

**UNITED STATES  
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 September 30, 2003**

☐ **TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE EXCHANGE ACT**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

**000-32865**

(Commission file number)

**WordLogic Corporation**

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

**Nevada**

(State or other jurisdiction  
of incorporation or organization)

**88-0422023**

(IRS Employer  
Identification No.)

**650 West Georgia Street, Suite 2400**

**Vancouver, British Columbia, Canada V6B 4N7**

(Address of principal executive offices)

**(604) 257-3600**

(Issuer's telephone number)

\_\_\_\_\_  
(Former name, former address and former fiscal year, if changed since last report)

☒ 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.

**APPLICABLE ONLY TO CORPORATE ISSUERS**

The number of shares outstanding of each of the issuer's classes of common equity as of September 30, 2003 - 21,923,664 shares of common stock

**Transitional Small Business Disclosure Format (check one): Yes ☒ No ☐**

WORDLOGIC CORPORATION  
(Formerly, TheAmericanWest.com Inc.)

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WORDLOGIC CORPORATION  
(Formerly, TheAmericanWest.com Inc.)

**Condensed Consolidated Balance Sheet**  
(Unaudited)  
**September 30, 2003**

**Assets**

Current assets:	
Cash	\$ 16,062
Receivables	<u>6,615</u>
Total current assets	22,677
Receivables due from related parties (Note 2)	11,523
Property and equipment, net	17,903
Equipment under capital lease, net	<u>7,588</u>
	<u>\$ 59,691</u>

**Liabilities and Stockholders' Deficit**

Current liabilities:	
Current maturities on capital lease obligation	\$ 8,208
Accounts payable and accrued liabilities	369,482
Indebtedness to related party (Note 2)	36,628
Notes payable to related party (Note 2)	242,118
Accrued interest payable to related parties (Note 2)	78,461
Accrued interest payable, other (Note 3)	<u>7,949</u>
Total current liabilities	742,846
Long-term debt:	
Notes payable (Note 3)	<u>390,984</u>
Total liabilities	<u>1,133,830</u>
Stockholders' deficit (Note 4):	
Preferred stock	-
Common stock	21,924
Additional paid-in capital	1,299,770
Retained deficit	(2,210,902)
Cumulative translation adjustment	<u>(184,931)</u>
Total shareholders' deficit	<u>(1,074,139)</u>
	<u>\$ 59,691</u>

See accompanying notes to condensed consolidated financial statements.

WORDLOGIC CORPORATION  
(Formerly, TheAmericanWest.com Inc.)

**Condensed Consolidated Statements of Operations**  
(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2003	2002	2003	2002
Revenue	\$ 2,735	\$ 9,309	\$ 8,812	\$ 29,022
Cost of goods sold	<u>-</u>	<u>8,116</u>	<u>4,281</u>	<u>20,174</u>
Gross profit	2,735	1,193	4,531	8,848
Operating expenses:				
Selling, general and administrative	36,047	12,485	83,424	37,304
Research and development	<u>16,168</u>	<u>-</u>	<u>19,245</u>	<u>-</u>
Total operating expenses	<u>52,215</u>	<u>12,485</u>	<u>102,669</u>	<u>37,304</u>
Loss from operations	(49,480)	(11,292)	(98,138)	(28,456)
Interest expense:				
Related parties (Note 2)	(4,266)	-	(6,463)	-
Other	<u>(1,558)</u>	<u>(7,562)</u>	<u>(9,201)</u>	<u>(21,832)</u>
Loss before income taxes	(55,304)	(18,854)	(113,802)	(50,288)
Income tax provision (Note 5)	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Net loss	<u>\$ (55,304)</u>	<u>\$ (18,854)</u>	<u>\$ (113,802)</u>	<u>\$ (50,288)</u>
Basic and diluted loss per share	<u>\$ (0.00)</u>	<u>\$ (0.00)</u>	<u>\$ (0.01)</u>	<u>\$ (0.01)</u>
Basic and diluted weighted average common shares outstanding	<u>21,923,664</u>	<u>9,984,501</u>	<u>20,222,015</u>	<u>9,984,501</u>

See accompanying notes to condensed consolidated financial statements.

