

AMERICAN PETRO-HUNTER INC  
Form 10QSB/A  
February 06, 2006  
AMENDED

**FORM 10-QSB/A**

**U.S. SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

(Mark One)

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

For the quarterly period ended: September 30, 2005

Or

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: 0-22723

**AMERICAN PETRO-HUNTER INC.**

**(A Company in the Exploratory Stage)**

(Exact name of registrant as specified in its charter)

**NEVADA**

(State of incorporation)

**98-0171619**

(IRS Employer ID No.)

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**Suite 205 16055 Fraser Highway**

**Surrey, British Columbia, Canada V3S 2W9**

(Address of principal executive offices)(Zip Code)

**Registrant's telephone number, including area code: (604) 507-2181**

Indicate by check mark whether the registrant (1) 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 (2) has been subject to such filing requirements for the past 90 days. Yes  No

As of November 18, 2005 the Registrant had 6,525,620 shares of Common Stock outstanding.

Transitional Small Business Disclosure Format (check one); Yes  No

THE REGISTRANT MEETS THE CONDITIONS SET FORTH IN GENERAL INSTRUCTION AND IS THEREFORE FILING THIS FORM WITH THE REDUCED DISCLOSURE FORMAT.

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**Part I Financial Information****Item 1 Financial Statements.****AMERICAN PETRO-HUNTER INC.****(A Company in the Exploratory Stage)****Balance Sheets****(Unaudited - expressed in US dollars)****September 30,**

See Note 1 basis of presentation and going concern	<b>2005</b>		<b>December 31, 2004</b>
	<b><u>Assets</u></b>		
<b>Current</b>			
Cash	\$ 7,501	\$	495
Accounts receivable	299		503
	7,800		998
<b>Investment in AEI Trucolor Inc.</b>	<b>1</b>		<b>1</b>
<b>Total Assets</b>	<b>\$ 7,801</b>	<b>\$</b>	<b>999</b>
	<b><u>Liabilities</u></b>		
<b>Current</b>			
Accounts payable and accrued liabilities	\$ 202,965	\$	201,731
Accounts payable related parties (Note 2)	49,918		19,815
Loan from related parties (Note 2)	11,969		13,684
Loan Guarantee	84,858		84,858
	349,710		320,088
	<b><u>Stockholders Deficiency</u></b>		

Capital stock

Authorized: 200,000,000 common shares par value  
\$0.001 Issued:

September 30, 2005	6,525,620 shares		
		<b>6,526</b>	6,526
December 31, 2004	6,525,620 shares		
Additional paid-in capital		<b>2,950,898</b>	2,950,898
Shares subscriptions received (Note 3)		<b>25,000</b>	
Deferred Compensation (Note 4)			(3,226)
Deficit		<b>(3,324,333)</b>	(3,273,287)
		<b>(341,909)</b>	(319,089)
<b>Total liabilities and stockholders deficiency</b>		<b>\$ 7,801</b>	<b>\$ 999</b>

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**AMERICAN PETRO-HUNTER INC.****(A Company in the Exploratory Stage)****Interim Statement of Operations and Deficit****For the Nine and Three Months Ended September 30, 2005****(Unaudited- expressed in US dollars)**

