

US BIODEFENSE INC  
Form 10QSB  
April 14, 2006  
UNITED STATES

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-QSB**

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended: February 28, 2006

Or

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

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

Commission File Number: 000-31431

**US BIODEFENSE, INC.**

(Exact name of registrant as specified in its charter)

Utah

33-0052057

(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)

13674 E. Valley Blvd.

91746

City of Industry, CA

(Zip Code)

(Address of principal executive offices)

(626) 961-0562

(Registrant's telephone number, including area code)

N/A

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

**APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PRECEDING FIVE YEARS:**

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Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court.

Yes  No

**APPLICABLE ONLY TO CORPORATE ISSUERS:**

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: 30,304,086

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US Biodefense, Inc.

Table of Contents

	Page
<u>PART I - FINANCIAL INFORMATION</u>	
<u>Item 1. Financial Statements</u>	3
<u>Balance Sheet</u>	4
<u>Statements of Operations</u>	5
<u>Statements of Cash Flows</u>	6
<u>Notes</u>	7
<u>Item 2. Management's Discussion and Plan of Operation</u>	11
<u>PART II - OTHER INFORMATION</u>	
<u>Item 6. Exhibits</u>	12
<u>SIGNATURES</u>	13

**Item 1. Unaudited Financial Statements**

The accompanying unaudited consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial reporting and pursuant to the rules and regulations of the Securities and Exchange Commission ( Commission ). While these statements reflect all normal recurring adjustments which are, in the opinion of management, necessary for fair presentation of the results of the interim period, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. For further information, refer to the financial statements and footnotes thereto, which are included in the Company's Annual Report on Form 10-KSB previously filed with the Commission on February 24, 2006, and subsequent amendments made thereto.

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

**US Biodefense, Inc.****Balance Sheet****February 28, 2006 and 2005****(Unaudited)**

	(Unaudited) February 28, 2006	November 30, 2005
<b>ASSETS</b>		
Current assets		
Cash and cash equivalents	\$9,129	\$ 17,223
Marketable securities	150,000	150,000
Prepaid expenses		20,000
Total current assets	159,129	187,223
Licenses	30,000	20,000
Deposits	1,000	1,000
Total assets	190,129	208,223
<b>LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)</b>		
Current liabilities		
Bank overdraft	3,507	3,947
Accounts payable	79,167	79,167
Notes payable - Related party	6,313	1,812
Accrued income taxes	9,596	9,596
Deferred revenues	81,667	101,667
Total current liabilities	180,250	196,189
Deferred taxes	19,150	19,150
Total liabilities	199,400	215,339
Stockholders' equity:		
Common stock, 100,000,000 shares authorized, \$.0001 par value, 30,304,047 shares issued and outstanding	30,304	30,304
Additional paid in capital	3,773,086	3,773,086
Other comprehensive deficit	30,850	30,850
Accumulated deficit	(3,843,511 )	(3,841,356 )
Total stockholders' equity (deficit)	(9,271 )	(7,116 )
Total liabilities and stockholders' equity (deficit)	\$ 190,129	\$ 208,223

See accompanying note to financial statements



**US Biodefense, Inc.**

**Statements of Operations**

**For the three months ended February 28, 2006 and 2005**

**(Unaudited)**

	<b>2006</b>	<b>2005</b>
Revenues	\$20,000	\$62,500
Research and development expenses	12,866	
General and administrative expenses	6,288	38,557
General & administrative expenses - Related party	3,000	
Total expenses	22,154	38,557
Net income (loss)	\$(2,154)	) \$23,943
Weighted average number of shares outstanding	30,304,047	10,101,349
Basic and diluted net loss per common share	\$(0.00)	) \$(0.00)

See accompanying note to financial statements





**US Biodefense, Inc.**

**Statement of Cash Flows**

**For the three months ended February 28, 2006 and 2005**

**(Unaudited)**

	<b>2005</b>		<b>2004</b>
Cash flows from operating activities			
Net income (loss)	\$(2,154	)	\$23,943
Adjustments to reconcile net loss to net cash used in operating activities:			
Stock issued for payroll Related party			
Stock issued for prepaid payroll Related party			
Stock issued for prepaid services			
Changes in operating assets and liabilities:			
Prepaid expenses	20,000		(400 )
Bank overdraft	(440	)	
Accounts payable			4,724
Deferred revenues	(20,000	)	(12,500 )
Notes payable Related party	4,500		
Net cash used by operating activities	1,906		15,767
Cash flows used for investing activities			
Purchase of licenses	(10,000	)	
Increase (decrease in) cash and cash equivalents	(8,094	)	15,767
Cash and cash equivalents, beginning of year	17,223		33,558
Cash and cash equivalents, end of year	\$9,129		\$49,325

See accompanying note to financial statements



**US Biodefense, Inc.**

**Notes to Financial Statements**

**Note 1 - Background and Summary of Significant Accounting Policies**

**Background**

US Biodefense, Inc. (the Company), a Utah corporation is headquartered in the City of Industry, California. The Company is a registered government contractor with the Department of Defense Logistics Agency. The Company is focused on designing and developing homeland security and biodefense products.

