METWOOD INC
Form 10QSB
November 14, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 10-QSB

[X] QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2005

[ ] TRANSITION REPORT UNDER SECTION 12 OR 15(d) OF THE EXCHANGE ACT

For the transition period from ________ to ________

Commission File Number 000-05391

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

NEVADA	**83-0210365**
(State or other jurisdiction of incorporation)	(IRS Employer Identification No.)

819 Naff Road, Boones Mill, VA 24065
(Address of principal executive offices)

(540) 334-4294
(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 X No

Number of shares of common stock outstanding as of November 14, 2005: 11,885,499

Transitional Small Business Disclosure Format (Check one) Yes [ ] No [X]

METWOOD, INC. AND SUBSIDIARY

TABLE OF CONTENTS - FORM 10-QSB

Table of Contents

ITEM 1. FINANCIAL STATEMENTS

METWOOD,INC. AND SUBSIDIARY
Consolidated Condensed Balance Sheet
September 30, 2005
(unaudited)

ASSETS		
CURRENT ASSETS		
Cash and Cash Equivalents	$	289,887
Accounts Receivable, net of allowance of $10,262		529,357
Inventory		638,433
Recoverable Income Taxes		812
Other Current Assets		121,669
TOTAL CURRENT ASSETS		1,580,158
PROPERTY AND EQUIPMENT		
Furniture, fixtures and equipment		44,172
Computer hardware, software and peripherals		131,387
Machinery and shop equipment		265,306
Vehicles		315,527
		756,392
Accumulated Depreciation		(393,796)
Net Property and Equipment		362,596
OTHER ASSETS		
Goodwill		253,088
Net Other Assets		253,088
TOTAL ASSETS	$	2,195,842
LIABILITIES AND STOCKHOLDERS' EQUITY		
LIABILITIES		
Current Liabilities:		
Accounts Payable	$	142,646
Accrued Expenses		26,312
Customer Deposits		5,000
Income Taxes Payable		36,397
TOTAL CURRENT LIABILITIES		210,355
Deferred Income Taxes, net		98,474
TOTAL LONG-TERM LIABILITIES		308,829
STOCKHOLDERS' EQUITY		
Common Stock ($.001par value, 100,000,000 shares authorized:		
11,885,499 shares issued and outstanding)		11,885

Common Stock Subscribed but not Issued ($.001 par, 2950 shares)		
Additional Paid-in-Capital		1,304,818
Retained Earnings		570,307
TOTAL STOCKHOLDERS' EQUITY		1,887,013
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$	2,195,842

The accompanying notes are an integral part of the consolidated financial statements

3

Table of Contents

METWOOD, INC. AND SUBSIDIARY
Consolidated Income Statements
For the three months ended September 30, 2005 and 2004
(unaudited)

	Three Months Ended September 30, 2005	2004
REVENUES		
Construction Sales	$ 1,201,594	$ 922,426
Engineering sales	54,204	192,395
Gross Sales	1,255,798	1,114,821
Cost of construction sales	687,345	495,804
Cost of engineering sales	37,656	110,218
Gross cost of sales	725,001	606,022
Gross Profit	530,797	508,799
ADMINISTRATIVE EXPENSES:		
Advertising	69,073	46,729
Construction/bidding data	3,510	4,841
Depreciation	12,671	15,535
Dues and publications	3,400	6,387
Insurance	15,986	13,211
Licenses and permits	6,054	-
Office expenses	12,360	6,174
Payroll expenses	164,366	122,411
Professional fees	20,970	24,624
Rent	18,600	-
Repairs and maintenance	1,763	-
Telephone	6,089	6,611
Travel	5,738	3,426
Vehicle	3,083	9,466
Other	9,884	24,737
Total administrative expenses	353,547	284,152
OPERATING INCOME	177,250	224,647
OTHER INCOME (EXPENSE)	(1,309)	(4,200)
INCOME BEFORE INCOME TAXES	175,941	220,447
INCOME TAXES	(54,446)	(82,000)
NET INCOME	$ 121,495	$ 138,447
Basic and diluted earnings per share	$ 0.01	$ 0.01
Weighted Average Common		

