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

## **FORM 10-Q**

(Mark One)

## ${\bf x}$ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2008

		Or							
	☐ TRANSI		SECTION 13 OR 15(d) OF THE SECU ACT OF 1934	RITIES					
		For the transition period from	to						
		Commission file	number 000-52089						
	Design Source, Inc.								
		(Exact name of small business	issuer as specified in its charter)						
		evada	36-4528166						
		er jurisdiction of or organization)	(IRS Employer Iden Number)	tification					
		100 Europa Drive, Suite 455, C	hapel Hill, North Carolina 27517						
		(Address of princip	oal executive offices)						
		(919) 9	033-2720						
		(Registrant's telephone n	umber, including area code)						
		l reports required to be filed by Sect filing requirements for the past 90 da	ion 13 or 15(d) of the Securities Exchange ys. Yes x No $\square$	Act of 1934 during the preceding 12					
			ccelerated filer, a non-accelerated filer, or ng company" in Rule 12b-2 of the Exchan						
Large acce	lerated filer □	Accelerated filer $\square$	Non-accelerated filer □ (Do not check if a smaller reporting company)	Smaller reporting company					
Indicate by	check mark whether the regist	rant is a shell company (as defined i	n Rule 12b-2). Yes x No □						
As of Augu	ast 11, 2008 there were 11,218,	457 shares of the issuer's common s	tock, par value \$0.00001, issued and outsta	anding.					

## Design Source, Inc.

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## DESIGN SOURCE, INC. (A Development Stage Company) BALANCE SHEETS

	June 30, 2008 Unaudited		March 31, 2008 Audited	
ASSETS				
CURRENT ASSETS				
Cash	\$	5,539	\$	22,372
TOTAL ASSETS	\$	5,539	\$	22,372
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)				
CURRENT LIABILITIES				
Accounts payable	\$	8,415	\$	5,000
TOTAL CURRENT LIABILITIES		8,415		5,000
TOTAL LIABILITIES		8,415		5,000
COMMITMENTS AND CONTINGENCIES		-		-
STOCKHOLDERS' EQUITY (DEFICIT)				
Common stock, \$0.00001 par value, 100,000,000 shares authorized, 11,218,457 and 11,218,457 shares issued and outstanding, respectively		113		113
Additional paid-in capital		585,810		585,810
Accumulated deficit during development stage		(588,799)		(568,551)
TOTAL STOCKHOLDERS' EQUITY (DEFICIT)		(2,876)		17,372
	_			
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)	\$	5,539	\$	22,372

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

## DESIGN SOURCE, INC. (A Development Stage Company) STATEMENTS OF OPERATIONS

	Three Months Ended June 30, June 30, 2008 2007 Unaudited Unaudited		From Inception (April 2, 2003) through June 30, 2008 Unaudited	
REVENUES	\$ -	\$ -	\$ -	
EXPENSES				
General and administrative	1,353	169	64,481	
Professional fees	18,659	4,006	167,102	
Taxes	-	-	1,036	
Management fees	236	-	29,155	
Stock compensation			327,500	
Total Expenses	20,248	4,175	589,274	
LOSS FROM OPERATIONS	(20,248)	(4,175)	(589,274)	
OTHER INCOME (EXPENSE)				
Interest income	-	6	2,128	
Interest expense	-	-	(1,653)	
Total Other Income (Expense)	-	6	475	
LOSS BEFORE TAXES	(20,248)	(4,169)	(588,799)	
INCOME TAX EXPENSE	-	-	-	
NET LOSS	\$ (20,248)	\$ (4,169)	\$ (588,799)	
NET LOSS PER SHARE, BASIC AND DILUTED	\$ (0.00)	\$ (0.00)		
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING, BASIC AND DILUTED	11,218,457	10,718,457		

The accompanying notes are an integral part of these financial statements.  $\ensuremath{\mathbf{4}}$ 

