

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K/A

AMENDED REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) MARCH 10, 2000

AETHLON MEDICAL, INC.
(Exact name of registrant as specified in its charter)

| | | |
|---|-----------------------------|--------------------------------------|
| Nevada | 33-44567-NY | 13-3632859 |
| ----- | ----- | ----- |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification No,) |
| 7825 Fay Avenue, Suite 200, La Jolla, California | | 92037 |
| ----- | ----- | ----- |
| (Address of principal executive offices) | | (Zip Code) |
| Registrant's telephone number, including are code | | (858) 456-5777 |
| | | ----- |

Not applicable

(Former name or former address, if changed since last report)

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS

(a) Financial Statements of Businesses Acquired

Audited financial statements of Syngen Research, Inc. years ended
December 31, 1999 and 1998.

(b) Pro Forma Financial Information

Pro Forma Balance Sheet (unaudited) as of December 31, 1999

Pro Forma Statements of Operations for the nine months ended December
31, 1999 and the year ended March 31, 1999

SIGNATURES

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

Aethlon Medical, Inc.
(Formerly Bishop Equities, Inc.)

/s/ Franklyn S. Barry, Jr.

Franklyn S. Barry, Jr., President

Date: July 17, 2000

The following unaudited pro forma financial statements give effect to
the acquisition by Bishop Equities, Inc. ("Bishop") of all the outstanding
common stock of Syngen Research, Inc. ("Syngen") in a transaction accounted for
as a purchase. The unaudited pro forma balance sheet is based on the individual
balance sheets of Bishop and Syngen as of December 31, 1999 to reflect the
acquisition as of that date. The unaudited pro forma statements of operations

are based on the individual statements of operations of Bishop for the nine months ended December 31, 1999 and the year ended March 31, 1999 and the statements of income of Syngen for the same two periods. The unaudited pro forma statements of operations combine the results of operations of Bishop and Syngen (acquired on January 6, 2000) as if the acquisition had occurred at the beginning of the respective periods.

Audited Financial Statements of
Syngen Research, Inc.
years ended December 13, 1999 and 1998

INDEPENDENT AUDITOR'S REPORT

To the Owner of
Syngen Research
San Diego, California

We have audited the accompanying balance sheet of Syngen Research as of December 31, 1998, and the related statements of income and proprietor's deficit, and cash flows for the year then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Syngen Research as of December 31, 1998, and the results of its operations and its cash flows for the year then ended in conformity with generally accepted accounting principles.

/s/ Delsen & Company LLP

Delsen & Company LLP
San Diego, CA

March 20, 2000

SYNGEN RESEARCH
BALANCE SHEET
DECEMBER 31, 1998

ASSETS

<TABLE>

| <S> | <C> |
|--|-----------|
| Current assets: | |
| Cash | \$ 11,002 |
| Accounts receivable, net of allowance for doubtful accounts | 4,971 |
| | ----- |
| Total current assets | 15,973 |
| | ----- |
| Property and equipment: | |
| Equipment | 9,968 |
| less accumulated depreciation | (2,761) |
| | ----- |
| Net property and equipment | 7,207 |
| | ----- |

| | |
|--------------|-----------|
| Total assets | \$ 23,180 |
| | ===== |

LIABILITIES & PROPRIETOR'S DEFICIT

| | |
|--|-----------|
| Current liabilities: | |
| Accounts payable | \$ 4,627 |
| Credit cards payable | 14,182 |
| Sales tax payable | 1,303 |
| | ----- |
| Total current liabilities | 20,112 |
| Long term debt (Note 3) | 25,000 |
| | ----- |
| Total liabilities | 45,112 |
| Proprietor's deficit | (21,932) |
| | ----- |
| Total liabilities and proprietor's deficit | \$ 23,180 |
| | ===== |

</TABLE>

(See accountant's report and accompanying notes)

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SYNGEN RESEARCH
STATEMENT OF INCOME & PROPRIETOR'S DEFICIT
FOR THE YEAR ENDED DECEMBER 31, 1998

