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ONCOURSE TECHNOLOGIES INC

Form 8-K/A

June 21, 2002

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

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

Date of Report (Date of earliest event reported): June 21, 2002

ONCOURSE TECHNOLOGIES, INC.

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction or incorporation)

0-31813

91-1922441

(Commission File
Number)

(I.R.S. Employer I.D.
Number)

3106 South 166th Street
New Berlin, WI

53151

(Address of Principal Executive
Offices)

(Zip Code)

(262) 860-0565

(Registrant's telephone number; including area code)

Item 4. Changes in Registrant's Certifying Accountant.

On June 12, 2002, OnCourse Technologies, Inc. (the "Company") notified Arthur Andersen LLP ("Arthur Andersen") that the Company has discontinued its engagement of Arthur Andersen as its auditors.

The Company is still in the process of retaining a new independent public accountant as of the date of this report. The engagement of a new independent public accountant will be subject to the approval of the Company's Board of Directors.

Arthur Andersen's reports on the Company's consolidated financial statements for each of the fiscal years ended December 31, 2001 and 2000 did not contain an adverse opinion or disclaimer of opinion, nor were they qualified or modified as to uncertainty, audit scope or accounting principles.

During the Company's two most recent fiscal years and through June 12, 2002, there were no disagreements with Arthur Andersen on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure which, if not resolved to Arthur Andersen's satisfaction, would have caused them to make reference to the subject matter in connection with their report on the Company's consolidated financial statements for such

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years; and there were no reportable events, as listed in Item 304(a)(1)(iv)(B) of SEC Regulation S-B.

The Company provided Arthur Andersen with a copy of the foregoing disclosures. Attached, as Exhibit 16.1, is a copy of Arthur Andersen's letter, dated June 21, 2002, stating its agreement with such statements.

Item 7. Financial Statements and Exhibits.

(a) Financial statements of business acquired.

Not applicable.

(b) Pro forma financial information.

Not applicable.

(c) Exhibits

16.1--Letter of Arthur Andersen LLP dated June 21, 2002, concerning change in certifying accountants.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, OnCourse Technologies, Inc. has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ONCOURSE TECHNOLOGIES, INC.

Date: June 21, 2002

BY: /s/ William C. Brown

William C. Brown
Chief Financial Officer