See Note 1 basis of presentation and going concern

	<b>Three Months Ended</b>		<b>Nine Months Ended</b>		<b>Inception</b>
	<b>September 30,</b>		<b>September 30,</b>		<b>Jan 24, 1996</b>
	<b>2005</b>	<b>2004</b>	<b>2005</b>	<b>2004</b>	<b>to Sept. 30,</b>
					<b>2005</b>
<b>Expenses</b>					
Administration	\$ <b>18,450</b>	\$ 10,129	\$ <b>29,619</b>	\$ 19,099	\$ 1,495,775
Executive compensation	<b>7,856</b>	6,029	<b>19,828</b>	17,278	368,048
Finders Fees	—	—	$\frac{3}{4}$	$\frac{3}{4}$	48,000
Rent	<b>648</b>	502	<b>1,599</b>	1,383	60,309
Research & development	—	—	$\frac{3}{4}$	$\frac{3}{4}$	566,875
	<b>26,954</b>	16,660	<b>51,046</b>	37,760	2,539,007
<b>Loss for the period before under noted items</b>	<b>(26,954)</b>	(16,660)	<b>(51,046)</b>	(37,760)	(2,539,007)
<b>Writeoff loans and advances</b>	—	—	$\frac{3}{4}$	$\frac{3}{4}$	(327,451)
<b>Write down of investment</b>	—	—	$\frac{3}{4}$	$\frac{3}{4}$	(7,499)
<b>Loss from discontinued operations</b>	—	—	$\frac{3}{4}$	$\frac{3}{4}$	(92,419)
	—	—	$\frac{3}{4}$	$\frac{3}{4}$	(273,099)

<b>Loss on sale of subsidiary</b>					
<b>Loss from loan guarantee</b>	—	—	<sup>3</sup> / <sub>4</sub>	<sup>3</sup> / <sub>4</sub>	(84,858)
<b>Net loss for the period</b>	<b>(26,954)</b>	(16,660)	<b>(51,046)</b>	(37,760)	(3,324,333)
<b>Deficit, beginning of period</b>	<b>(3,297,379)</b>	(3,150,556)	<b>(3,273,287)</b>	(3,129,456)	—
<b>Deficit, end of period</b>	<b>\$ (3,324,333)</b>	\$ (3,167,216)	<b>\$ (3,324,333)</b>	\$ (3,167,216)	\$ (3,324,333)
<b>Basic and diluted loss per share</b>	<b>\$ (0.004)</b>	\$ (0.002)	<b>\$ (0.008)</b>	\$ (0.006)	
<b>Basic and diluted weighted average number of shares outstanding</b>	<b>6,525,620</b>	6,525,620	<b>6,525,620</b>	6,414,690	

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**AMERICAN PETRO-HUNTER INC.****(A Company in the Exploratory Stage)****Interim Statement of Cash Flows****For the Nine and Three Months Ended September 30, 2005****(Unaudited- expressed in US dollars)**

See Note 1 basis of presentation and going concern

	<b>Three Months Ended</b>		<b>Nine Months Ended</b>		<b>Inception</b>
	<b>September 30,</b>		<b>September 30,</b>		<b>Jan. 24, 1996</b>
	<b>2005</b>	<b>2004</b>	<b>2005</b>	<b>2004</b>	<b>to Sept. 30,</b>
					<b>2005</b>
<b>Cash flows from (Used in) Operating Activities</b>					
Net loss from continuing operations	\$ <b>(26,954)</b>	\$ (16,660)	\$ <b>(51,046)</b>	\$ (37,760)	\$ (2,958,815)
Item not affecting cash:					
Shares issued for services rendered	<b>2,746</b>	—	<b>3,226</b>	(6,356)	992,558
Loss from loan guarantee	—	$\frac{3}{4}$	$\frac{3}{4}$	$\frac{3}{4}$	84,858
Write-down of investment in AEI Trucolor	—	$\frac{3}{4}$	$\frac{3}{4}$	$\frac{3}{4}$	7,499
Compensation stock purchase warrants issued	—	$\frac{3}{4}$	$\frac{3}{4}$	$\frac{3}{4}$	80,000
Stock purchase warrants issued for finders fees	—	$\frac{3}{4}$	$\frac{3}{4}$	$\frac{3}{4}$	48,000
Changes in non-cash working capital items					
Accounts receivable	<b>(142)</b>	374	<b>204</b>	(243)	(299)
Accounts payable	<b>20,954</b>	17,318	<b>31,337</b>	45,575	1,750,582