## DESIGN SOURCE, INC. (A Development Stage Company) STATEMENTS OF CASH FLOWS

	Three Months Ended			From Inception (April 2, 2003)		
		Ended June 30, 2008	Ended June 30, 2007		through June 30, 2008	
	_	Unaudited		Unaudited	_	Unaudited
CASH FLOWS FROM OPERATING ACTIVITIES:						
Net loss	\$	(20,248)	\$	(4,169)	\$	(588,799)
Adjustments to reconcile net loss to net cash used in operating activities:						
Increase in accounts payable		3,415		1,693		8,415
Stock issued for compensation		-		-		327,500
Issuance of common stock for reimbursement of expenses		-		_		25,923
Net cash used in operating activities		(16,833)		(2,476)	_	(226,961)
CASH FLOWS FROM FINANCING ACTIVITIES:						
Proceeds from stockholder loans		-		-		21,560
Repayment of stockholder loans		-		-		(21,560)
Proceeds from issuance of common stock		<u>-</u>		<u>-</u>		232,500
Net cash provided by financing activities		-		-		232,500
NET INCREASE (DECREASE) IN CASH		(16,833)		(2,476)		5,539
CASH, BEGINNING OF PERIOD		22,372		5,259		<u>-</u>
CASH, END OF PERIOD	<u>\$</u>	5,539	\$	2,783	\$	5,539
SUPPLEMENTAL CASH FLOW INFORMATION:						
Interest paid	\$	-	\$	-	\$	1,653
Income taxes paid	\$	-	\$	-	\$	-

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

## NOTE 1 - ORGANIZATION AND BASIS OF PRESENTATION

Design Source, Inc. (hereinafter "the Company") was incorporated on April 2, 2003 under the laws of the State of Nevada for the purpose of offering textiles to the commercial designer market utilizing the internet. The Company's headquarters is located in Chapel Hill, North Carolina. The Company is a development stage enterprise.

The Company's year end is March 31.

The foregoing unaudited financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information. Accordingly, these financial statements do not include all of the disclosures required by generally accepted accounting principles in the United States of America for complete financial statements. These unaudited interim financial statements should be read in conjunction with the audited financial statements for the period ended March 31, 2008. In the opinion of management, the unaudited interim financial statements furnished herein include all adjustments, all of which are of a normal recurring nature, necessary for a fair statement of the results for the interim period presented. Operating results for the three-month period ending June 30, 2008 are not necessarily indicative of the results that may be expected for the year ending March 31, 2009.

### NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

This summary of significant accounting policies is presented to assist in understanding the accompanying financial statements. The financial statements and notes are representations of the Company's management, which is responsible for their integrity and objectivity. These accounting policies conform to accounting principles generally accepted in the United States of America and have been consistently applied in the preparation of the financial statements.

## **Accounting Method**

The Company's financial statements are prepared using the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

## **Development Stage Activities**

The Company has been in the development stage since its formation and has not realized any revenue from operations. It was primarily engaged in offering textiles to the commercial designer market utilizing the internet.

## Going Concern

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As reflected in the financial statements, the Company incurred a net loss of \$20,248 for the three months ended June 30, 2008. In addition, the Company had an accumulated deficit of \$588,799 as of June 30, 2008. Since its inception, the Company has not generated any revenues and has minimal cash resources.

These circumstances raise substantial doubt about the Company's ability to continue as a going concern. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty. Management's efforts have been directed towards the development and implementation of a plan to generate sufficient revenues to cover all of its present and future costs and expenses. For the twelve-month subsequent period, the Company anticipates that its minimum operating cash requirements to continue as a going concern will be approximately \$55,000.

The Company has determined that it cannot continue with our business operations as outlined in our original business plan because of a lack of financial results and resources; therefore, although we may return to our intended business operations at a later date, we have redirected our focus towards identifying and pursuing options regarding the development of a new business plan and direction. The Company intends to explore various business opportunities that have the potential to generate positive revenue, profits and cash flow in order to financially accommodate the costs of being a publicly held company. However, the Company cannot assure that there will be any other business opportunities available nor the nature of the business opportunity, nor indication of the financial resources required of any possible business opportunity.

The Company has minimal operating costs and expenses at the present time due to its limited business activities. The Company, however, would be required to raise additional capital over the next twelve months to meet our current administrative expenses, and we may do so in connection with or in anticipation of possible acquisition transactions. This financing may take the form of additional sales of our equity securities and/or loans from our directors. There is no assurance that additional financing will be available, if required, or on terms favorable to the Company.