WORDLOGIC CORPORATION  
(Formerly, TheAmericanWest.com Inc.)

**Condensed Consolidated Statements of Cash Flows**  
(Unaudited)

	Nine Months Ended September 30,	
	2003	2002
Net cash used in operating activities	\$ (189,883)	\$ (31,014)
Cash flows from financing activities:		
Proceeds from related party advances (Note 2)	336,355	31,014
Repayment of related party advances (Note 2)	(460,349)	-
Payments on capital lease obligation	(2,615)	-
Proceeds from the issuance of promissory note (Note 3)	390,984	-
Net cash provided by financing activities	264,375	31,014
Effect of exchange rate changes on cash	(48,187)	-
Net change in cash	14,782	-
Cash, beginning of period	\$ 1,280	\$ 186
Cash, end of period	\$ 16,062	\$ 186
Supplemental disclosure of cash flow information:		
Income taxes	\$ -	\$ -
Interest	\$ 63	\$ -

See accompanying notes to condensed consolidated financial statements.

**Notes to Condensed Consolidated Financial Statements**  
(Unaudited)

**Note 1 - Basis of Presentation**

The financial statements presented herein have been prepared by the Company in accordance with the accounting policies in its Form 10-KSB dated December 31, 2002, and should be read in conjunction with the notes thereto.

In the opinion of management, all adjustments (consisting only of normal recurring adjustments) which are necessary to provide a fair presentation of operating results for the interim period presented have been made. The results of operations for the periods presented are not necessarily indicative of the results to be expected for the year.

Financial data presented herein are unaudited.

On March 11, 2003, TheAmericanWest.com, Inc. ("TAW") entered into an Agreement and Plan of Merger (the "Agreement") with WordLogic Corporation, a Delaware corporation ("WLDE"). The primary business of WLDE is the development and commercialization of data entry software for handheld computing devices. The parties closed the Agreement on May 27, 2003 (see Note 6).

**Note 2 - Related Party Transactions**

During the three months ended March 31, 2003, certain shareholders advanced the Company \$325,000 of which the Company repaid \$141,481. The shareholders subsequently forgave \$223,900 owed by the Company as part of the merger and the balance was reclassified to "additional paid-in capital".

During the nine months ended September 30, 2003, the Company received \$11,355 in working capital advances from its officers, and repaid a total of \$216,690, which decreased the balance owed to one officer (its president) to \$36,628 at September 30, 2003. The balance is included in the accompanying condensed, consolidated financial statements as "Indebtedness to Related Party".

During the nine months ended September 30, 2003, the Company received \$30,587 in proceeds from shareholder notes, and repaid a total of \$102,178, which decreased the balance of shareholder promissory notes to \$242,118 at September 30, 2003. The balance is included in the accompanying condensed, consolidated financial statements as "Notes Payable to Related Parties". The promissory notes carry a ten percent interest rate. Accrued interest on the notes totaled \$78,461 at September 30, 2003. The promissory notes are due on demand.

The Company rents office space from an affiliate on a month-to-month basis. Monthly lease payments vary based on the amount of office space utilized by the Company. Office rent incurred by the Company totaled \$22,770 and \$0- for the nine months ended September 30, 2003 and 2002, respectively.

**Note 3 - Long-Term Debt**

The Company has issued convertible promissory notes to an individual in exchange for proceeds totaling \$390,984 during the nine months ended September 30, 2003. The notes carry an eight percent interest rate and mature on March 31, 2006. Principal and accrued interest are payable in any combination of cash and common stock of the Company. Accrued interest payable on the notes totaled \$7,949 at September 30, 2003.

WORDLOGIC CORPORATION  
(Formerly, TheAmericanWest.com Inc.)

