| WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING | 29,866,707 | 22,044,773 |

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

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ASIA4SALE.COM, INC.
(A Development Stage Company)
Statements of Cash Flows (Unaudited)

| | For the Three Months Ended March 31, | |
|-----------------------------------------------------------------------------|--------------------------------------|-----------|
| | 2002 | 2001 |
| CASH FLOWS FROM OPERATING ACTIVITIES | | |
| Net loss | \$ (123,580) \$ | (135,801) |
| Adjustments to reconcile net loss to net cash used by operating activities: | | |
| Discontinued operations | | |
| Depreciation expense | 45,988 | - |
| Changes in operating assets and liabilities | | |
| Increase in receivables | (8,500) | |
| Increase in deposits | - | |
| Increase in prepaid expenses | 2,327 | |
| Increase in accounts payable and accrued expenses | 18,876 | (59,800) |
| Net Cash Used by Operating Activities | (64,889) | (193,801) |

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CASH FLOWS FROM INVESTING ACTIVITIES

| | | |
|----------------------------|---|--|
| Investment in subsidiaries | - | |
| Purchase of fixed assets | - | |

Net Cash Used by Investing Activities -

CASH FLOWS FROM FINANCING ACTIVITIES

| | | |
|------------------------------------|--------|-----|
| Common stock issued for cash | 46,593 | 120 |
| Capital contributed by shareholder | - | |
| Cash received on notes payable | - | 65 |

Net Cash Provided by Financing Activities 46,593 185

NET DECREASE IN CASH (18,296) (8,

CASH AT BEGINNING OF PERIOD 42,203 17

CASH AT END OF PERIOD \$ 23,907\$ 9

SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION

CASH PAID FOR:

| | | | |
|--------------|----|---|----|
| Interest | \$ | - | \$ |
| Income Taxes | \$ | - | \$ |

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

ASIA4SALE.COM, INC.

(A Development Stage Company)

Notes to the Financial Statements

NOTE 1 - ORGANIZATION AND HISTORY

The financial statements presented are those of Asia4Sale.com, Inc. (the Company).

The Company was incorporated under the laws of the State of Nevada on September 23, 1996. The Company was without operations during the period from September 23, 1996 to July 9, 1999. On February 7, 2000, the Company acquired Hong Kong registered Asia4Sale.com, Ltd. and commenced planned principal operations as a software development company in the process of designing and building a web based system for B2B and B2C selling, bartering and auctioning of consumer goods and services to the Asian market place. The Company discontinued all operations associated with the development of Asia4Sale.com, Ltd. during the third quarter of 2000.

During June of 2000, the Company acquired a 49% minority interest in WWA World Wide Auctioneers, Inc., a Nevada registered company holding 100% of a British Virgin Island registered company, World Wide Auctioneers, Ltd. a company engaged in the operation of used heavy construction equipment auctions in Dubai, United Arab Emirates and other locations.

The Company had no products or services as of March 31, 2002 and remains focused on consummating a merger with or acquisition of an operating entity.

NOTE 2 - GOING CONCERN

The Company's financial statements are prepared using accounting principles generally accepted in the United States of America applicable to a going concern which contemplates the realization of assets and liquidation of liabilities in the normal course of business. However, the Company does not have significant cash or other current assets, nor does it have an established source of revenues sufficient to cover its operating costs and to allow it to continue as a going concern. The Company is seeking to merge with an existing operating company.

The ability of the Company to continue as a going concern is dependent upon its ability to successfully accomplish its merger and/or acquisition strategy, and eventually attain profitable operations. The accompanying financial statements do not include any adjustments that may be necessary if the Company is unable to continue as a going concern.

NOTE 3 - SIGNIFICANT EVENTS

During the three month period ended March 31, 2002, the Company issued 1,289,574 shares of its previously un-issued common stock at approximately \$0.036 per share for \$46,593 in cash.