Shares Outstanding	11,882,166	11,872,249

** Less than .01

The accompanying notes are an integral part of the consolidated financial statements

Table of Contents

METWOOD, INC. AND SUBSIDIARY
Consolidated Statements of Cash Flows
For the three months ended September 30, 2005 and 2004
(unaudited)

	2005	2004
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net Income	$ 121,495	$ 138,447
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	27,145	29,937
Provision for deferred income taxes	9,513	7,000
(Increase) decrease in operating assets:		
Accounts receivable	(45,323)	(72,325)
Inventory	91,028	(20,565)
Recoverable income taxes	29,854	-
Other current assets	(53,446)	37,845
Increase (decrease) in operating liabilities:		
Accounts payable, accrued expenses and customer deposits	(95,333)	(161,797)
Current income taxes payable	15,079	75,000
NET CASH PROVIDED BY OPERATING ACTIVITIES	100,012	33,542
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchases of property and equipment	(44,732)	(14,735)
NET CASH (USED IN) INVESTING ACTIVITIES	(44,732)	(14,735)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Repayment of long term debt	-	(892)
Common stock issued for cash	-	7,875
NET CASH PROVIDED BY FINANCING ACTIVITIES	-	6,983
NET INCREASE IN CASH AND CASH EQUIVALENTS	55,280	25,790
CASH AND CASH EQUIVALENTS:		
Beginning of period	234,607	37,736
End of period	289,887	63,526

The accompanying notes are an integral part of the consolidated financial statements

Table of Contents

METWOOD, INC. AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
SEPTEMBER 30, 2005
(UNAUDITED)

NOTE 1 — SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Business Activity — Metwood, Inc. (“Metwood”) was organized under the laws of the Commonwealth of Virginia on April 7, 1993. On June 30, 2000, Metwood entered into an Agreement and Plan of Reorganization in which the majority of its outstanding common stock was acquired by a publicly held Nevada shell corporation. The acquisition was a tax-free exchange for federal and state income tax purposes and was accounted for as a reverse merger in accordance with Accounting Principles Board (“APB”) Opinion No. 16. Upon acquisition, the name of the shell corporation was changed to Metwood, Inc., and Metwood, Inc., the Virginia corporation, became a wholly owned subsidiary of Metwood, Inc., the Nevada corporation. The publicly traded shell corporation had not had a material operating history for several years prior to the merger.

Effective January 1, 2002, Metwood acquired certain assets of Providence Engineering, PC (“Providence”), a professional engineering firm with customers in the same proximity as Metwood. The total purchase price of $350,000 was paid with $60,000 in cash and with 290,000 shares of the Company’s common stock to the two Providence shareholders. These shares were valued at the closing active quoted market price of the stock at the effective date of the purchase, which was $1.00 per share. One of the shareholders of Providence was also an officer and existing shareholder of Metwood prior to the acquisition. On January 15, 2004, Metwood purchased from that shareholder and retired 137,500 of the originally issued 290,000 shares for $25,000. The initial purchase transaction was accounted for under the purchase method of accounting. The purchase price was allocated as follows:

Accounts receivable	$	75,000
Fixed assets		45,000
Goodwill		230,000
Total	$	350,000

The consolidated company (“the Company”) provides construction-related products and engineering services to residential customers and contractors, commercial contractors, developers and retail enterprises, primarily in southwestern Virginia.

Basis of Presentation — The financial statements include the accounts of Metwood, Inc. (a Nevada corporation) and its wholly owned subsidiary, Metwood Inc. (a Virginia corporation) prepared in accordance with accounting principles generally accepted in the United States of America and pursuant to the rules and regulations of the Securities and Exchange Commission. All significant intercompany balances and transactions have been eliminated.

Table of Contents

In the opinion of management, the unaudited condensed consolidated financial statements contain all the adjustments necessary in order to make the financial statements not misleading. The results for the period ended September 30, 2005 are not necessarily indicative of the results to be expected for the entire fiscal year ending June 30, 2006.