The financial statements do not include any adjustments relating to the recoverability and classification of recorded assets, or the amounts and classification of liabilities that might be necessary in the event the Company cannot continue in existence.

## Cash and Cash Equivalents

For purposes of the statement of cash flows, the Company considers all short-term debt with original maturities of three months or less to be cash equivalents.

## Fair Value of Financial Instruments

The Company's financial instruments as defined by Statement of Financial Accounting Standards No. 107, "Disclosures about Fair Value of Financial Instruments," may include cash, receivables, advances, accounts payable and accrued expenses. All such instruments are accounted for on a historical cost basis, which, due to the short maturity of these financial instruments, approximates fair value at June 30, 2008 and March 31, 2008.

### Use of Estimates

The process of preparing financial statements in conformity with accounting principles generally accepted in the United States of America requires the use of estimates and assumptions regarding certain types of assets, liabilities, revenues, and expenses. Such estimates primarily relate to unsettled transactions and events as of the date of the financial statements. Accordingly, upon settlement, actual results may differ from estimated amounts.

## **Provision for Taxes**

Income taxes are provided based upon the liability method of accounting pursuant to Statement of Financial Accounting Standards No. 109, "Accounting for Income Taxes" (hereinafter "SFAS No. 109"). Under this approach, deferred income taxes are recorded to reflect the tax consequences in future years of differences between the tax basis of assets and liabilities and their financial reporting amounts at each year-end. A valuation allowance is recorded against the deferred tax asset if management does not believe the Company has met the "more likely than not" standard imposed by SFAS No. 109 to allow recognition of such an asset.

## Web Site Development

The Company must develop a web site to facilitate its business plan. Costs incurred in this project will be expensed as incurred in accordance with Statement of Position 98-1, "Accounting for the Costs of Computer Software Developed or Obtained for Internal Use" as amplified by Emerging Issues Task Force Abstract No. 00-2, "Accounting for Web Site Development Costs." During the period ended June 30, 2008, the Company had not incurred any web site development costs.

## Basic and Diluted Earnings (Loss) Per Share

The Company utilizes Statement of Financial Accounting Standards No. 128, "Earnings Per Share". Basic earnings per share is calculated on the weighted effect of all common shares issued and outstanding, and is calculated by dividing net income available to common stockholders by the weighted average shares outstanding during the period. Diluted earnings per share, which is calculated by dividing net income available to common stockholders by the weighted average number of common shares used in the basic earnings per share calculation, plus the number of common shares that would be issued assuming conversion of all potentially dilutive securities outstanding, is not presented separately as it is anti-dilutive.

## **Recently Issued Accounting Pronouncements**

Management does not believe that any other recently issued, but not yet effective, accounting standards, if currently adopted, could have a material effect on the accompanying financial statements.

## **NOTE 3 - COMMON STOCK**

The Company is authorized to issue 100,000,000 shares of \$0.00001 par value common stock. All shares have equal voting rights, are non-assessable and have one vote per share. Voting rights are not cumulative and, therefore, the holders of more than 50% of the common stock could, if they choose to do so, elect all of the directors of the Company.

Upon incorporation, the Company issued 435,000 shares of common stock at a price of \$0.05 per share as reimbursement of a cash advance in the amount of \$1,000 and expenses paid personally by a director totaling \$20,750.

During the period ending March 31, 2004, an additional 283,457 shares of common stock were issued at \$0.05 per share for reimbursement of expenses paid personally by a director totaling \$4,173 and for cash totaling \$10,000.

During the period ending March 31, 2006, an additional 3,320,000 shares of common stock were issued at \$0.05 per share for cash totaling \$160,000 and subscription receivable of \$6,000.

During the year ended March 31, 2007, 130,000 shares of common stock were issued at \$0.05 per share for cash totaling \$6,500 to outside investors; 6,550,000 share of common stock were issued to its officers for compensation at \$0.05 per share for \$327,500 and \$6,000 subscription receivable was received.

During the year ended March 31, 2008, 500,000 shares of common stock were issued at \$0.10 per share for cash totaling \$50,000 to Milestone Enhanced Fund Ltd;

During the three months ended June 30, 2008, the Company had not issued any additional shares of common stock.