ITEM 2. MANAGEMENT'S PLAN OF OPERATION

The following plan of operation should be read in conjunction with the financial statements and accompanying notes and the other financial information appearing elsewhere in this periodic report. The Company's fiscal year end is

December 31.

This report and the exhibits attached hereto contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. The forward-looking statements include, without limitation, statements as to management's good faith expectations and beliefs, which are subject to inherent uncertainties which are difficult to predict and may be beyond the ability of the Company to control. Forward-looking statements are made based upon management's expectations and belief concerning future developments and their potential effect upon the Company. There can be no assurance that future developments will be in accordance with management's expectations or that the effect of future developments on the Company will be those anticipated by management.

The words believes, expects, intends, plans, anticipates, hopes, likely, will, and similar expressions identify forward-looking statements. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors that could cause the actual results, performance or achievements of the Company, or industry results, to differ materially from future results, performance or achievements expressed or implied by such forward-looking statements.

These risks and uncertainties, many of which are beyond the Company's control, include (i) the sufficiency of existing capital resources and our ability to raise additional capital to fund cash requirements for future operations; (ii) uncertainties involved in the decision to acquire an existing business opportunity or to embark on a start up venture; (iii) the ability of the Company to achieve sufficient revenues from the operation of a business opportunity; and (iv) general economic conditions. Although we believe the expectations reflected in these forward-looking statements are reasonable, such expectations may prove to be incorrect.

Readers are cautioned not to place undue reliance on these forward-looking statements which reflect management's view only as of the date of this report. The Company undertakes no obligation to publicly release the result of any revisions to these forward-looking statements which may be made to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events, conditions or circumstances. For additional information about risks and uncertainties that could adversely affect the Company's forward-looking statements, please refer to our filings with the Securities and Exchange Commission, including its Annual Report on Form 10-KSB/A for the fiscal year ended December 31, 2001.

The following information should be read in conjunction with the financial statements and notes thereto appearing elsewhere in this Form 10-QSB/A.

The Company

The Company is a corporation, organized and existing under the laws of the State of Nevada, having been incorporated in September 1996 as H&L Investments, Inc. The name of the corporation was changed to Asia4Sale.com, Inc., on December 22, 1999.

As of December 31, 2001, we were engaged in no active business other than the search for an operating business to acquire.

During June of 2000, the Company acquired a 49% minority interest in WWA World Wide Auctioneers, Inc., a Nevada registered company holding 100% of a British Virgin Island registered company World Wide Auctioneers, Ltd., (collectively referred to as WWA) in exchange for \$970,000. WWA is engaged in the operation of used heavy construction equipment auctions in Dubai, United Arab Emirates, and other locations around the world.

Plan of Operation

The Company's current focus is to seek out and consummate a merger with an existing operating entity. We intend to actively seek out and investigate possible business opportunities for the purpose of possibly acquiring or merging with one or more business ventures. We do not intend to limit our search to any particular industry or type of business. Management is continually investigating possible merger candidates and acquisition opportunities. However, management can provide no assurance that we will have the ability to acquire or merge with an operating business, business opportunity or property that will be of material value to us.

The Company anticipates that it will require only nominal capital to maintain its corporate viability, and necessary funds will most likely be provided by our officers and directors in the immediate future. However, unless we are able to facilitate an acquisition of or merger with an operating business or are able to obtain significant outside financing, there is substantial doubt about our ability to continue as a going concern.

The Company has not yet entered into any agreement, nor does it have any commitment or understanding to enter into or become engaged in any transaction, as of the date of this filing. Further, our directors will defer any compensation until such time as an acquisition or merger can be accomplished, and will strive to have the business opportunity provide their remuneration. As of the date hereof, we have not made any arrangements or definitive agreements to use outside advisors or consultants or to raise any additional capital.