Fair Value of Financial Instruments — For certain of the Company’s financial instruments, none of which are held for trading, including cash, recoverable income taxes, accounts receivable, accounts payable and accrued expenses, the carrying amounts approximate fair value due to their short maturities.

Management’s Use of Estimates — The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosures of contingent assets and liabilities at the date of consolidated financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Accounts Receivable — The Company grants credit in the form of unsecured accounts receivable to its customers based on an evaluation of their financial condition. The Company performs ongoing credit evaluations of its customers. The estimate of the allowance for doubtful accounts, which is charged off to bad debt expense, is based on management’s assessment of current economic conditions and historical collection experience with each customer. At September 30, 2005, the allowance for doubtful accounts was $10,262. Specific customer receivables are considered past due when they are outstanding beyond their contractual terms and are charged off to the allowance for doubtful accounts when determined uncollectible. For the three months ended September 30, 2005 and 2004, the bad debt expense was $-0-.

Inventory — Inventory, consisting of metal and wood raw materials, is located on the Company’s premises and is stated at the lower of cost or market using the first-in, first-out method.

Property and equipment — Property and equipment are recorded at cost and include expenditures for improvements when they substantially increase the productive lives of existing assets. Maintenance and repair costs are expensed to operations as incurred. Depreciation is computed using the straight-line method over the assets’ estimated useful lives, which range from three to forty years.

When a fixed asset is disposed of, its cost and related accumulated depreciation are removed from the accounts. The difference between undepreciated cost and the proceeds from disposition is recorded as a gain or loss.

Patents — The Company has been assigned several key product patents developed by certain Company officers. No value has been recorded in the Company’s financial statements because the fair value of the patents was not determinable within reasonable limits at the date of assignment.

7

Table of Contents

Goodwill — In June 2001 the Financial Accounting Standards Board (‘FASB”) issued Statement of Financial Accounting Standards (“SFAS”) No. 142, “Goodwill and Other Intangible Assets.” This statement requires that goodwill and intangible assets deemed to have an indefinite life not be amortized. Instead, such assets are to be tested for impairment annually or immediately if conditions indicate that such an impairment could exist. The Company adopted the provisions of SFAS 142 beginning July 1, 2002 and completed the transitional impairment test of goodwill as of July 1, 2002 and again as of September 30, 2005 and 2004 using discounted cash flow estimates and found no goodwill impairment.

Revenue Recognition — Revenue is recognized when goods are shipped and earned or when services are performed, provided collection of the resulting receivable is probable. If any material contingencies are present, revenue recognition is delayed until all material contingencies are eliminated. Further, no revenue is recognized unless collection of the applicable consideration is probable.

Income Taxes — Income taxes are accounted for in accordance with SFAS No. 109, “Accounting for Income Taxes.” A deferred tax asset or liability is recorded for all temporary differences between financial and tax reporting and for net operating loss carryforwards, where applicable. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or the entire deferred tax asset will not be realized. Deferred tax assets and liabilities are adjusted for the effect of changes in tax laws and rates on the date of enactment.

Earnings Per Common Share —Basic earnings per share amounts are based on the weighted average shares of common stock outstanding. If applicable, diluted earnings per share would assume the conversion, exercise or issuance of all potential common stock instruments such as options, warrants and convertible securities, unless the effect is to reduce a loss or increase earnings per share. This presentation has been adopted for the quarters presented. There were no adjustments required to net income for the years presented in the computation of diluted earnings per share.

Reclassifications — Certain items in the financial statements for the three months ended September 30, 2004 have been reclassified to conform to the September 30, 2005 consolidated financial statement presentation.

Recent Accounting Pronouncements — In January 2003, the FASB issued FIN No. 46, "Consolidation of Variable Interest Entities". FIN No. 46 requires the consolidation of entities that cannot finance their activities without the support of other parties and that lack certain characteristics of a controlling interest, such as the ability to make decisions about the entity's activities via voting rights or similar rights. The entity that consolidates the variable interest entity is the primary beneficiary of the entity's activities. FIN No. 46 applies immediately to variable interest entities created after January 31, 2003, and must be applied in the first period beginning after June 15, 2003 for entities in which an enterprise holds a variable interest entity that it acquired before February 1, 2003. The Company adopted this Interpretation in the first quarter of fiscal 2005.

