

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 **September 30, 2004**.
- ☐ Transition report under Section 13 or 15(d) of the Securities Exchange Act of 1934 for the transition period from _____ to _____.

Commission file number: **000-28589**

ASP VENTURES CORP.

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

Florida

(State or other jurisdiction of
incorporation or organization)

98-0203918

(I.R.S. Employer
Identification No.)

2610-1066 West Hastings Street, Vancouver, British Columbia, Canada V6E 3X2

(Address of principal executive office)

(Postal Code)

(604) 602-1717

(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 **X** No _____

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 December 12, 2005 was 40,071,815.

TABLE OF CONTENTS

PART I: FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS	3
Unaudited Consolidated Balance Sheet	4
Unaudited Consolidated Statements of Operations	5
Unaudited Consolidated Statements of Cash Flows.....	6
Notes to Unaudited Consolidated Financial Statements.....	7
ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS	10
ITEM 3. CONTROLS AND PROCEDURES	12

PART II: OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS	13
ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES	13
ITEM 3. DEFAULTS UPON SENIOR SECURITIES.....	14
ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITIES HOLDERS	14
ITEM 5. OTHER INFORMATION.....	14
ITEM 6. EXHIBITS.....	14
SIGNATURES.....	15
INDEX TO EXHIBITS.....	16

PART I

ITEM 1. FINANCIAL STATEMENTS

As used herein, the term “Company” refers to ASP Ventures Corp., a Florida corporation, unless otherwise indicated. In the opinion of management, the accompanying unaudited financial statements included in this Form 10-QSB/A reflect all adjustments (consisting only of normal recurring accruals) necessary for a fair presentation of the results of operations for the periods presented. The results of operations for the periods presented are not necessarily indicative of the results to be expected for the full year.

ASP VENTURES CORP.
(A Development Stage Company)
UNAUDITED BALANCE SHEET
September 30, 2004
Restated

ASSETS

Current assets:

Cash	\$ 1,392
Prepaid expense	<u>3,000</u>
Total current assets	\$ <u><u>4,392</u></u>

LIABILITIES AND STOCKHOLDERS' DEFICIT

Current liabilities:

Accounts payable and accrued expenses	\$ 821,648
Notes payables	10,000
Related party note payable	<u>5,000</u>
Total current liabilities	<u>836,648</u>

Commitments

Stockholders' deficit:

Common stock, \$.001 par value, 50,000,000 shares authorized, 25,102,769 shares issued and outstanding	25,102
Additional paid-in capital	1,137,202
Stock subscription receivable	(34,000)
Deficit accumulated during the development stage	<u>(1,960,560)</u>
Total stockholders' deficit	<u>(832,256)</u>

Total liabilities and stockholders' deficit	\$ <u><u>4,392</u></u>
---	------------------------

The accompanying notes are an integral part of these financial statements

ASP VENTURES CORP.
(A Development Stage Company)
UNAUDITED STATEMENTS OF OPERATIONS

	Three Months Ended September 30,		Nine Months Ended September 30,		Cumulative Amounts Restated
	2004 Restated	2003	2004 Restated	2003	
Revenue	\$ -	-	-	-	-
General and administrative costs	63,358	45,124	137,451	145,230	1,348,879
Loss - default judgment	15,707	-	611,681	-	611,681
Loss before income taxes	(79,065)	(45,124)	(749,132)	(145,230)	(1,960,560)
Provision for income taxes	-	-	-	-	-
Net loss	\$ <u>(79,065)</u>	<u>(45,124)</u>	<u>(749,132)</u>	<u>(145,230)</u>	<u>(1,960,560)</u>
Loss per common share - basic and diluted	\$ <u>(0.01)</u>	<u>(.01)</u>	<u>(0.08)</u>	<u>(.03)</u>	
Weighted average common shares - basic and diluted	<u>9,451,000</u>	<u>5,540,000</u>	<u>9,188,000</u>	<u>5,104,000</u>	