Discontinued operations	—	¾	¾	¾	(365,519)
<b>Net cash used in operating activities</b>	<b>(3,396)</b>	1,032	<b>(16,279)</b>	1,216	(361,136)
<b>Cash flows from financing activities</b>					
Issuance of common shares for cash	—	¾	¾	¾	427,400
Share issue costs	—	¾	¾	¾	(95,732)
Loans from related parties	<b>613</b>	—	<b>(1,715)</b>	—	11,969
Share subscriptions received	—	¾	<b>25,000</b>	—	25,000
	<b>613</b>	—	<b>23,285</b>	—	368,637
Increase (Decrease) in Cash	<b>(2,783)</b>	1,032	<b>7,006</b>	1,216	7,501
Cash, beginning of period	<b>10,284</b>	248	<b>495</b>	64	—
Cash, end of period	\$ <b>7,501</b>	\$ 1,280	\$ <b>7,501</b>	\$ 1,280	\$ 7,501

**Supplemental Disclosure on non-cash activities**

Shares issued in settlement of debt	\$ —	\$ —	\$ —	\$ —	\$ 1,497,698
Shares issued for services rendered	\$ —	\$ —	\$ —	\$ 57,000	\$ 992,558
Shares issued for investment	\$ —	\$ —	\$ —	\$ —	\$ 7,500



**AMERICAN PETRO-HUNTER INC.**

**(A Company in the Exploratory Stage)**

**Notes to the financial statements**

**For the nine months ended September 30, 2005**

**(Unaudited- expressed in US dollars)**

**1. BASIS OF PRESENTATION AND GOING CONCERN**

The accompanying unaudited financial statements have been prepared by the Company pursuant to the rules and regulations of the Securities and Exchange Commission ( SEC ) and, in the opinion of management, include all adjustments (consisting of normal recurring accruals) necessary for fair presentation of financial position, results of operations and cash flows for the interim periods. Certain information and footnote disclosures normally included in financial statements prepared in accordance with United States generally accepted accounting principles have been condensed or omitted pursuant to the rules and regulations of the SEC. The Company believes that the disclosures contained herein are adequate to make the information presented not misleading. The statements of operations for the nine months ended September 30, 2005 are not necessarily indicative of the results to be expected for the full year. These unaudited financial statements should be read in conjunction with the audited financial statements and accompanying notes included in the Company's 2004 Annual Report on Form 10-KSB for the year ended December 31, 2004.

As of September 30, 2005, the Company has not reached a level of operations which would finance day-to-day activities. These financial statements have been prepared on the assumption that the Company is a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the ordinary course of operations. Different bases of measurement may be appropriate when a company is not expected to continue operations for the foreseeable future. The Company's continuation as a going concern is dependent upon its ability to attain profitable operations and generate funds therefrom and/or raise equity capital or borrowings sufficient to meet current and future obligations. The Company incurred losses from operations of \$51,046 and \$37,760 for the nine-month periods ended September 30, 2005 and 2004 respectively. The Company had working capital deficiencies of \$341,910 as of September 30, 2005 and \$319,090 as of December 31, 2004. These conditions give rise to substantial doubt about the Company's ability to continue as a going concern.

**2.**

**RELATED PARTY TRANSACTIONS**

During the nine-month period ended September 30, 2005:

(i)

The Company paid or accrued \$19,828 (2004 - \$17,278) for management fees to a director.

(ii)

A total of \$12,808 (2004 - \$10,582) was paid or accrued to a company owned by a director of the Company for accounting fees, office services and rent.

(iii)

Accounts payable related parties of \$49,918 (2004 - \$11,356) is payable to a director and a company owned by a director for services and disbursements advances to the Company.

(iv)

Loan from related parties represents advances made to the Company of \$11,969 (2004 - \$14,647) by directors.

(v)

The Company issued nil (2004 - 385,000) common shares at a value of nil (2004 - \$46,200) to two directors of the Company for services rendered.

**3.**

### **SHARE CAPITAL**

The Company received \$25,000 during the prior quarter which was originally entered into as a promissory note financing. This was subsequently amended to become part of a private placement for a total of 1,500,000 Units (comprised of one share of common stock and one share purchase warrant) at \$0.05 for total proceeds of \$75,000. Each warrant is exercisable at \$0.10 per share, expiring three years after issuance.