8

Table of Contents

In January 2003, the EITF released Issue No. 00-21, ("EITF 00-21"), "Revenue Arrangements with Multiple Deliveries", which addressed certain aspects of the accounting by a vendor for arrangement under which it will perform multiple revenue-generating activities. Specifically, EITF 00-21 addresses whether an arrangement contains more than one unit of accounting and the measurement and allocation to the separate units of accounting in the arrangement. EITF 00-21 is effective for revenue arrangements entered into in fiscal periods beginning after June 15, 2003. The adoption of this standard will not have an impact on the Company's consolidated financial statements.

In May 2003, the FASB issued SFAS No. 149, "Amendment of Statement 133 on Derivative Instruments and Hedging Activities." SFAS No. 149 amends and clarifies accounting for derivative instruments, including certain derivative instruments embedded in other contracts, and for hedging activities under SFAS No. 133. SFAS No. 149 is effective for contracts entered into or modified after June 30, 2003 and for hedging relationships designated after June 30, 2003. The Company does not believe that there will be any impact on its consolidated financial statements.

In May 2003, the FASB issued SFAS No. 150, "Accounting for Certain Financial Instruments with Characteristics of both Liabilities and Equity." SFAS No. 150 establishes standards for how companies classify and measure certain financial instruments with characteristics of both liabilities and equity. It requires companies to classify a financial instrument that is within its scope as a liability (or an asset in some circumstances). SFAS No. 150 is effective for financial instruments entered into or modified after May 31, 2003. The standard will not impact the Company's consolidated financial statements.

In December 2004, the FASB issued SFAS No. 123(R), "Accounting for Stock-Based Compensation". SFAS 123(R) establishes standards for the accounting for transactions in which an entity exchanges its equity instruments for goods or services. This Statement focuses primarily on accounting for transactions in which an entity obtains employee services in share-based payment transactions. SFAS 123(R) requires that the fair value of such equity instruments be recognized as expense in the historical financial statements as services are performed. Prior to SFAS 123(R), only certain pro-forma disclosures of fair value were required. SFAS 123(R) shall be effective for the Company as of the beginning of the first interim or annual reporting period that begins after December 15, 2005. The adoption of this new accounting pronouncement is expected to have a material impact on the financial statements of the Company commencing with the third quarter of the year ending September 30, 2006. Small business issuers need not comply with the new standard until fiscal periods beginning after December 15, 2005. We already disclose expense of employee stock options for annual and quarterly periods on fair value calculation according to SFAS No.123.

In November 2004, the FASB issued SFAS No. 151, “Inventory Costs” (SFAS 151). This Statement amends the guidance in ARB No. 43, Chapter 4, “Inventory Pricing,” to clarify the accounting for abnormal amounts of idle facility expense, freight, handling costs, and wasted material (spoilage). SFAS 151 requires that those items be recognized as current-period charges. In addition, this Statement requires that allocation of fixed production overheads to the costs of conversion be based on the normal capacity of the production facilities. The provisions of SFAS 151 are effective for inventory costs incurred in fiscal years beginning after June 15, 2005.

NOTE 2 — EARNINGS PER SHARE

Net income and earnings per share for the three months ended September 30, 2005 and 2004 are as follows:

	For the Three Months Ended September 30, 2005	For the Three Months Ended September 30, 2004
Net income	$ 121,495	$ 138,447
Income per share - basic and fully diluted	0.01	0.01
Weighted average number of shares	11,882,166	11,872,249

**Less than $.01

Table of Contents

NOTE 3 — SUPPLEMENTAL CASH FLOW INFORMATION

Supplemental disclosures of cash flow information for the three months ended September 30, 2005 and 2004 are summarized as follows:

	For the Three Months Ended September 30, 2005	2004
Cash paid for income taxes	$ --	$ --
Cash paid for interest	$ --	$ 6,469

NOTE 4 — RELATED-PARTY TRANSACTIONS

For the three months ended September 30, 2005 and 2004, we had sales of $-0- and $50,288, respectively, to our shareholder and CEO, Robert Callahan. As of September 30, 2005, the related party receivable was $-0-.