The Company was originally incorporated under the name Teal Eye, Inc. in the state of Utah on June 29, 1983. The Company then merged with Terzon Corp. and amended its Articles of Incorporation to change the name to Terzon Corp. On September 7, 1984, the Company amended its articles of incorporation changing its name to Candy Stripers Corporation, Inc. On January 6, 1998, the Company amended its Articles of Incorporation changing its name to Piedmont, Inc. On May 31, 2003, the Company amended its articles of Incorporation and changed its name to US Biodefense, Inc.

Following is a summary of the Company's significant accounting policies.

**Basis of Presentation**

The interim financial statements included herein, presented in accordance with accounting principles generally accepted in the United States and stated in US dollars, have been prepared by the Company, without audit, pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States have been condensed or omitted pursuant to such rules and regulations, although the Company believes that the disclosures are adequate to make the information presented not misleading.

These statements reflect all adjustments, consisting of normal recurring adjustments, which, in the opinion of management are necessary for fair presentation of the information contained therein. It is suggested that these interim financial statements be read in conjunction with the financial statements of the Company for the year ended November 30, 2005 and notes thereto included in the Company's Form 10-KSB. The Company follows the same accounting policies in the preparation of interim reports.

Results of operations for the interim periods are not indicative of annual results.

**Going Concern**

The accompanying financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America, which contemplate continuation of the Company as a going concern. The Company had an accumulated deficit of \$3,843,511 at Feb.28, 2006. In addition, the Company generate minimal revenue from its operations. These conditions raise substantial doubt as to the Company's ability to continue as a growing concern. These financial statements do not include any adjustments that might result from the outcome of this uncertainty. These financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts, or amounts and classification of recorded asset amounts, or amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

**US Biodefense, Inc.**

**Notes to Financial Statements**

Management plans to take the following steps that it believes will be sufficient to provide the Company with the ability to continue in existence.

Management intends to raise financing through the issuance of its common stock or other means and interests that it deems necessary, with a view to moving forward with the development of the homeland security and biodefense products.

**Use of Estimates**

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

**Fair Value of Financial Instruments**

For certain of the Company's financial instruments, including cash and cash equivalents, prepaid expenses, accounts payable and deferred revenues, the carrying amounts approximate fair value due to their short maturities.

**Revenue Recognition**

Revenue is recognized when services are performed or products are delivered. The cost of shipping and handling are charged directly to cost of sales at the time of shipment. Sales are recorded net of returns, discounts and allowances.

**Concentration of Credit Risk**

Financial instruments which subject the Company to concentrations of credit risk include cash and cash equivalents.

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The Company maintains its cash in well-known banks selected based upon management's assessment of the bank's financial stability. Balances may periodically exceed the \$100,000 federal depository insurance limit; however, the Company has not experienced any losses on deposits. The Company extends credit based on an evaluation of the customer's financial condition, generally without collateral. Exposure to losses on receivables is principally dependent on each customer's financial condition. The Company monitors its exposure for credit losses and maintains allowances for anticipated losses, as required.

### **Cash Equivalents**

For purposes of reporting cash flows, the Company considers all short-term investments with an original maturity of three months or less to be cash equivalent.

### **Comprehensive Income**

Statement of Financial Accounting Standards (SFAS) No. 130, Reporting Comprehensive Income, establishes standards for the reporting and display of comprehensive income and its components in the financial statements. For the three months ended February 28, 2006 and 2005, the Company has no items that represent other comprehensive income, and accordingly, has not included a schedule of comprehensive income in the financial statements.

### **Advertising Costs**

Advertising costs are expensed as incurred. There were no advertising costs for the three month periods ended February 28, 2006 or 2005.

**US Biodefense, Inc.**

**Notes to Financial Statements**

**Income Taxes**

The Company accounts for income taxes under SFAS 109, Accounting for Income Taxes. Under the asset and liability method of SFAS 109, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statements carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled.

**Loss per Share**

In accordance with SFAS No. 128, Earnings Per Share, the basic income / (loss) per common share is computed by dividing net income / (loss) available to common stockholders by the weighted average number of common shares outstanding. Diluted income per common share is computed similar to basic income per share except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potential common shares had been issued and if the additional common shares were dilutive. As of February 28 2006 and 2005, the Company does not have any equity or debt instruments outstanding that can be converted into common stock.