The balance of \$50,000 was received in November, 2005, and the 1,500,000 shares of common stock were issued in December, 2005. The Company also issued 239,380 Units to a director in repayment of advances he had made to the Company, and these shares were also issued in December 2005.

**4.**

### **DEFERRED COMPENSATION**

On March 5, 2004, the Company issued 475,000 shares of the Company's common stock, valued at \$0.12 per share, being the fair value at the time of issuance, totalling \$57,000 to the Company's directors and attorney for services provided. As of September 30, 2005, total fees and expenses charged to these shares was \$57,000 (September 30, 2004 - \$50,644). The balance of \$nil (September 30, 2004 - \$6,356) represents retainers paid for future services.

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5.

## COMPARATIVE FIGURES

Certain comparative figures have been reclassified to conform to the current quarter's presentation.

### Item 2 Management Discussion and Analysis

#### (a) Liquidity

The Company is experiencing illiquidity and has been dependent upon shareholders and directors to provide funds to maintain its activities. At September 30, 2005, the balance of funds loaned by the shareholders amounted to \$33,004, which is included in accounts payable. In addition, two directors advanced \$15,765 to the Company, of which \$3,796 was repaid during the nine-month period of 2005, leaving a balance owing to directors of \$11,969 which is shown as loan from related parties. There are no specific terms of repayment.

#### (b) Capital Resources

The Company had a working capital deficiency of \$341,910 at September 30, 2005. As noted above, the Company is receiving funding from shareholders and directors.

#### (c) Results of Operations

For the nine-month period ended September 30, 2005, the Company incurred a net loss of \$51,046.

Administration expenses for the nine-month period amounted to \$29,619 compared to \$19,099 in the same period of 2004. The higher expenses in the 2005 period were principally due to increases resulting from the higher value of the Canadian dollar at September 30, 2005. Most of the Company's expenses are incurred in Canadian dollars, which have increased due to the higher rate of exchange for the Canadian dollar. In addition, Canadian dollar denominated accounts payable have increased in US dollars due to the higher exchange rate.

Administration expenses for the three months ended September 30, 2005 were \$18,450 compared to \$10,129 in the same three months of 2004. This increase was primarily due to the higher exchange rate on the Canadian dollar during the 2005 quarter compared to the same quarter of 2004.

(d) Stock Options

During the 2005 nine-month period, 3,000 stock options to purchase shares of the Company were cancelled. The Company currently has 800,000 stock options outstanding priced at \$0.15 with an expiry date of October 31, 2006.

**Item 3 - Controls and Procedures**

As required by SEC rules, we have evaluated the effectiveness of the design and operation of our disclosure controls and procedures at the end of the period covered by this report. This evaluation was carried out under the supervision and with the participation of our management, including our principal executive officer and principal financial officer. Based upon this evaluation, these officers have concluded that the design and operation of our disclosure controls and procedures are effective. There were no changes in our internal control over financial reporting or in other factors that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Disclosure controls and procedures are our controls and other procedures that are designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by us in the reports that we file under the Exchange Act is accumulated and communicated to our management, including principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure.

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**Part II - Other Information**

Item 1 - Legal Proceedings: None

Item 2 - Changes in Securities: None.

Item 3. - Default Upon Senior Securities: There are no defaults to report.

Item 4. - Submission of Matters to a Vote of Security Holders: None

Item 5. - Other Information. None

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

***Exhibits***

31.1

Rule 13a-14a/15d-14a Certification of Chief Executive Officer

31.2

Rule 13a-14a/15d-14a Certification of Chief Financial Officer

31.3

Section 1350 Certification of Chief Executive Officer

31.4

Section 1350 Certification of Chief Financial Officer

***Reports on Form 8-K***

On August 9, 2005, the Company filed an 8-K announcing the sale of unregistered equity securities and the change of the Company's certifying accountants from Morgan & Company to Moore Stephens Ellis Foster, Ltd. This 8-K was subsequently amended on Form 8-K/A filed on August 22, 2005.