<TABLE>

| | |
|---|-------------|
| <S> | <C> |
| Income: | |
| Consulting fees | \$ 61,360 |
| Grants | 57,191 |
| Sales | 18,449 |
| Interest earned | 64 |
| | ----- |
| Total income | 137,064 |
| | ----- |
| Expenses: | |
| Advertising | 2,462 |
| Auto | 161 |
| Cash discounts | 835 |
| Computer | 1,463 |
| Consulting | 3,259 |
| Depreciation | 2,429 |
| Dues and subscriptions | 1,274 |
| Equipment rental | 258 |
| Interest expense | 2,253 |
| Lab testing fees | 450 |
| Lab chemicals and supplies | 29,708 |
| Licenses and permits | 69 |
| Office supplies | 4,439 |
| Payroll taxes | 1,346 |
| Professional fees | 4,395 |
| Rent | 750 |
| Repairs and maintenance | 4,653 |
| Salaries | 13,750 |
| Shipping and postage | 970 |
| Telephone | 1,108 |
| Travel and entertainment | 2,276 |
| | ----- |
| Total expenses | 78,308 |
| | ----- |
| Net income | 58,756 |
| Proprietor's deficit at beginning of year | (19,358) |
| Capital contributions | 12,608 |
| Capital withdrawals | (73,938) |
| | ----- |
| Proprietor's deficit at end of year | \$ (21,932) |

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</TABLE>

(See accountant's report and accompanying notes)

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SYNGEN RESEARCH
STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED DECEMBER 31, 1998

<TABLE>

| <S> | <C> |
|---|-----------|
| Cash flows from operating activities: | |
| Net income | \$ 58,756 |
| Non-cash transactions included in net income: | |
| Depreciation | 2,429 |
| Change in: | |
| Accounts receivable | (4,971) |
| Accounts payable | 4,627 |
| Credit cards payable | 13,469 |
| Sales tax payable | 1,303 |
| | ----- |
| Net cash provided by (used in) operating activities | 75,613 |
| Cash flows from investing activities: | |
| Change in fixed assets | (4,198) |
| | ----- |
| Net cash provided by (used in) investing activities | (4,198) |
| Cash flows from financing activities: | |
| Proprietor's contribution | 12,608 |
| Proprietor's distribution | (73,939) |
| | ----- |
| Net cash provided by (used in) financing activities | (61,331) |
| Cash at beginning of year | 918 |
| | ----- |
| Cash at end of year | \$ 11,002 |
| | ===== |

</TABLE>

(See accountant's report and accompanying notes)

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SYNGEN RESEARCH
NOTES TO FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 1998

Note 1. NATURE OF OPERATIONS

The Company is a sole-proprietorship, which performs consulting and research activities in the biomedical field.

Note 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Depreciation

Depreciation of equipment is computed using accelerated methods with estimated useful lives of 5 years.

Income Taxes

The company is not subject to income taxes since it is a sole proprietorship and the income is taxable directly to the owner.

Note 3. NOTE PAYABLE

The Company owes \$25,000 to a relative of the owner. The note is payable upon demand. The Company has been making interest payments of \$125 monthly, totaling \$1,500 for the current reporting period.

Note 4. RENT

The rent was paid by an affiliated company.

Note 5. SALE OF THE COMPANY

As of October 11, 1999 the Company had signed a letter of intent to be acquired by Bishop Equities, Inc. dba Aethlon Medical, Inc., a publicly held company. Under the agreement, Aethlon Medical acquired all the shares of Syngen Research after incorporation in exchange for 65,000 shares of Aethlon Medical common stock. Aethlon Medical also employs the former owner pursuant to an employment agreement. As a condition of acquisition, the rights to a certain technology developed by the former owner in a contract with another publicly held company was transferred to Aethlon Medical. On January 9, 2000 a merger agreement was signed and Syngen Research, Inc. became a wholly owned subsidiary of Aethlon Medical.