We do not intend to use any employees, with the possible exception of part-time clerical assistance on an as-needed basis. Outside advisors or consultants will be used only if they can be obtained for minimal cost or on a deferred payment basis. Management is confident that it will be able to operate in this manner and to continue its search for business opportunities during the next twelve months.

Results of Operations

During the three month period ended March 31, 2002, the Company continued the search to identify a suitable business opportunity and initiated a private placement to fund operations.

We do not expect to realize revenues in the form of a dividend as the result of our minority interest in WWA.

Net Losses

For the period from July 9, 1999 to March 31, 2002, the Company recorded an operating loss of \$1,331,629. The Company's operating losses are primarily attributable to the discontinuation of business in 2000 and to general and administrative expenses. General and administrative expenses included incorporation costs, accounting expenses, professional fees consulting fees, and costs associated with the preparation of disclosure documentation in connection with registration pursuant to the Exchange Act of 1934.

The Company expects to continue to operate at a loss through fiscal 2002 and cannot determine whether it will ever generate revenues from operations.

Capital Expenditures

The Company expended no amounts on capital expenditures for the period from July 9, 1999 to March 31, 2002.

Liquidity and Capital Resources

The Company is in the development stage and, since inception, has experienced significant changes in liquidity, capital resources and shareholders' equity. The Company had current assets of \$24,967 and total assets of \$1,071,265 with total liabilities of \$189,856 as of March 31, 2002. The assets consisted primarily of cash on hand of \$23,907, and investments of \$970,000 related to our minority interest in WWA. Net stockholders' equity in the Company was \$881,409 at March 31, 2002.

Cash flow used in operating activities was \$64,889 for the three month period ended March 31, 2002 as compared to cash flow used in operating activities of \$193,457 for the three month period ended March 31, 2001. The decrease in cash flow used in operating activities over the comparative three month periods can be attributed, in part, to a decrease in operational losses.

Cash flow used in investing activities was \$0 for the three month period ended March 31, 2002 and for the three month period ended March 31, 2001.

Cash flow provided from financing activities was \$46,593 for the three month period ended March 31, 2002, as compared to cash flow provided from financing activities of \$185,402 for the three month period ended March 31, 2001. Funds realized from financing activities in the current three month period were from the private placement of 1,289,574 shares of the Company's common stock at a price of approximately \$0.036 per share.

The Company's current assets may not be sufficient to conduct its plan of operation over the next twelve (12) months. We have no current commitments or arrangements with respect to, or immediate sources of funding. Further, no assurances can be given that funding, if needed, would be available or available to us on acceptable terms. Although, our major shareholders would be the most likely source of new funding in the form of loans or equity placements none have made any commitment for future investment and the Company has no agreement formal or otherwise. The Company's inability to obtain funding, if required, would have a material adverse effect on its plan of operation.

The Company has no current plans for the purchase or sale of any plant or equipment.

The Company has no current plans to make any changes in the number of employees.

Critical Accounting Policies

In the notes to the audited consolidated financial statements for the year ended December 31, 2000 included in the Company's Form 10-KSB/A, the Company discusses those accounting policies that are considered to be significant in determining the results of operations and its financial position. The Company believes that the accounting principles utilized by it conform to accounting principles generally accepted in the United States of America.

The preparation of financial statements requires Company management to make significant estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses. By their nature, these judgments are subject to an inherent degree of uncertainty. On an on-going basis, the Company evaluates estimates. The Company bases its estimates on historical experience and other facts and circumstances that are believed to be reasonable, and the results form the basis for making judgments about the carrying value of assets and liabilities. The actual results may differ from these estimates under different assumptions or conditions.

Going Concern

The Company's audit expressed substantial doubt as to the Company's ability to continue as a going concern as a result of recurring losses, lack of revenue-generating activities and an accumulated deficit of \$1,208,049 as of December 31, 2001, which increased to \$1,331,629 as of March 31, 2002. The Company's ability to continue as a going concern is subject to the ability of the Company to realize a profit from operations and /or obtain funding from outside sources. Since the Company has no revenue generating operations, our plan to address the Company's ability to continue as a going concern over the next twelve months includes: (1) obtaining additional funding from the sale of our securities; and (2) obtaining loans and grants from various financial institutions, where possible. Although we believe that we will be able to obtain the necessary funding to allow us to remain a going concern through the methods discussed above, there can be no assurances that such methods will prove successful.