## **NOTE 4 - INCOME TAXES**

At June 30, 2008 and March 31, 2008, he Company had calculated deferred tax assets of approximately \$238,000 and \$229,000, respectively, calculated at a combined federal and state expected rate of 40.5%. As management of the Company cannot determine that it is more likely than not that the Company will realize the benefit of the net deferred tax asset, a valuation allowance equal to the net deferred tax asset has been recorded.

The significant components of the deferred tax assets as June 30, 2008 and March 31, 2008 were as follows:

	June 30, 2008		March 31, 2008
Net operating loss carryforward	\$ 238,00	0 \$	229,000
Valuation allowance	(238,00	0)	(229,000)
Net deferred tax asset	\$	- \$	-

At June 30, 2008 and March 31, 2008, the Company has net operating loss carryforwards of approximately \$587,000 and \$566,000, respectively, which begin to expire in the year 2027. The change in the allowance account from March 31, 2008 to June 30, 2008 was approximately \$8,200.

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

## **Forward-looking Statements**

This section of the report includes a number of forward-looking statements that reflect our current views with respect to future events and financial performance. Forward-looking statements are often identified by words like: believe, expect, estimate, anticipate, intend, project and similar expressions, or words which, by their nature, refer to future events. You should not place undue certainty on these forward-looking statements, which apply only as of the date of this report. These forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from historical results or our predictions.

## **Plan of Operation**

We were incorporated on April 2, 2003, to offer a comprehensive supply of, market and distribute commercial upholstery, drapery, bedspread, panel, and wall covering fabrics to the interior designer industry and individual retail customers on our proprietary Internet website. We have determined that we cannot continue with our business operations as outlined in our original business plan because of a lack of financial results and resources; therefore, although we may return to our intended business operations at a later date, we have redirected our focus towards identifying and pursuing options regarding the development of a new business plan and direction. We intend to explore various business opportunities that have the potential to generate positive revenue, profits and cash flow in order to financially accommodate the costs of being a publicly held company. However, we cannot assure that there will be any other business opportunities available nor the nature of the business opportunity, if any, nor any indication of the financial resources required to take advantage of any possible business opportunity.

We have minimal operating costs and expenses at the present time due to our limited business activities. We may, however, be required to raise additional capital over the next twelve months to meet our current administrative expenses, and we may do so in connection with or in anticipation of possible acquisition transactions. This financing may take the form of additional sales of our equity securities, loans from our directors, or other transactions. There can be no assurance that additional financing would be available to us if required, or that the terms would be favorable to us and our stockholders.

We are not currently engaging in any product research and development and have no plans to do so in the foreseeable future. We have no present plans to purchase or sell any plant or significant equipment. We also have no present plans to add employees although we may do so in the future if we engage in any merger or acquisition transactions.

## **Results of Operations**

For the period from inception (April 2, 2003) to June 30, 2008, we had no revenues and incurred net operating losses of (\$588,799). For the quarter ended June 30, 2008, we incurred net operating losses of (\$20,248), which consisted of professional fees and general and administrative expenses primarily incurred in connection with the preparation and filing of our ongoing SEC filing requirements.

## **Liquidity and Capital Resources**

Our cash at June 30, 2008, was \$5,539. In order to satisfy our cash requirements for the current period we will have to raise additional funds as described above. There can be no assurance that we will be able to do so.

Net cash used in operating activities in the quarter ended June 30, 2008, was \$16,833). Net cash used in operating activities from inception through June 30, 2008, was \$226,961. Net cash provided by financing activities from inception through June 30, 2008, was \$232,500. We had no financing activity in the quarter ended June 30, 2008. Our auditors have expressed the opinion that in our current state, there is substantial doubt about our ability to continue as a going concern. Please refer to Note 2, Summary of Significant Accounting Policies, of the financial statements included in this report.

## **Off-Balance Sheet Arrangements**

We have no off-balance sheet arrangements.

## **Critical Accounting Policies**

## A. Basis of Accounting

The Company's financial statements are prepared using the accrual method of accounting. The Company has elected a March 31 fiscal year-end.