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INDEPENDENT AUDITOR'S REPORT

To the Shareholder of
Syngen Research, Inc.
San Diego, California

We have audited the accompanying balance sheet of Syngen Research, Inc. as of December 31, 1999, and the related statements of income and retained earnings, and cash flows for the year then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Syngen Research, Inc. as of December 31, 1999, and the results of its operations and its cash flows for the year then ended in conformity with generally accepted accounting principles.

/s/ Delsen & Company LLP

Delsen & Company LLP
San Diego, CA

March 20, 2000

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SYNGEN RESEARCH, INC.
BALANCE SHEET
DECEMBER 31, 1999

<TABLE>

ASSETS

| <S> | <C> |
|--|-----------|
| Current assets: | |
| Cash | \$ 8,442 |
| Accounts receivable, net of allowance for doubtful accounts | 62,666 |
| | ----- |
| Total current assets | 71,108 |
| | ----- |
| Property and equipment: | |
| Equipment | 12,010 |
| less accumulated depreciation | (6,461) |
| | ----- |
| Net property and equipment | 5,549 |
| | ----- |
| Total assets | \$ 76,657 |
| | ===== |

LIABILITIES & SHAREHOLDER'S EQUITY

| | |
|--|-----------|
| Current liabilities: | |
| Accounts payable | \$ 2,299 |
| Credit cards payable | 21,112 |
| Sales tax payable | 1,029 |
| Income taxes payable | 2,530 |
| | ----- |
| Total current liabilities | 26,970 |
| Long term debt (Note 3) | 25,000 |
| | ----- |
| Total liabilities | 51,970 |
| Shareholder's equity | |
| Common stock, no par value | |
| 1,000 shares authorized, 100 shares | |
| issued and outstanding | 100 |
| Retained earnings | 24,587 |
| | ----- |
| Total shareholder's equity | 24,687 |
| | ----- |
| Total liabilities and shareholder's equity | \$ 76,657 |
| | ===== |

</TABLE>

(See accountant's report and accompanying notes)

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SYNGEN RESEARCH, INC.
STATEMENT OF INCOME & RETAINED EARNINGS
FOR THE YEAR ENDED DECEMBER 31, 1999

<TABLE>

| <S> | <C> |
|----------------------------|------------|
| Income: | |
| Consulting fees | \$ 142,097 |
| Grants | 139,035 |
| Sales | 15,007 |
| Reimbursed expenses | 2,143 |
| Interest earned | 4 |
| | ----- |
| Total income | 298,286 |
| | ----- |
| Expenses: | |
| Auto | 78 |
| Computer | 789 |
| Consulting | 2,100 |
| Depreciation | 3,700 |
| Dues and subscriptions | 2,103 |
| Insurance | 1,237 |
| Interest expense | 3,155 |
| Lab chemicals and supplies | 23,756 |
| Legal and accounting | 6,607 |

| | |
|----------------------------|---------|
| Licenses and permits | 22 |
| Office supplies | 1,728 |
| Owner's compensation | 58,908 |
| Meetings | 1,550 |
| Payroll taxes | 5,845 |
| Professional fees | 59,811 |
| Rent | 2,000 |
| Repairs and maintenance | 5,419 |
| Salaries | 60,855 |
| Shipping and postage | 1,739 |
| Telephone | 1,790 |
| Travel and entertainment | 6,045 |
| | ----- |
| Total expenses | 249,237 |
| | ----- |
| Income before income taxes | 49,049 |
| Income taxes: | |
| Current income taxes | 2,530 |
| | ----- |
| Total income taxes | 2,530 |

</TABLE>

(See accountant's report and accompanying notes)

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SYNGEN RESEARCH, INC.
STATEMENT OF INCOME & RETAINED EARNINGS
FOR THE YEAR ENDED DECEMBER 31, 1999

<TABLE>

| | |
|--------------------------|-----------|
| <S> | <C> |
| Net income | 46,519 |
| | ----- |
| Beginning deficit | (21,932) |
| | ----- |
| Ending retained earnings | \$ 24,587 |
| | ===== |

</TABLE>

(See accountant's report and accompanying notes)