**Notes to Condensed Consolidated Financial Statements**  
(Unaudited)

**Note 4 - Shareholders' Equity**

Following is a schedule of changes in shareholders' deficit for the nine months ended September 30, 2003:

	Common stock		Additional	Retained	Cumulative	
	Shares	Amount	Paid-In	Deficit	Translation	Total
			Capital		Adjustment	
Balance, January 1, 2003.....	18,801,818	\$ 18,802	\$ 1,289,947	\$ (1,912,899)	\$ 3,806	\$ (600,344)
Options exercised.....	210,774	211	11,596	-	-	11,807
Stock issued in exchange for						
services (\$.28/share).....	4,066	4	1,134	-	-	1,138
Merger with TAW (Note 6).....	2,907,006	2,907	(2,907)	(184,201)	-	(184,201)
Comprehensive loss:						
Net loss.....	-	-	-	(113,802)	-	(113,802)
Cumulative translation adj.....	-	-	-	-	(188,737)	(188,737)
Comprehensive loss.....	-	-	-	-	-	(302,539)
Balance, September 30, 2003	21,923,664	\$ 21,924	\$ 1,299,770	\$ (2,210,902)	\$ (184,931)	\$ (1,074,139)

**Note 5 - Income Taxes**

The Company records its income taxes in accordance with SFAS No. 109, "Accounting for Income Taxes". The Company incurred net operating losses for all periods presented resulting in a deferred tax asset, which was fully allowed for; therefore, the net benefit and expense resulted in \$-0- income taxes.

**Note 6 - Merger and Change in Control**

On May 27, 2003, the Company issued 19,016,658 shares of its common stock in exchange for all 19,016,658 outstanding common shares of WLDE, and the two companies merged. This merger has been treated as a recapitalization of WLDE, with the Company the legal surviving entity. Since the Company had, prior to the recapitalization, minimal assets and no operations, the recapitalization has been accounted for as the sale of 2,907,006 shares of WLDE's common stock for the Company's net assets.

In connection with the closing of the Agreement, the Company changed its name to "WordLogic Corporation (formerly TheAmericanWest.com, Inc.)" and changed its OTCBB symbol under which its common stock trades on the Over-The-Counter Bulletin Board to "WLGC". The Company's current directors resigned their positions and executive officers of WLDE were appointed to fill the vacancies created by the resignations, which resulted in a change in control.

At closing (1) certain shareholders of the Company agreed to cancel an aggregate of 57,000,000 shares of common stock, representing approximately 95.14 percent of the Company's 59,907,006 common shares currently outstanding, leaving a total of 2,907,006 common shares outstanding, and (2) the Company issued 19,016,658 newly issued, restricted common shares to the shareholders of WLDE. Following the closing, the Company remained the surviving corporation with 21,923,664 common shares outstanding, of which the former shareholders of WLDE own approximately 86.74 percent.

The required unaudited pro forma financial information disclosures related to the merger have been filed as part of the Company's June 30, 2003 Form 10-QSB.

## **Item 2. Management's Discussion and Analysis of Financial Condition and Plan of Operations**

This statement may include projections of future results and "forward looking statements" as that term is defined in Section 27A of the Securities Act of 1933 as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934 as amended (the "Exchange Act"). All statements that are included in this Quarterly Report, other than statements of historical fact, are forward looking statements. Although management believes that the expectations reflected in these forward looking statements are reasonable, it can give no assurance that such expectations will prove to have been correct.

### **Management Discussion**

WordLogic Corporation (formerly The American West.com, Inc.) began operations in the Spring of 1999. The company was an Internet based company whose primary business was to facilitate business-to-business and business-to-consumer sales and person-to-person (auction) trading of clothing, furnishings, accessories, art, memorabilia, travel/entertainment packages, and all other goods and services with an American Old West theme.

Pursuant to an Agreement and Plan of Merger dated as of March 11, 2003; the Company entered into such Agreement and Plan of Merger to merge with and acquire the assets of WordLogic Corporation, a Delaware corporation.

In anticipation of Closing of the Agreement, the Company changed its name to "WordLogic Corporation" and changed the OTCBB symbol under which the Company's common stock trades on the Over-The-Counter Bulletin Board. Our common stock now trades on the Over-the-Counter Bulletin Board under the OTCBB symbol "WLGC".

The closing of the Agreement occurred on May 27, 2003.

WordLogic Corporation, based out of Vancouver, British Columbia is a developer of predictive text-entry software.