## B. Basic Earnings Per Share

In February 1997, the Financial Accounting Standards Board ("FASB") issued Statement of Accounting Standards ("SFAS") No. 128, "Earnings Per Share", which specifies the computation, presentation and disclosure requirements for earnings (loss) per share for entities with publicly held common stock. SFAS No. 128 supersedes the provisions of APB No. 15, and requires the presentation of basic earnings (loss) per share and diluted earnings (loss) per share. The Company has adopted the provisions of SFAS No. 128 effective as of the date of inception (April 2, 2003).

Basic net loss per share amounts are computed by dividing the net loss by the weighted average number of common shares outstanding.

## C. Cash Equivalents

The Company considers all highly liquid investments, if any, purchased with an original maturity of three months or less to be cash equivalents.

## D. Use Of Estimates and Assumptions

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 and 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. In accordance with FASB 16 all adjustments are normal and recurring.

## E. Income Taxes

Income taxes are provided in accordance with Statement of Financial Accounting Standards No. 109 (SFAS 109), Accounting for Income Taxes. A deferred tax asset or liability is recorded for all temporary differences between financial and tax reporting and net operating loss carryforwards. Deferred tax expense (benefit) results from the net change during the year of deferred tax assets and liabilities.

Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion of all of the deferred tax assets will be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment.

## ITEM 4T. CONTROLS AND PROCEDURES.

Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we have conducted an evaluation of 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 and Exchange Act of 1934, as of the end of the period covered by this report. Based on this evaluation, our principal executive officer and principal financial officer concluded as of the evaluation date that our disclosure controls and procedures were effective such that the material information required to be included in our SEC reports is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms relating to our company, particularly during the period when this report was being prepared.

Our internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes of accounting principles generally accepted in the United States. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Therefore, even those systems determined to be effective can provide only reasonable assurance of achieving their control objectives. In evaluating the effectiveness of our internal control over financial reporting, our management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in *Internal Control—Integrated Framework*. Based on this evaluation, our management concluded that, as of June 30, 2008, our internal control over financial reporting was effective based on those criteria. This quarterly report does not include an attestation report of our registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by our registered public accounting firm pursuant to temporary rules of the SEC that permit us to provide only management's report in this quarterly report.

Additionally, there were no significant changes in our internal controls or in other factors that could significantly affect these controls subsequent to the evaluation date. We have not identified any significant deficiencies or material weaknesses in our internal controls, and therefore there were no corrective actions taken

## **PART II - OTHER INFORMATION**

## **ITEM 6. EXHIBITS**

The following exhibits are included with this quarterly report.

Exhibit 31.1 Sec. 302 Certification of Principal Executive Officer and Principal Financial Officer. Exhibit 32.1 Sec. 906 Certification of Chief Executive Officer and Chief Financial Officer

## **SIGNATURES**

In accordance with the requirements of the Exchange	Act, the registrant caused thi	s report to be signed on its behalf	f by the undersigned, t	nereunto duly
authorized.				

Date: August \_\_\_\_, 2008

Design Source, Inc.

By /s/ Peter Reichard

Peter Reichard, President, Principal Executive Officer, Treasurer, Principal Financial Officer, and Principal Accounting Officer

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## SARBANES-OXLEY SECTION 302(a) CERTIFICATION

- I, Peter Reichard, certify that:
- 1. I have reviewed this Quarterly Report on Form 10-Q for the period ended June 30, 2008 of Design Source, Inc.;
- 2. Based on my knowledge, this 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 report;
- 3. Based on my knowledge, the financial statements, and other financial information included in this 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 report;
- 4. I am 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 registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, 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 report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant'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 based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
- 5. I have disclosed, based on my most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's 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 registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August, 2008	
	/s/ Peter Reichard
	Peter Reichard Principal Evacutive Officer and Principal Financial Officer

## 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 **Design Source, Inc.** (the "Company") on Form 10-Q for the period ended **June 30, 2008** as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Peter Reichard, Chief Executive Officer and Chief Financial Officer 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:

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 results of operations of the Company.				
Dated: August, 2008.				
/s/ Peter Reichard				
Peter Reichard, Chief Executive Officer and Chief Financial Officer				