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SYNGEN RESEARCH, INC.
STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED DECEMBER 31, 1999

<TABLE>

| | |
|---|-----------|
| <S> | <C> |
| Cash flows from operating activities: | |
| Net income | \$ 46,519 |
| Non-cash transactions included in net income: | |
| Depreciation | 3,700 |
| Change in: | |
| Accounts receivable | (57,695) |
| Accounts payable | (2,328) |
| Credit cards payable | 6,930 |
| Sales tax payable | (274) |
| Income taxes payable | 2,530 |
| | ----- |
| Net cash provided by (used in) operating activities | (618) |

Cash flows from investing activities:

| | |
|---|----------|
| Change in fixed assets | (2,042) |
| | ----- |
| Net cash provided by (used in) investing activities | (2,042) |
| Cash flows from financing activities: | |
| Issuance of common stock | 100 |
| | ----- |
| Net cash provided by (used in) financing activities | 100 |
| Cash at beginning of year | 11,002 |
| Cash at end of year | \$ 8,442 |
| | ===== |

</TABLE>

(See accountant's report and accompanying notes)

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SYNGEN RESEARCH, INC.
NOTES TO FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 1999

Note 1. NATURE OF OPERATIONS

The Company performs consulting and research activities in the biomedical field.

Note 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Entity

The Company operated as a sole proprietorship until October 14, 1999. On that date the sole proprietor transferred the company's assets and liabilities to Syngen Research, Inc., a corporation, in exchange for all of the corporation's stock.

Depreciation

Depreciation of equipment is computed using accelerated methods with estimated useful lives of 5 years.

Income Taxes

Income for the period through October 13, 1999 is taxable directly to the sole proprietor.

Income taxes for the period October 14, 1999 through December 31, 1999 have been accrued and are based on the year's income taxable for federal and state income tax reporting purposes.

Note 3. NOTE PAYABLE

The Company owes \$25,000 to a relative of the owner. The note is payable upon demand. The Company has been making interest payments of \$125 monthly, totaling \$1,500 for the current reporting period.

Note 4. RENT

The rent was paid by an affiliated company. The company also paid rent for lab space at another location.

Note 5. SALE OF THE COMPANY

As of October 11, 1999 the Company had signed a letter of intent to be acquired by Bishop Equities, Inc. dba Aethlon Medical, Inc., a publicly held company. Under the agreement, Aethlon Medical acquired all the shares of Syngen Research after incorporation in exchange for 65,000 shares of Aethlon Medical common stock. Aethlon Medical also employs the former owner pursuant to an employment agreement. As a condition of acquisition, the rights to a certain technology developed by the former owner in a contract with another publicly held company was transferred to Aethlon Medical. On January 9, 2000 a merger agreement was signed and Syngen Research, Inc. became a wholly owned subsidiary of Aethlon Medical.

BISHOP EQUITIES, INC. (DBA AETHLON MEDICAL, INC.)
 Proforma Balance Sheet (Unaudited)
 December 31, 1999