The accompanying notes are an integral part of these financial statements

ASP VENTURES CORP.
(A Development Stage Company)
UNAUDITED STATEMENTS OF CASH FLOWS

	Nine months ended September 30,		Cumulative Amounts Restated
	2004 Restated	2003	
<u>Cash flows from operating activities:</u>			
Net loss	\$ (749,132)	(145,230)	(1,960,560)
Adjustments to reconcile net loss to net cash used in operating activities:			
Loss - default judgment	611,681	-	611,681
Stock compensation expense	6,250	11,500	111,597
Increase in prepaid expense	(3,000)	-	(3,000)
Increase in accounts payable and accrued expenses	23,743	102,993	563,459
Net cash used in operating activities	<u>(110,458)</u>	<u>(30,737)</u>	<u>(676,823)</u>
<u>Cash flows from investing activities:</u>	<u>-</u>	<u>-</u>	<u>-</u>
<u>Cash flows from financing activities:</u>			
Proceeds from notes payable	-	-	141,843
Increase (decrease) in related party note payable	(1,700)	-	5,000
Issuance of common stock, net	113,372	30,000	531,372
Net cash provided by financing activities	<u>111,672</u>	<u>30,000</u>	<u>678,215</u>
Net increase (decrease) in cash	1,214	(737)	1,392
Cash, beginning of period	<u>178</u>	<u>984</u>	<u>-</u>
Cash, end of period	\$ <u><u>1,392</u></u>	<u><u>247</u></u>	<u><u>1,392</u></u>

The accompanying notes are an integral part of these financial statements

ASP VENTURES CORP.
(A Development Stage Company)
NOTES TO THE FINANCIAL STATEMENTS
September 30, 2004
(Unaudited)

Note 1 - Basis of Presentation

The accompanying unaudited condensed financial statements have been prepared by management in accordance with the instructions in Form 10-QSB and, therefore, do not include all information and footnotes required by generally accepted accounting principles and should, therefore, be read in conjunction with the Company's Form 10-KSB for the year ended December 31, 2003, filed with the Securities and Exchange Commission. These statements do include all normal recurring adjustments which the Company believes necessary for a fair presentation of the statements. The interim operations results are not necessarily indicative of the results for the full year ending December 31, 2004.

Note 2 - Additional Footnotes Included By Reference

Except as indicated in Notes above, there have been no other material changes in the information disclosed in the notes to the financial statements included in the Company's Form 10-KSB for the year ended December 31, 2003, filed with the Securities and Exchange Commission. Therefore, those footnotes are included herein by reference.

Note 3 - Going Concern

At September 30, 2004 the Company has incurred losses since inception as well as negative cash flow from operations. These conditions raise substantial doubt about the ability of the Company to continue as a going concern. The financial statements do not include any adjustments that might result for the outcome of this uncertainty.

The Company's ability to continue as a going concern is subject to achieving profitable operations and/or obtaining necessary funding from outside sources.

Note 4 - Related Party Transactions

The Company had accounts payable to a company controlled by a director of the Company of \$0 and \$10,526 at September 30, 2004 and 2003 respectively.

The Company incurred consulting and management fees to officers of the company of \$13,500 and \$10,957 during the nine months ended September 30, 2004 and 2003, respectively.

The Company incurred consulting fees to a shareholder of \$45,000 and \$45,000 during the nine months ended September 30, 2004 and 2003, respectively.

ASP VENTURES CORP.
(A Development Stage Company)
NOTES TO THE FINANCIAL STATEMENTS
September 30, 2004
(Unaudited)

Note 5 - Supplemental Cash Flow Information

During the nine months ended September 30, 2004:

- The Company issued 250,000 shares of common stock in exchange for consulting services valued at \$6,250.
- The Company issued 3,400,000 shares of common stock for a stock subscription receivable of \$34,000.