On September 13, 2005, the Company filed an 8-K announcing the change of the Company's certifying accountants from Moore Stephens Ellis Foster, Ltd. to Ernst & Young.

### **SIGNATURES**

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

AMERICAN PETRO-HUNTER INC.

Dated: January 25, 2006

/s/ Patrick A. McGowan

Patrick A. McGowan, President

/s/ Peter Rook-Green

Peter G. Rook-Green, Chief Financial Officer

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**Exhibit 31.1**

Pursuant to the requirements of Rule 13a-14 of the Securities Exchange Act of 1934, as amended, provides the following certification.

I, Patrick A. McGowan, President, CEO and Director of American Petro-Hunter, Inc. ("Company"), certify that:

1.

I have reviewed this quarterly report on Form 10-QSB of American Petro-Hunter, Inc.;

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 Company as of, and for, the periods presented in this quarterly report;

4.

The other directors and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f) for the small business issuer and have:

a.

Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under my supervision, to ensure that material information relating to American Petro-Hunter, Inc., including its consolidated subsidiaries, is made known to us by other within those entities, particularly during the period in which this report is being prepared;

b.



Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under my supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statement for external purposes in accordance with generally accepted accounting principles.

c.

Evaluated the effectiveness of the small business issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report on such evaluation; and

d.

Disclosed in this report any change in American Petro-Hunter, Inc.'s internal control over financial reporting that occurred during American Petro-Hunter's fourth fiscal quarter that has materially affected, or is reasonably likely to materially affect, American Petro-Hunter's internal control over financial reporting; and

5.

The other directors and I have disclosed, based on my most recent evaluation of internal control over financial reporting, to the Company's auditors and the audit committee of our board of directors (or persons performing the equivalent functions):

a.

All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial data; and

b.

Any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting

Date: January 25, 2006

/s/ Patrick McGowan

Patrick McGowan,

President and Director

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**Exhibit 31.2**

Pursuant to the requirements of Rule 13a-14 of the Securities Exchange Act of 1934, as amended, provides the following certification.

I, Peter Rook-Green, Secretary, CFO and Director of American Petro-Hunter, Inc. ("Company"), certify that:

1.

I have reviewed this quarterly report on Form 10-QSB of American Petro-Hunter, Inc.;

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 Company as of, and for, the periods presented in this quarterly report;

4.

The other directors and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f) for the small business issuer and have:

a.

Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under my supervision, to ensure that material information relating to American Petro-Hunter, Inc., including its consolidated subsidiaries, is made known to us by other within those entities, particularly during the period in which this report is being prepared;

b.

Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under my supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statement for external purposes in accordance with generally accepted accounting principles.

c.

Evaluated the effectiveness of the small business issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report on such evaluation;; and

d.

Disclosed in this report any change in American Petro-Hunter, Inc.'s internal control over financial reporting that occurred during American Petro-Hunter's fourth fiscal quarter that has materially affected, or is reasonably likely to materially affect, American Petro-Hunter's internal control over financial reporting; and

5.

The other directors and I have disclosed, based on my most recent evaluation of internal control over financial reporting, to the Company's auditors and the audit committee of our board of directors (or persons performing the equivalent functions):

a.

All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial data; and

b.

Any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting

Date: January 25, 2006

/s/ Peter Rook-Green

Peter Rook-Green,

Secretary, CFO and Director

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**Exhibit 32.1**

**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 American Petro-Hunter, Inc. on Form 10-QSB for the nine-months ending September 30, 2005 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Patrick McGowan, President and Director of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge and belief: (1) the 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 Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/ Patrick McGowan

Patrick McGowan

President and Director

January 25, 2006

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**Exhibit 32.2**

**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 American Petro-Hunter, Inc. on Form 10-QSB for the nine-months ending September 30, 2005, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Peter Rook-Green, Secretary, CFO and Director of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge and belief: (1) the 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 Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/ Peter Rook-Green

Peter Rook-Green

Secretary, CFO and Director

January 25, 2006