<TABLE>
 <CAPTION>

| | Aethlon Medical | Syngen Research | Proforma Adjustments | Combined |
|--|--------------------|--------------------|-------------------------|-------------|
| <S> | <C> | <C> | <C> | <C> |
| ASSETS | | | | |
| Current Assets: | | | | |
| Cash | \$ 25,461 | \$ 8,442 | \$ -- | \$ 33,903 |
| Accounts receivable | -- | 62,666 | -- | 62,666 |
| Prepaid insurance | 32,349 | -- | -- | 32,349 |
| Employee advances | 15,800 | -- | -- | 15,800 |
| | ----- | ----- | ----- | ----- |
| Total current assets | 73,610 | 71,108 | -- | 144,718 |
| Property and Equipment, Net | 34,211 | 5,549 | -- | 39,760 |
| Other Assets: | | | | |
| Goodwill | -- | -- (a) | 507,783 | 507,783 |
| Patents, net | 39,284 | -- | -- | 39,284 |
| Deferred debt expense | 46,874 | -- | -- | 46,874 |
| Other | 1,330 | -- | -- | 1,330 |
| | ----- | ----- | ----- | ----- |
| Total other assets | 87,488 | -- | 507,783 | 595,271 |
| | ----- | ----- | ----- | ----- |
| Total assets | \$ 195,309 | \$ 76,657 | \$ 507,783 | \$ 779,749 |
| | ===== | ===== | ===== | ===== |
| LIABILITIES | | | | |
| Current Liabilities: | | | | |
| Accounts payable: | | | | |
| Trade | \$ 418,061 | \$ 24,440 (a) | \$ 15,000 | \$ 457,501 |
| Related parties | 230,742 | 25,000 | -- | 255,742 |
| Notes payable | 574,500 | -- | -- | 574,500 |
| Accrued liabilities | 181,423 | 2,530 (a) | (2,530) | 181,423 |
| Deferred compensation | 325,835 | -- | -- | 325,835 |
| | ----- | ----- | ----- | ----- |
| Total current liabilities | 1,730,561 | 51,970 | 12,470 | 1,782,531 |
| STOCKHOLDERS' DEFICIT | | | | |
| Common stock | 2,595 | 100 (a) | 65 | 2,660 |
| Additional paid in capital | 2,670,943 | -- (a) | 519,935 | 3,190,878 |
| Deficit accumulated during development stage | (4,208,790) | 24,587 (a) | (24,587) | (4,208,790) |
| | ----- | ----- | ----- | ----- |
| Total stockholders' deficit | (1,535,252) | 24,687 | 495,313 | (1,015,252) |
| | ----- | ----- | ----- | ----- |
| Total liabilities and stockholders' deficit | \$ 195,309 | \$ 76,657 | \$ 507,783 | \$ 779,749 |
| | ===== | ===== | ===== | ===== |

</TABLE>

(a) To reflect the acquisition of the common stock of Syngen Research, Inc. in exchange for 65,000 shares of common stock of Aethlon Medical, Inc. valued at \$4.80 per share.

BISHOP EQUITIES, INC. (DBA AETHLON MEDICAL, INC.)
 Pro Forma Statement of Operations (Unaudited)
 Nine Months Ended December 31, 1999

<TABLE>
 <CAPTION>

| | Aethlon Medical | Syngen Research | Pro Forma Adjustments | Combined |
|--------------------|--------------------|--------------------|--------------------------|------------|
| <S> | <C> | <C> | <C> | <C> |
| REVENUE | | | | |
| Consulting fees | \$ -- | \$ 112,094 | \$ -- | \$ 112,094 |
| Grant income | -- | 72,281 | -- | 72,281 |
| Subcontract income | -- | -- | -- | -- |

| | | | | |
|--|--------------|------------|-------------|--------------|
| Sale of research and development | -- | 12,547 | -- | 12,547 |
| Other income | -- | 2,143 | -- | 2,143 |
| Interest income | -- | 3 | -- | 3 |
| | ----- | | ----- | |
| Total revenue | -- | 199,068 | -- | 199,068 |
| EXPENSES | | | | |
| Personnel costs | 314,940 | 92,660 (a) | 18,842 | 426,442 |
| Repairs and maintenance | -- | 3,186 | -- | 3,186 |
| Rent and office expense | 53,733 | 6,049 | -- | 59,782 |
| Professional fees | 153,179 | 33,838 | -- | 187,017 |
| Miscellaneous | 3,815 | -- | -- | 3,815 |
| Depreciation | 7,319 | 3,700 | -- | 11,019 |
| Travel and meetings | 19,009 | 7,189 | -- | 26,198 |
| Insurance | 19,409 | 1,237 | -- | 20,646 |
| Laboratory supplies | -- | 16,099 | -- | 16,099 |
| Interest | 16,862 | 2,530 | -- | 19,392 |
| Amortization-patents | 6,129 | -- | -- | 6,129 |
| Amortization of goodwill | -- | -- (b) | 38,084 | 38,084 |
| Consulting | 55,257 | 2,100 | -- | 57,357 |
| Debt expense | 111,876 | -- | -- | 111,876 |
| Dues and subscriptions | -- | 1,748 | -- | 1,748 |
| | ----- | | ----- | |
| Total expenses | 761,528 | 170,336 | 56,926 | 988,790 |
| | ----- | | ----- | |
| LOSS BEFORE INCOME TAXES | (761,528) | 28,732 | (56,926) | (789,722) |
| PROVISION FOR INCOME TAXES | 228 | 2,530 (c) | (2,530) | 228 |
| | ----- | | ----- | |
| NET LOSS | \$ (761,756) | \$ 26,202 | \$ (54,396) | \$ (789,950) |
| | ===== | | ===== | |
| PER SHARE: | | | | |
| Net loss | \$ (0.29) | | | \$ (0.30) |
| Weighted average number of common shares outstanding | 2,595,000 | | | 2,660,000 |