During the nine months ended September 30, 2003:

- The Company issued 230,000 shares of common stock for consulting services valued at \$11,500.
- The Company issued 530,954 shares of common stock in exchange for accounts payable and a note payable of \$133,634 and \$131,843, respectively.
- The Company issued 3,312,500 shares of common stock in exchange for accounts payable of \$66,250.

Note 6 – Legal Proceedings

Legal proceedings were initiated by Gem Global Yield Fund Limited and Turbo International Ltd. (“Plaintiffs”) against the Company on February 4, 2004 in the United States District Court, southern District of New York. The claim was for \$525,000 plus interest in connection with the Company’s alleged breach of a settlement agreement purportedly made between the Company, Elite Jet, Inc, Gem Global Yield Fund Limited and Turbo International Ltd. in satisfaction of funds loaned by Plaintiffs to Elite Jet, Inc., a non-party to the legal proceedings. Although the Company denied any liability in this action it did not file a defense to the legal proceedings which resulted in a Default Judgment in favor of the Plaintiffs on May 19, 2004 in the amount of \$588,724 with interest accruing at 12% per annum on \$525,000.

The Company believes that in the event the Plaintiffs attempt to enforce this judgment through Court proceedings that the Company will ultimately succeed in defending this legal claim.

As of September 30, 2004 principal and interest accrued with respect to the Default Judgment was \$611,681.

ASP VENTURES CORP.
(A Development Stage Company)
NOTES TO THE FINANCIAL STATEMENTS
September 30, 2004
(Unaudited)

Note 7 - Restatements

The Company has restated its financial statements for the interim period ended September 30, 2004. The Company is restating the financial statements to accrue amounts owing as a result of a Default Judgment which was obtained against the Company on May 19, 2004.

	September 30, 2004 As Reported \$	Adjustment \$	September 30, 2004 As Restated \$
Balance Sheet			
Accounts payable and accrued expenses	-	611,681	821,648
Deficit accumulated during the development stage	(1,348,879)	(611,681)	(1,960,560)
	Nine Month Period Ended September 30, 2004 As Reported \$	Adjustment \$	Nine Month Period Ended September 30, 2004 As Restated \$
Income Statement			
Loss – default judgment	-	611,681	611,681
Net loss for the period	(137,451)	(611,681)	(749,132)
Loss per common share - basic	(.01)	(.07)	(.08)
	Three Month Period Ended September 30, 2004 As Reported \$	Adjustment \$	Three Month Period Ended September 30, 2004 As Restated \$
Income Statement			
Loss – default judgment	-	15,707	15,707
Net loss for the period	(63,358)	(15,707)	(79,065)
Loss per common share - basic	(.01)	(.00)	(.01)

ITEM 2. MANAGEMENT'S PLAN OF OPERATION

Plan of Operation

The following discussion of the Company's plan of operation should be read in conjunction with the unaudited financial statements, accompanying notes and the other financial information appearing elsewhere in this report. The Company's fiscal year end is December 31.

The Company's plan of operation for the coming year is to identify and acquire a favorable business opportunity. The Company does not plan to limit its options to any particular industry, but will evaluate each opportunity on its merits.

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. Any decision to participate in a specific business opportunity will be made based upon a Company analysis of the merits of the prospective business based on objective criteria.

Liquidity and Capital Resources

As of September 30, 2004, the Company had no significant assets. Management does not believe that the Company has sufficient resources to meet the anticipated needs of the Company's operations through the calendar year ending December 31, 2004 unless new funding is made available for general working capital. The Company may raise new capital through debt instruments, private placements or the public registration of its securities. However, the Company can offer no assurance that any capital raising efforts will be successful. Should the Company be unsuccessful in any capital raising efforts, management believes that it may need to curtail or cease business operations.