NOTE 5 — BANK CREDIT LINE

We have available a $600,000 revolving line of credit with a local bank. We paid off this loan in full during the year ended June 30, 2005 from some of the proceeds from the sale of our land and building. Interest was payable monthly on the outstanding balance at the prime lending rate, which was 6.25% as of September 30, 2005. The note was secured by accounts receivable, equipment, general intangibles, inventory, and furniture and fixtures. The note was personally guaranteed by the Company’s CEO. The balance outstanding as of September 30, 2005 was $-0-.

NOTE 6 — SEGMENT INFORMATION

The Company operates in two principal business segments: (1) construction-related products and (2) engineering services. Performance of each segment is evaluated based on profit or loss from operations before income taxes. These reportable segments are strategic business units that offer different products and services. Summarized revenue and expense information by segment for the three months ended September 30, 2005 and 2004, as excerpted from internal management reports, is as follows:

	For the Three Months Ended September 30, 2005	2004
Construction:		
Sales	$ 1,201,594	$ 922,426
Cost of sales	(687,345)	(495,804)
Corporate and other expenses	(398,307)	(358,102)

Segment income	$ 115,942	$ 68,520
Engineering:		
Sales	$ 54,204	$ 192,395
Cost of sales	(37,656)	(110,218)
Corporate and other expenses	(10,995)	(12,250)
Segment income	$ 5,553	$ 69,927

NOTE 7 — OPERATING LEASE COMMITMENTS

On January 3, 2005, we entered into a ten year commercial lease with a monthly rental of $6,200. We lease various buildings on the same site which house our manufacturing plants, executive offices, among other buildings from a third party under a commercial operating lease which expires on December 31, 2014. Accordingly, for the three months ended September 30, 2005 and 2004, we recognized rental expense for these spaces in the amount of $18,600 and $-0- respectively.

Table of Contents

ITEM 2 — MANAGEMENT'S DISCUSSION AND ANALYSIS

With the exception of historical facts stated herein, the matters discussed in this report are "forward-looking" statements that involve risks and uncertainties that could cause actual results to differ materially from projected results. Such "forward-looking" statements include, but are not necessarily limited to, statements regarding anticipated levels of future revenues and earnings from operations of the Company. Readers of this report are cautioned not to put undue reliance on "forward-looking" statements, which are by their nature, uncertain as reliable indicators of future performance.

Description of Business

Background

As discussed in detail in Note 1, the Company was incorporated under the laws of the Commonwealth of Virginia on April 7, 1993 and, on June 30, 2000, entered into a reverse merger in which it became the wholly owned subsidiary of a public Nevada shell corporation, renamed Metwood, Inc. Effective January 1, 2002, Metwood acquired certain assets of Providence Engineering, PC in a transaction accounted for under the purchase method of accounting.

Principal Products/Services and Markets

Metwood

Residential builders are aware of the superiority of steel framing vs. wood framing, insofar as steel framing is lighter; stronger; termite, pest, rot and fire resistant; and dimensionally more stable in withstanding induced loads. Although use of steel framing in residential construction has generally increased each year since 1980, many residential builders have been hesitant to utilize steel due to the need to retrain framers and subcontractors who are accustomed to a "stick-built" construction method where components are laid out and assembled with nails and screws. The Company's founders, Robert Callahan and Ronald Shiflett, saw the need to combine the strength and durability of steel with the convenience and familiarity of wood and wood fasteners.

Metwood's primary products and services are:

- Girders and headers
- Floor joists
- Floor joist reinforcers
- Roof and floor trusses
- Garage, deck and porch concrete pour-over systems
- Garage and post-and-beam buildings
- Engineering, design and custom building services

Metwood manufactures light-gage steel construction materials, usually combined with wood or wood fasteners, for use in residential and commercial applications in place of more conventional wood products, which are inferior in terms of strength and durability. The steel and steel/wood products allow structures to be built with increased load strength and structural integrity and fewer support beams or support configurations, thereby allowing for structural designs that are not possible with wood-only products.