### **Financial Summary**

#### **Results of Operations for the Three-Months Ended September 30, 2003**

The Company reports a net loss of \$55,304 for the 3-months ended September 30, 2003 or a \$0.00 loss per share versus a net loss of \$18,854 for the 3-months ended September 30, 2002 or a \$0.00 loss per share.

The net loss for the 3-months ended September 30, 2003 of \$55,304 is comprised of loss from operations of \$49,480 and interest expenses of \$5,824. The comparative net loss for the 3-months ended September 30, 2002 of \$18,854 is comprised of loss from operations of \$11,292 and interest expenses of \$7,562.

Revenues during this period were \$2,735 vs \$9,309 for the comparative prior period.

The differences in the comparative figures reflect the change in business as a result of the merger noted above.

#### **Results of Operations for the Nine-Months Ended June 30, 2003**

The Company reports a net loss of \$113,802 for the 9-months ended September 30, 2003 or a \$0.01 loss per share versus a net loss of \$50,288 for the 9-months ended September 30, 2002 or a \$0.01 loss per share.

The net loss for the 9-months ended September 30, 2003 of \$113,802 is comprised of loss from operations of \$98,138 and interest expenses of \$15,664. The comparative net loss for the 9-months ended September 30, 2002 of \$50,288 is comprised of loss from operations of \$28,456 and interest expenses of \$21,832.

Revenues during this period were \$8,812 vs \$29,022 for the comparative prior period.

The differences in the comparative figures reflect the change in business as a result of the merger noted above.

### Liquidity and Capital Resources

During the nine month period ended September 30, 2003 the Company's cash position increased by \$14,782. Net cash used in operating activities totaled \$189,883 and \$264,375 was provided through financing activities. \$48,187 was used through currency fluctuations as a result in the strengthening of the Canadian dollar, the domestic currency of the Company's costs of operations

During the nine month period ending September 30, 2002 the Company's cash position remained static. Financing activities provided \$31,014 against net cash used in operating activities of \$31,014.

The Company has incurred losses since inception and as at September 30, 2003 has a working capital deficiency of \$720,169 and a capital deficit of \$1,074,139. The Company requires additional funds to implement its business plan, finalize the development of its products and expand its marketing program. Management is actively seeking additional financing and while it has successfully done this in the past, there is no assurance that it will continue to be able to do so in the future. These matters raise doubt about the Company's ability to continue as a going concern. Its financial statements do not include adjustments that would be required should the Company be unable to continue as a going concern.

### **Management Plan of Operations**

The WordLogic Predictive Keyboard is simple to learn and a very efficient method of text entry for computing and communications devices, especially mobile devices that are limited in screen dimensions. The system is intended to be compact and compressible allowing it to operate effectively in small handheld devices such as Personal Digital Assistants (PDA's), cell phones, smart phones, tablet computers as well as other touch screen devices.

WordLogic presently markets its software in seven languages to consumers online using a commerce engine powered by Handango, Inc.

The Issuer's growth plan is to continue to license its technology to OEM's and other software developers in return for a royalty based on the number of units sold. In addition, the Company will continue to market its product to end users via its commerce engine and/or direct marketing programs. There are numerous vertical market opportunities for the Company in terms of industry-specific applications, the learning disabled market, customized dictionaries and the use of the WordLogic technology by other software developers

The Company is presently developing version 4.1 of its software for beta release in Q4 of 2003.

The Company will seek a large financial partner to implement an aggressive marketing and development campaign for distribution and product recognition.

### **Patents & Trademarks**

Patent applications have been filed for "Method, system and media for entering data in a personal computing device" in the United States, Canada and Europe.

On June 4, 2003 European Patent No. 1171813 entitled "Data Entry for Personal Computing Devices" was granted to the Company by the European Patent Office. This Patent is presently being nationalized in the majority of large European countries.

Additional patents are pending in the United States and Canada.

Trademark applications have been filed in the United States for the mark "WordLogic" and is pending. A similar trademark application has been approved and now registered under TMA576,700 in Canada.