The Company adopted The 2004 Benefit Plan of ASP Ventures Corp. on April 6, 2004. Under the benefit plan, the Company may issue stock, or grant options to acquire the Company's common stock to employees of the Company or its subsidiaries. The board of directors, at its own discretion may also issue stock or grant options to other individuals, including consultants or advisors, who render services to the Company or its subsidiaries, provided that the services rendered are not in connection with the offer or sale of securities in a capital-raising transaction. Further, no stock may be issued, or option granted under the benefit plan to consultants, advisors, or other persons who directly or indirectly promote or maintain a market for the Company's stock. The 2004 Benefit Plan of ASP Ventures Corp. has been registered with the Securities and Exchange Commission pursuant to Form S-8. The Company has neither issued shares nor granted options pursuant to this benefit plan as of the period ended June 30, 2004.

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

The Company has no current plans to engage any employees.

The Company had a working capital deficit of \$832,256 as of September 30, 2004 and has funded its cash needs from inception through a series of debt and equity transactions, including several private placements. The bulk of these transactions have taken place outside the United States. The Company will require new debt or equity transactions to satisfy cash needs over the next twelve months.

Critical Accounting Policies

In the notes to the audited financial statements for the year ended December 31, 2003 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 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 its estimates, including those related to bad debts, inventories, intangible assets, warranty obligations, product liability, revenue, and income taxes. 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.

Cautionary Statement Pursuant to Safe Harbor Provisions of the Private Securities Litigation Reform Act of 1995

This Form 10-QSB/A includes certain statements that may be deemed to be "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements included in this Form 10-QSB/A, other than statements of historical facts, address matters that the Company reasonably expects, believes or anticipates will or may occur in the future. Such statements are subject to various assumptions, risks and uncertainties, many of which are beyond the control of the Company. These forward looking statements may relate to such matters as anticipated financial performance, future revenue or earnings, business prospects, projected ventures, new products and services, anticipated market performance and similar matters. When used in this report, the words "may," "will," "expect," "anticipate," "continue," "estimate," "project," "intend," and similar expressions are intended to identify forward-looking statements within the meaning of the Securities Act of 1933 and the Securities Exchange Act of 1934 regarding events, conditions, and financial trends that may affect the Company's future plans of operations, business strategy, operating results and financial position. The Private Securities Litigation Reform Act of 1995 provides a safe harbor for forward-looking statements. To comply with the terms of the safe harbor, the Company cautions readers that a variety of factors could cause the Company's actual results to differ materially from the anticipated results or other matters expressed in the Company's 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 involved in the acquisition of an operating business; (iii) the ability of the Company to achieve sufficient revenues through an operating business to fund and maintain operations; (iv) volatility of the stock market; and (v) general economic conditions. Although the Company believes the expectations reflected in these forward-looking statements are reasonable, such expectations may prove to be incorrect.

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, including the chief executive officer and chief financial officer, the Company evaluated the effectiveness of the design and operation of 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 September 30, 2004. Based on this original evaluation, the Company's chief executive officer and chief financial officer concluded that, as of the end of the period covered by this report, the disclosure controls and procedures were effective and adequately designed to ensure that the information required to be disclosed in the reports submitted 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 the chief executive officer and chief financial officer, in a manner that allowed for timely decisions regarding required disclosure.

However, subsequent to the filing of the Company's quarterly report the chief executive officer and chief financial officer concluded that certain financial information previously disclosed by the Company was inaccurate and warranted a restatement. The determination to restate the Company's financial statements was reached in connection with the Company's Form 10-KSB filing for the period ended December 31, 2004 and Form 10-QSB filings for the periods ended June 30, 2004, September 30, 2004, March 31, 2005 and June 30, 2005. The Company's chief executive officer and chief financial officer determined that a restatement was warranted due to the Company's prior erroneous treatment of a default judgment obtained against the Company on May 19, 2004 as a contingent liability. Accordingly, the Company has determined that its disclosure controls and procedures for the periods ended June 30, 2004, September 30, 2004, December 31, 2004, March 31, 2005 and June 30, 2005 were ineffective and not adequately designed.