Status of Publicly Announced New Products or Services

The Company has acquired four new patents through assignment from Robert Callahan and Ronald Shiflett, the patent holders. All four patents reflect various modifications to the Company's Joist Reinforcing Bracket which will make it even easier for tradesmen to insert utility conduits through wood joists.

Table of Contents

Seasonality of Market

The Company's sales are subject to seasonal impacts, as its products are used in residential and commercial construction projects which tend to be at peak levels in Virginia and North Carolina between the months of March and October. Accordingly, the Company's sales are greater in its fourth and first fiscal quarters. The Company builds an inventory of its products throughout the winter and spring to support its sales season.

Competition

Nationally, there are over one hundred manufacturers of the types of products produced by the Company. However, the majority of these manufacturers are using wood-only products or products without metal reinforcement. Metwood has identified only one other manufacturer in the United States that manufactures a wood-metal floor truss similar to that of the Company. However, Metwood has often found that its products are the only ones that will work within many customers' design specs.

Sources and Availability of Raw Materials and the Names of Principal Suppliers

All of the raw materials used by the Company are readily available on the market from numerous suppliers. The light-gage metal used by the Company is supplied primarily by Dietrich Industries, Marino-Ware, and Consolidated Systems, Inc. The Company's main sources of lumber are Lowe's, 84 Lumber Company and Smith Mountain Building Supply. Gerdau Amersteel, Descosteel and Adelphia Metals provide the majority of the Company's rebar. Because of the number of suppliers available to the Company, its decisions in purchasing materials are dictated primarily by price and secondarily by availability. The Company does not anticipate a lack of supply to affect its production; however, a shortage might cause the Company to pass on higher materials prices to its buyers.

Dependence on One or a Few Major Customers

Presently the Company does not have any one customer whose loss would have a substantial impact on the Company's operations.

Patents

The Company's eight U.S. Patents are:

U.S. Patent No. 5,519,977, "Joist Reinforcing Bracket," a bracket that reinforces wooden joists with a hole for the passage of a utility conduit. The Company refers to this as its Floor Joist Patch Kit.

U.S. Patent No. 5,625,997, "Composite Beam," a composite beam that includes an elongated metal shell and a pierceable insert for receiving nails, screws or other penetrating fasteners.

U.S. Patent No. 5,832,691, "Composite Beam," a composite beam that includes an elongated metal shell and a pierceable insert for receiving nails, screws or other penetrating fasteners. This is a continuation-in-part of U.S. Patent No. 5,625,997.

Table of Contents

U.S. Patent No. 5,921,053, "Internally Reinforced Girder with Pierceable Nonmetal Components," a girder that includes a pair of c-shaped members secured together so as to form a hollow box, which permits the girder to be secured within a building structure with conventional fasteners such as nails, screws and staples.

U.S. Patent Nos. D472,791S; D472,792S; D472,793S; and D477,210S, all modifications of Metwood's Joist Reinforcing Bracket, which will be used for repairs of wood I-joists.

Each of these patents was originally issued to the inventors and Company founders, Robert Callahan and Ronald Shiflett, who licensed these patents to the Company.

Need for Government Approval of Principal Products

The Company's products must either be sold with an engineer's seal or applicable building code approval. Once that approval is obtained, the products can be used in all fifty states. The Company's Floor Joist Reinforcer received Bureau Officials Code Association ("BOCA") approval in April 2001. Currently, the Company's chief engineer has obtained professional licensure in several states which permit products not building code approved to be sold and used with his seal. The Company expects his licensure in a growing number of states to greatly assist in the uniform acceptability of its products as it expands to new markets.

Time Spent During the Last Two Fiscal Years on Research and Development Activities

Approximately fifteen percent of the Company's time and resources have been spent during the last two fiscal years researching and developing its metal/wood products, new product lines, and new patents.

Costs and Effects of Compliance with Environmental Laws

The Company does not incur any costs to comply with environmental laws. It is an environmentally friendly business in that its products are fabricated from recycled steel.

Number of Total Employees and Number of Full-Time Employees

The Company had thirty-six employees at September 30, 2005, thirty-five of whom were full time.