</TABLE>

- (a) Adjust officer's compensation to reflect terms of post-acquisition employment.
(b) Amortization of goodwill over a period of 10 years.
(c) Eliminate income taxes of Syngen due to offset by Aethlon loss.

BISHOP EQUITIES, INC. (DBA AETHLON MEDICAL, INC.)
Pro Forma Statement of Operations (Unaudited)
Fiscal Year Ended March 31, 1999

<TABLE>

<CAPTION>

| | Aethlon Medical | Syngen Research | Pro Forma Adjustments | Combined |
|----------------------------------|--------------------|--------------------|--------------------------|-----------|
| <S> | <C> | <C> | <C> | <C> |
| REVENUE | | | | |
| Consulting fees | \$ -- | \$ 68,013 | \$ -- | \$ 68,013 |
| Grant income | -- | 123,945 | -- | 123,945 |
| Sale of research and development | -- | 20,909 | -- | 20,909 |
| Interest income | -- | 65 | -- | 65 |
| | ----- | | ----- | |
| Total revenue | -- | 212,932 | -- | 212,932 |
| EXPENSES | | | | |
| Personnel costs | 221,779 | 48,044 (a) | 62,250 | 332,073 |
| Repairs and maintenance | 1,674 | 6,807 | -- | 8,481 |
| Rent and office expense | 38,144 | 11,122 | -- | 49,266 |
| Professional fees | 45,887 | 36,906 | -- | 82,793 |
| Miscellaneous | 3,131 | 2,174 | -- | 5,305 |
| Depreciation | 16,287 | 2,429 | -- | 18,716 |
| Travel and meetings | 5,325 | 2,856 | -- | 8,181 |
| Insurance | (2,347) | -- | -- | (2,347) |
| Laboratory supplies | 180 | 35,869 | -- | 36,049 |
| Interest | 13,823 | 2,189 | -- | 16,012 |
| Amortization-patents | 8,171 | -- | -- | 8,171 |
| Amortization of goodwill | -- | -- (b) | 50,778 | 50,778 |
| Consulting | -- | 3,259 | -- | 3,259 |

| | | | | |
|---|--------------|-----------|--------------|--------------|
| Debt expense | -- | -- | -- | -- |
| Dues and subscriptions | -- | 1,349 | -- | 1,349 |
| | ----- | | ----- | |
| Total expenses | 352,054 | 153,004 | 113,028 | 618,086 |
| | ----- | | ----- | |
| LOSS BEFORE INCOME TAXES | (352,054) | 59,928 | (113,028) | (405,154) |
| PROVISION FOR INCOME TAXES | 625 | -- | -- | 625 |
| | ----- | | ----- | |
| NET LOSS | \$ (352,679) | \$ 59,928 | \$ (113,028) | \$ (405,779) |
| | ===== | | ===== | |
| PER SHARE: | | | | |
| Net loss | \$ (0.23) | | \$ (0.26) | |
| Weighted average number of common shares outstanding | 1,506,833 | | 1,571,833 | |

</TABLE>

- (a) Adjust officer's compensation to reflect terms of post-acquisition employment.
- (b) Amortization of goodwill over a period of 10 years.