### **Item 3. Controls and Procedures**

WordLogic Corporation management, including the Principal Executive Officer and Principal Financial Officer, have conducted an evaluation of the effectiveness of disclosure controls and procedures pursuant to Exchange Act Rule 13a-14(c) and 15d-14(c). This evaluation was conducted within 90 days prior to the filing of this report. Based on that evaluation, the Principal Executive Officer and Principal Financial Officer concluded that the disclosure controls and procedures are effective in ensuring that all material information required to be filed in this annual report has been made known to them in a timely fashion. There have been no significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date the Principal Executive Officer and Principal Financial Officer completed their evaluation.

## **Part II. OTHER INFORMATION**

### **Item 1. Legal Proceedings**

In December 2002, the Company filed a Copyright infringement claim against Hewlett-Packard Company (“HP”) in the United States District Court for the Northern District of California, San Jose Division.

In March 2002, HP was granted a license to distribute a trial version of the WordLogic Predictive Keyboard. HP inappropriately distributed the fully enabled version to hundreds of thousands of customers. The lawsuit alleged Copyright infringement, but also included claims against HP under California State law for conversion and violation of California's Unfair Business Practices Act.

HP initially challenged WordLogic's right to bring the claims based upon State law under the doctrine of federal preemption, a rule of law that prevents claims based upon State law that conflict with the U.S. Copyright Act. However, shortly thereafter, HP also argued that even the Copyright Act should not apply to thousands of sales that were made to consumers in foreign countries. WordLogic responded by amending its complaint to reassert its State law claims, because it was evident that HP was advancing inconsistent positions by contending on the one hand that the State law claims were preempted, while at the same time, HP was arguing that the federal Copyright Act (which was the basis for the preemption claim) would not apply. HP renewed a motion against a claim in the amended complaint that was based upon the California Unfair Business Practices Act. However, on August 11, 2003, Judge Jeremy Fogel of the Northern District of California announced that he is denying HP's motion to dismiss that claim. Accordingly, the case will proceed into the discovery phase under WordLogic's claims for Copyright Infringement, Conversion, Misappropriation, Unfair Business Practices, and Unjust Enrichment.

### **Item 2. Change in Securities and Use of Proceeds**

None

### **Item 3. Defaults Upon Senior Securities**

None

### **Item 4. Submission of Matters to a Vote of Security Holders**

Not applicable

### **Item 5. Other Information**

None

**Item 6. Exhibits and Reports on Form 8-K**

Exhibits

WordLogic Corporation includes herewith the following exhibits:

- |      |                                                                                                                                                         |
|------|---------------------------------------------------------------------------------------------------------------------------------------------------------|
| 99.1 | Certification of President pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.                    |
| 99.2 | Certification of Principal Accounting Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |

Reports on Form 8-K

WordLogic Corporation filed, on August 4, 2003, with the Securities and Exchange Commission a Report on Form 8-K, as amended, pursuant to Change in Control of Registrant and Acquisition or Disposition of Assets.

**SIGNATURES**

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**WordLogic Corporation**

Date: November 13, 2003

By: /s/ Frank R. Evanshen, President  
Frank R. Evanshen, President  
Principal Executive Officer

Date: November 13, 2003

By: /s/ T. Allen Rose, CFO  
T. Allen Rose, Chief Financial Officer  
Principal Accounting Officer

CERTIFICATION

I, Frank R. Evanshen, certify that:

1. I have reviewed this quarterly report on Form 10-QSB of WordLogic Corporation;
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and have:
  - a) designed such disclosure controls and procedures 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 quarterly report is being prepared;
  - b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and
  - c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officer and I have disclosed, based on our 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 in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; 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; and
6. The registrant's other certifying officer and I have indicated in this quarterly report whether there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: November 13, 2003

/s/ Frank R. Evanshen

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Frank R. Evanshen  
Principal Executive Officer

CERTIFICATION

I, T. Allen Rose, certify that:

1. I have reviewed this quarterly report on Form 10-QSB of WordLogic Corporation;
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and have:
  - a) designed such disclosure controls and procedures 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 quarterly report is being prepared;
  - b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and
  - c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officer and I have disclosed, based on our 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 in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; 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; and
6. The registrant's other certifying officer and I have indicated in this quarterly report whether there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: November 13, 2003

/s/ T. Allen Rose

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T. Allen Rose  
Principal Accounting Officer