

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-QSB

(Mark One)

- ☒ Quarterly report under Section 13 or 15(d) of the Securities Exchange Act of 1934 for the quarterly period ended **June 30, 2001**.
- ☐ 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
(State or other jurisdiction of
incorporation or organization)

77-0438927
(I.R.S. Employer
Identification No.)

2465 West 12th Street, Suite # 2, Tempe, AZ 85281-6935
(Address of principal executive offices)

(480) 505-0070
(Issuer's telephone number)

Check whether the issuer: (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 ☒

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

Yes ☒ No ☐

The number of outstanding shares of the registrant's common stock, \$0.0001 par value (the only class of voting stock), as of June 30, 2001 was 28,451,419.

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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 June 30, 2001 and December 31, 2000, and related statements of operations and cash flows for the three and six months ended June 30, 2001 and 2000 and the period from inception of the development stage on July 9, 1999 through June 30, 2001, 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 June 30, 2001, are not necessarily indicative of the results that can be expected for the fiscal year ending December 31, 2001.

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

| <u>ASSETS</u> | | | | June 30, 2001 (Unaudited) | | December 31, 2000 | |
|---|---|--|--|---------------------------------|-----------|----------------------|-------------|
| CURRENT ASSETS | | | | | | | |
| | Cash | | | \$ | 1,013 | \$ | 17,234 |
| | Prepaid expenses | | | | 252 | | 1,321 |
| | Total Current Assets | | | | 1,265 | | 18,555 |
| FIXED ASSETS | | | | | | | |
| | Equipment, Net | | | | 39,915 | | 39,915 |
| | Total Fixed Assets | | | | 39,915 | | 39,915 |
| OTHER ASSETS | | | | | | | |
| | Deposits | | | | 3,450 | | 4,240 |
| | Investments | | | | 970,000 | | 970,000 |
| | Net assets of discontinued operations | | | | 192,359 | | - |
| | Total Other Assets | | | | 1,165,809 | | 974,240 |
| | TOTAL ASSETS | | | \$ | 1,206,989 | \$ | 1,032,710 |
| <u>LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)</u> | | | | | | | |
| CURRENT LIABILITIES | | | | | | | |
| | Accounts payable and accrued expenses | | | \$ | 78,167 | \$ | 66,084 |
| | Total Current Liabilities | | | | 78,167 | | 66,084 |
| STOCKHOLDERS' EQUITY (DEFICIT) | | | | | | | |
| | Common stock; 100,000,000 shares authorized, at \$0.001 par value, 28,451,419 and 21,600,000 shares issued and outstanding, respectively | | | | 28,451 | | 21,600 |
| | Additional paid-in capital | | | | 2,096,925 | | 1,980,885 |
| | Deficit accumulated prior to the development stage | | | | (1,200) | | (1,200) |
| | Deficit accumulated during the development stage | | | | (995,354) | | (1,034,659) |
| | Total Stockholders' Equity (Deficit) | | | | 1,128,822 | | 966,626 |
| | TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT) | | | \$ | 1,206,989 | \$ | 1,032,710 |

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

Statements of Cash Flows (Unaudited)

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.

The Company acquired, in June of 2000, a 49% interest in WWA World Wide Auctioneers, Inc., a Nevada registered company holding 100% of British Virgin Island registered company World Wide Auctioneers, Ltd. 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 June 30, 2001 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.

The ability of the Company to continue as a going concern is ultimately dependent upon its ability to generate revenue 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 six month period ended June 30, 2001, the Company issued 6,851,419 shares of its common stock for \$122,891 in cash.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OR 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 such 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 the Company's ability to raise additional capital to fund cash requirements for future operations; (ii) uncertainties as to business development related to the recent acquisition of Asia4Sale.com, Ltd.; (iii) the ability of the Company to achieve sufficient revenues from the operation of Asia4Sale.com; and (iv) general economic conditions. Although the Company believes 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 the Company's filings with the Securities and Exchange Commission, including its Annual Report on Form 10-KSB for the fiscal year ended December 31, 2000.

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

Plan of Operation

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, 2000, the Company was engaged in no active business other than the search for an operating business to acquire.

The Company acquired Asia4Sale.com, Ltd. as a wholly owned subsidiary on February 7, 2000 in exchange for 9,000,000 common shares. We commenced operations as a software development company, intending to design and build a web based system for B2B and B2C selling, bartering and auctioning of consumer goods and services in the Asian market place. The Company discontinued operations related to the operation 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. ("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 six month period ended June 30, 2001, the Company continued the search to identify a suitable business opportunity and initiated a private placement to fund operations. The Company completed a private placement of 6,851,419 shares of common stock for gross proceeds of \$122,891. We do not expect to realize revenues in the form of a dividend as the result of our minority interest in WWA World Wide Auctioneers, Inc.

Net Losses

For the period from July 9, 1999 to June 30, 2001, the Company recorded an operating loss of \$995,354.