The auditors did not test the effectiveness of nor relied on the internal controls of the Company for the fiscal quarters ended September 30, 2004 and 2003.

(b) Changes in Internal Controls

During the period ended September 30, 2004, there was no change in internal control over financial reporting that materially affected, or was reasonably likely to materially affect the Company's internal control over financial reporting.

However, subsequent to the filing of the Company's quarterly report the chief executive officer and chief financial officer concluded that changes will be made to internal controls over financial reporting which may materially affect the Company's financial reporting. The Company's chief executive officer and chief financial officer will make proposals to the Company's board of directors to implement changes to safeguard against future errors in financial disclosure. The proposals include a segregation of the duties of the chief executive officer and the chief financial officer, the appointment of an independent director to the Company's board of directors and the formation of an audit committee. The Company's chief executive officer and chief financial officer believes that the segregation of a chief executive officer's duties from that of a chief financial officer and the formation of an audit committee would cause the Company to better evaluate the effectiveness of the design and operation of the Company's disclosure controls and procedures on a constant basis with the intention of discovering any potential misstatements prior to erroneous disclosure.

PART II

ITEM 1. LEGAL PROCEEDINGS

Legal proceedings were initiated by Gem Global Yield Fund Limited and Turbo International Ltd. (“Plaintiffs”) against the Company on February 4, 2004 in the United States District Court, Southern District of New York. The claim was for \$525,000 plus interest in connection with the Company’s alleged breach of a settlement agreement purportedly made between the parties as the result of funds loaned to Elite Jet, Inc., a non-party to the action. Although the Company denied any liability in this action it was unable to respond in a timely fashion to the legal proceedings which resulted in a default judgment in favor of the Plaintiffs on May 19, 2004 in the amount of \$588,724.45. The Company continues to deny any liability in this matter and believes that in the event Plaintiffs attempt to enforce this judgment through court proceedings that the Company will ultimately succeed on the merits of its position.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES

On September 28, 2004 the Company authorized the issuance of 1,000,000 shares of common stock to Gustov Boehm in exchange for cash consideration of \$0.01 a share or \$10,000 pursuant to the terms of a stock subscription agreement. The Company subsequently cancelled 500,000 shares and accepted payment for 500,000 shares on the same terms and conditions. The Company relied on exemptions provided by Section 4(2) and Regulation S of the Securities Act of 1933, as amended (“Securities Act”). No sales commissions were paid in connection with this transaction

The Company made this offering based on the following factors: (1) the issuance was an isolated private transaction by the Company which did not involve a public offering; (2) there was only one offeree who was issued the Company’s stock for cash consideration; (3) the offeree stated an intention not to resell the stock; (4) there were no subsequent or contemporaneous public offerings of the stock; (5) the stock was not broken down into smaller denominations; and (6) the negotiations that lead to the issuance of the stock took place directly between the offeree and the Company.

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 a purchaser who was outside the United States at the time the subscription originated, and ensuring that the subscriber is a non-U.S. person with an address in a foreign country.

On September 28, 2004 the Company authorized the issuance of 1,000,000 shares of common stock to Norrdin H. Hirji in exchange for cash consideration of \$0.01 a share or \$10,000 pursuant to the terms of a stock subscription agreement. The Company subsequently cancelled 900,000 shares and accepted payment for 100,000 shares on the same terms and conditions. The Company relied on exemptions provided by Section 4(2) and Regulation S of the Securities Act. No sales commissions were paid in connection with this transaction

The Company made this offering based on the following factors: (1) the issuance was an isolated private transaction by the Company which did not involve a public offering; (2) there was only one offeree who was issued the Company's stock for cash consideration; (3) the offeree stated an intention not to resell the stock; (4) there were no subsequent or contemporaneous public offerings of the stock; (5) the stock was not broken down into smaller denominations; and (6) the negotiations that lead to the issuance of the stock took place directly between the offeree and the Company.