ITEM 3. CONTROLS AND PROCEDURES.

The Company's president acts both as the Company's chief executive officer and chief financial officer and is responsible for establishing and maintaining disclosure controls and procedures for the Company.

a) Evaluation of disclosure controls and procedures.

Under the supervision and with the participation of management, our chief executive officer and chief financial officer evaluated the effectiveness of the design and operation of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 (Exchange Act), as of March 31, 2002. Based on this evaluation, our chief executive officer and chief financial officer concluded that, as of the end of the period covered by this report, our disclosure controls and procedures were effective and adequately designed to ensure that the information required to be disclosed by us in the reports we submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the applicable rules and forms and that such information was accumulated and communicated to our chief executive officer and chief financial officer, in a manner that allowed for timely decisions regarding required disclosure.

The auditors did not test the effectiveness of nor relied on the internal controls of the Company for the fiscal quarters ended March 31, 2002 and 2001.

(b) Changes in internal controls over financial reporting.

During the quarter ended March 31, 2002, there has been no change in our internal control over financial reporting that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

None.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

During the three month period ended March 31, 2002 the Company authorized the issuance of 1,289,574 shares of common stock to certain individuals in exchange for cash consideration of approximately \$0.036 per share or \$46,593

pursuant to the terms of stock subscription agreements. The Company relied on exemptions provided by Regulation S of the Securities Act. No sales commissions were paid in connection with these transactions.

Regulation S provides generally that any offer or sale that occurs outside of the United States is exempt from the registration requirements of the Securities Act, provided that certain conditions are met. Regulation S has two safe harbors. One safe harbor applies to offers and sales by issuers, securities professionals involved in the distribution process pursuant to contract, their respective affiliates, and persons acting on behalf of any of the foregoing (the issuer safe harbor), and the other applies to resales by persons other than the issuer, securities professionals involved in the distribution process pursuant to contract, their respective affiliates (except certain officers and directors), and persons acting on behalf of any of the foregoing (the resale safe harbor). An offer, sale or resale of securities that satisfied all conditions of the applicable safe harbor is deemed to be outside the United States as required by Regulation S. The distribution compliance period for shares sold in reliance on Regulation S is one year.

The Company complied with the requirements of Regulation S by having no directed selling efforts made in the United States, by selling only to purchasers who were outside the United States at the time the subscriptions originated, and ensuring that the subscribers were non-U.S. persons with addresses in foreign countries.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

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

None.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

Exhibits required to be attached by Item 601 of Regulation S-B are listed in the Index to Exhibits on page 14 of this Form 10-QSB/A, and are incorporated herein by this reference.

SIGNATURES

In accordance with the requirements of the Securities Exchange Act of 1934, the Registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Asia4Sale.com, Inc.

Date: February 24, 2006

By /s/ Eric Montandon

Eric Montandon Chief Executive Officer, Chief Financial Officer, Principal Accounting Officer, and Director

INDEX TO EXHIBITS

| Exhibit No. | Page No. | Description |
|-------------|-----------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 3(i) | * | Articles of Incorporation of the Company (incorporated by reference to the Form 10-12G filed with the Commission on October 20, 1999). |
| 3(ii) | * | By-laws of the Company (incorporated by reference to the Form 10-12G filed with the Commission on October 20, 1999). |
| 31 | <u>Attached</u> | Certification of the Chief Executive Officer and Chief Financial Officer pursuant to Rule 13a-14 of the Securities and Exchange Act of 1934 as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 32 | <u>Attached</u> | Certification of the 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. |