The Company's operating losses are primarily attributable (\$702,546) to the discontinuation of our Asia4Sale.com, Ltd. B2B and B2C businesses 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 2001 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 (inception) to June 30, 2001.

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 \$1,265 and total assets of \$1,206,989 with total liabilities of \$78,167 as of June 30, 2001. These assets consisted primarily of cash on hand of \$1,013, investments of \$970,000 related to our minority interest in WWA World Wide Auctioneers, Inc. and net assets of discontinued operations. Net stockholders equity in the Company was \$1,128,822 at June 30, 2001.

During the first six months of 2001, the Company conducted a private placement of its common stock at a price of approximately \$0.02 per share to fund ongoing operations. The Company raised a total of \$122,891 and authorized the issuance of 6,851,419 shares of common stock.

Cash flow used in operating activities was \$62,170 for the six month period ended June 30, 2001 as compared to cash flow used in operating activities of \$531,079 for the six month period ended June 30, 2000. The decrease in cash flow used in operating activities over the comparative six month periods can be attributed to discontinued operations in the prior period.

Cash flow provided from financing activities was \$122,891 for the six month period ended June 30, 2001 as compared to cash flow provided from financing activities of \$1,925,700 for the six month period ended June 30, 2000. Funds realized from financing activities in the current six month period were from the sale of common equity.

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 affect 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' Form 10-KSB, 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 \$919,242 as of December 31, 2000, which increased to \$995,354 as of June 30, 2001. 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, management's plan to address the Company's ability to continue as a going concern over the next twelve months, include: (1) obtaining additional funding from the sale of the Company's securities; and (2) obtaining loans and grants from various financial institutions, where possible. Although management believes that it will be able to obtain the necessary funding to allow the Company 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 June 30, 2001. 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 June 30, 2001 and 2000.

(b) Changes in internal controls over financial reporting.

During the quarter ended June 30, 2001, 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 June 30, 2001 the Company authorized the issuance of 138,767 shares of common stock to certain individuals in exchange for cash consideration of approximately \$0.02 a share or \$2,489 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 this transaction.

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

On April 15, 2001, Carl van Lieshout was appointed to the Company’s board of directors. He will serve until the next annual meeting of our shareholders and until his successor is elected and qualified. Mr. Van Lieshout is also engaged as an officer and director of WWA World Wide Auctioneers, Ltd. and prior to

joining WWA World Wide Auctioneers, Ltd. spent sixteen years running Machinehandel Leede B.V., a consignor and purchaser of heavy equipment. Over the last five years, Mr. Van Lieshout has not served as an officer or director of any other public companies.

ITEM 6. EXHIBITS

Exhibits required to be attached by Item 601 of Regulation S-B are listed in the Index to Exhibits on page 15 of this Form 10-QSB, 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: January 23, 2006

By: _____

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

EXHIBITS

| <u>EXHIBIT NO.</u> | <u>PAGE NO.</u> | <u>DESCRIPTION</u> |
|------------------------|---------------------|--|
| 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 | 16 | 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 | 17 | 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. |

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER
PURSUANT TO RULE 13a-14 OF THE SECURITIES EXCHANGE ACT OF 1934, AS
AMENDED, AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT
OF 2002**

I, Eric Montandon, chief executive officer and chief financial officer of Asia4Sale.com, Inc., (“Registrant”) certify that:

1. I have reviewed this Quarterly Report on Form 10-QSB (“Report”) of Registrant;
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 period 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) for the Registrant 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 the Registrant, including its consolidated subsidiaries, is made known to me by others within those entities, particularly during the period in which this Report is being prepared;
 - b) Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this Report my 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
 - c) 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 registrants 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, to the Registrant's auditors and the audit committee of 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 controls 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 controls over financial reporting.



Date: January 23, 2006

Eric Montandon
Chief Executive Officer and Chief Financial Officer

**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**

In connection with the Quarterly Report on Form 10-QSB of Asia4Sale.com, Inc., ("Registrant") for the quarterly period ended June 30, 2000, as filed with the Securities and Exchange Commission on the date hereof ("Report"), I, Eric Montandon, chief executive officer and chief financial officer, hereby certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

- (1) This Report complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in this Report fairly represents, in all material respects, the financial condition of Registrant at the end of the period covered by this Report and results of operations of Registrant for the period covered by this Report.



Eric Montandon
Chief Executive Officer and Chief Financial Officer
January 23, 2006

This certification accompanies this Report pursuant to §906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by the Sarbanes-Oxley Act of 2002, be deemed filed by Registrant for the purposes of §18 of the Securities Exchange Act of 1934, as amended. This certification shall not be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended (whether made before or after the date of this Report), irrespective of any general incorporation language contained in such filing.

A signed original of this written statement required by §906 has been provided to the Registrant and will be retained by the Registrant and furnished to the Securities and Exchange Commission or its staff upon request.