The Company complied with the requirements of Regulation S by having no directed selling efforts made in the United States, by selling only to a purchaser who was outside the United States at the time the subscription originated, and ensuring that the subscriber is a non-U.S. person with an address in a foreign country.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITIES 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 16 this Form 10-QSB/A, and are incorporated herein by this reference.

SIGNATURES

In accordance with the requirements of the Securities Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, hereunto duly authorized, this 12th day of December, 2005.

ASP VENTURES CORP.

/s/ Nora Coccaro

Nora Coccaro

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

INDEX TO EXHIBITS

<u>EXHIBIT NO.</u>	<u>PAGE NO.</u>	<u>DESCRIPTION</u>
3 (i)(a)	*	Articles of Incorporation of the Company (incorporated by reference to the Form 10-SB filed with the Securities and Exchange Commission on December 21, 1999).
3 (i)(b)	*	Amended Articles of Incorporation of the Company (incorporated by reference to the Form 10-SB filed with the Securities and Exchange Commission on December 21, 1999).
3 (ii)	*	Bylaws of the Company (incorporated by reference to the Form 10-SB filed with the Securities and Exchange Commission on December 21, 1999).
10(i)	*	Debt Settlement Agreement with International Portfolio Management, Ltd. dated November 4, 2002 (incorporated by reference to the Form 10-KSB filed with the Securities and Exchange Commission on April 10, 2003).
10(ii)	*	Debt Settlement Agreement between the Company and Zmax Capital Corp. dated May 1, 2003 (incorporated by reference to the Form 10-QSB filed with the Securities and Exchange Commission on May 15, 2003).
10(iii)	*	Debt Settlement Agreement between the Company and Shafiq Nazerali dated May 1, 2003 filed with the Securities and Exchange Commission on May 15, 2003).
10(iv)	*	Debt Settlement Agreement between the Company and Zmax Capital Corp. dated May 1, 2003 filed with the Securities and Exchange Commission on May 15, 2003).
10(v)	*	Stock Exchange Agreement between the Company and the Elite Companies dated June 5, 2003 (incorporated by reference to the Form 8-K filed with the Securities and Exchange Commission on July 23, 2003).
10(vi)	*	Mutual Rescission of Stock Exchange Agreement between the Company and the Elite Companies dated September 25, 2003 (incorporated by reference to the Form 8-K filed with the Securities and Exchange Commission on September 26, 2003)
10(vii)	*	Debt Settlement Agreement between the Company and Shafiq Nazerali dated September 30, 2003 (incorporated by reference to the Form 10-QSB filed with the Securities and Exchange Commission on November 19, 2003).
10(viii)	*	Debt Settlement Agreement between the Company and Zmax Capital Corp. dated September 30, 2003 (incorporated by reference to the Form 10-QSB filed with the Securities and Exchange Commission on November 19, 2003).
14	*	Code of Ethics adopted March 30, 2004 (incorporated by reference to the Form 10-KSB/A filed with the Securities and Exchange Commission on April 2, 2004).
31	17	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	18	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.
	*	Incorporated by reference to prior filings with the Securities and Exchange Commission.

EXHIBIT 31

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, Nora Coccaro, chief executive officer and chief financial officer of ASP Ventures Corp., (“Registrant”) certify that:

1. I have reviewed this Quarterly Report on Form 10-QSB/A (“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: December 12, 2005

/s/ Nora Coccaro

Nora Coccaro, Chief Executive Officer and Chief Financial Officer

EXHIBIT 32

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/A of ASP Ventures Corp. ("Registrant") for the quarterly period ended September 30, 2004 as filed with the Securities and Exchange Commission on the date hereof ("Report"), I, Nora Cocco, 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.

/s/ Nora Cocco

Nora Cocco

Chief Executive Officer and Chief Financial Officer

December 12, 2005

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.