Results of Operations

Net Income

We had net income of $121,495 and $138,447 for the three months ended September 30, 2005 and 2004, respectively. This represents a decrease in net income of $16,952 for the three months ended September 30, 2005 compared to prior period amounts. The decrease in net income for the quarter ended September 30, 2005 over 2004 resulted from an increase in administrative expenses in the amount of $69,395 offset by an increase in gross profit in the amount of $21,998.

Revenues

Gross sales were $1,255,798 for the three months ended September 30, 2005 compared to $1,114,821 for the same period in 2004, an increase of $140,977, or 13%. This increase resulted from a combination of greater sales volume, an average increase in selling prices and materials costs decrease.

The Company's significant growth in fiscal 2005 sales over fiscal 2004 resulted from several factors, all of which will continue to have a positive impact on sales into the future. Awareness of the Company's products has increased as a result of aggressive marketing campaigns, and its patented, innovative products are becoming known throughout the country. The Company's customer base continues to grow as a result. Additionally, new products using the technology of the Company's four newly issued patents began production at the beginning of the current fiscal year and contributed to the growth in revenues for the three months ending September 30, 2005.

Table of Contents

Expenses

Total administrative expenses were $353,547 for the quarter ended September 30, 2005, versus $284,152 for the quarter ended September 30, 2004, an increase of $69,395 (24%). Areas of particular increase for the three months ended September 30, 2005 over 2004 were rental expense due to the aforementioned lease back of our property (100%) and payroll expense due to increased sales volume (34%). We hired additional employees to handle our increase in sales volume in 2005. We also advertised more which generated the increase in sales above. Advertising expense increased by 50% during the quarter ending September 30, 2005 compared to the prior quarter in 2004.

Liquidity and Capital Resources

On September 30, 2005, we had cash of $289,887 and working capital of $1,369,803. Net cash provided by operating activities was $100,012 for the three months ended September 30, 2005 compared to net cash provided by operating activities of $33,542 for the three months ended September 30, 2004. The increased provision of cash in the current quarterly period resulted primarily from a decrease in inventory that generated current cash.

Net cash (used in) investing activities was $44,732 for the three months ended September 30, 2005 compared to net cash used of $14,735 during the same period in the prior year. Cash flows used in investing activities for the current period were for shop equipment, office equipment, computers, software and vehicles.

Cash provided by financing activities totaled $-0- for the three months ended September 30, 2005 as compared to $6,983 provided by financing activities for the three months ended September 30, 2004. During the period ended September 30, 2004, we issued 15,750 shares of stock for cash of $7,875 and we repaid all of our long term debt.

ITEM 3 — CONTROLS AND PROCEDURES

The Company’s management has reviewed the systems of internal controls and disclosures within the specified time frame of ninety days. Management believes that the systems in place allow for proper controls and disclosures of financial reporting information. There have been no changes in these controls since our last evaluation date.

PART II — OTHER INFORMATION

ITEM 1 — LEGAL PROCEEDINGS

None

ITEM 2 — CHANGES IN SECURITIES

None

ITEM 3 — DEFAULTS UPON SENIOR SECURITIES

None

ITEM 4 — SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

None

ITEM 5 — OTHER INFORMATION

None

ITEM 6 — EXHIBITS AND REPORTS ON FORM 8-K

(a) Exhibits are incorporated by reference.

Table of Contents

SIGNATURES

In accordance with 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, thereunto duly authorized.

Date: November 14, 2005	*/s/ Robert M. Callahan* Robert M. Callahan Chief Executive Officer
Date: November 14, 2005	*/s/ Shawn Callahan* Shawn Callahan Chief Financial Officer

Table of Contents

INDEX TO EXHIBITS

NUMBER	DESCRIPTION OF EXHIBIT
3(i)*	Articles of Incorporation
3(ii)*	By-Laws
31.1	Certification of Chief Executive Officer Pursuant to Securities Exchange Act Rules 13a-14 and 15d-14 as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Chief Financial Officer Pursuant to Securities Exchange Act Rules 13a-14 and 15d-14 as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32	Certifications Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. 1350)