**Stock-Based Compensation**

The Company accounts for stock-based employee compensation arrangements in accordance with the provisions of Accounting Principles Board Opinion No. 25, Accounting for Stock Issued to Employees and complies with the disclosure provisions of SFAS 123, Accounting for Stock-Based Compensation. Under APB 25, compensation cost is recognized over the vesting period based on the excess, if any, on the date of the grant of the deemed fair value of the Company's shares over the employee's exercise price. When the exercise price of the employee share options is less than the fair value price of the underlying shares on the grant date, deferred stock compensation is recognized and amortized to expense in accordance with FASB Interpretation No. 28 over the vesting period of the individual options. Accordingly, because the exercise price of the Company's employee options equals or exceeds the market price of the underlying shares on the date of grant, no compensation expense is recognized. Options or shares awards issued to non-employees are valued using the fair value method and expensed over the period services are provided.

**Impairment of Long-Lived Assets**

In the event that facts and circumstances indicate that the carrying value of a long-lived asset, including associated intangibles, may be impaired, an evaluation of recoverability is performed by comparing the estimated future undiscounted cash flows, associated with the asset or the asset's estimated fair value to the asset's carrying amount to determine if a write-down to market value or discounted cash flow is required.

**Note 2 - Notes Payable (Including Related Parties)**

As of February 28, 2006, an officer and director of the Company loaned the Company a total of \$6,313 to pay for general and administrative expenses. The loan bears no interest and is due upon demand.

**Note 3 - Deferred Revenues (Including Related Parties)**

The Company has renewed an agreement with Financialnewsusa.com, Inc., to develop content for its Biodefense Industry News. Financialnewsusa.com, Inc. is a related party due to a common director. As of February 28, 2006, \$81,667 is reflected as revenues received in advance and will be amortized ratably over the service period.



## Item 2. Management's Discussion and Plan of Operation

### *Forward-Looking Statements*

This Quarterly Report contains forward-looking statements about US Biodefense, Inc.'s business, financial condition and prospects that reflect management's assumptions and beliefs based on information currently available. We can give no assurance that the expectations indicated by such forward-looking statements will be realized. If any of our management's assumptions should prove incorrect, or if any of the risks and uncertainties underlying such expectations should materialize, UBDE's actual results may differ materially from those indicated by the forward-looking statements.

The key factors that are not within our control and that may have a direct bearing on operating results include, but are not limited to, acceptance of our services, our ability to expand our customer base, management's ability to raise capital in the future, the retention of key employees and changes in the regulation of our industry.

There may be other risks and circumstances that management may be unable to predict. When used in this Quarterly Report, words such as, *believes, expects, intends, plans, anticipates, estimates* and similar expressions are intended to identify forward-looking statements, although there may be certain forward-looking statements not accompanied by such expressions.

### **Overview**

We were incorporated in the State of Utah on June 29, 1983, under the name Teal Eye, Inc. We merged with Terzon Corporation and changed our name to Terzon Corporation in 1984. We subsequently changed our name to Candy Strippers Candy Corporation. We were engaged in the business of manufacturing and selling candy and gift items to hospital gift shops across the country. We were traded Over-the-Counter Bulletin Board for several years. In 1986 we ceased the candy manufacturing operations and filed for Chapter 11 Bankruptcy protection. After emerging from Bankruptcy in 1993, we remained dormant until January 1998, when we changed our name to Piedmont, Inc. On May 13, 2003, we filed an amendment to our Articles of Incorporation to change our name from Piedmont, Inc. to US Biodefense, Inc. We are a registered government contractor with the Department of Defense Logistics Agency that is focused on designing and developing homeland security and biodefense products.

### **Results of Operations**

### **Revenues**

Our revenues totaled \$20,000 for the first quarter ended February 28, 2006, compared to \$62,500 for the three months ended February 28, 2005. Revenues for the current fiscal year were attributable solely to the agreement with Financialnewsusa.com, a related party, to provide consulting

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services to them, for which we were paid in advance the entire balance of the contract. We cannot guarantee that we will be able to attract future customers and continue to generate sales. In the year ago period, we did not generate any revenues.

### **Expenses**

Total expenses for the three months ended February 28, 2006 were \$22,154, consisting of research and development expenses and general and administrative expenses. For the three months ended February 29, 2005, we incurred expenses of \$38,557, all of which was considered general and administrative.

We expect to continue to use shares of our common stock to pay for future expenses to preserve capital. Additionally, we expect to continue to incur general and administrative expenses for the foreseeable future, although we cannot estimate the extent of such expenses.

### **Net Income (Loss)**

We incurred a net loss of \$2,145 in the quarter ended February 28, 2006. In comparison, we realized \$23,943 in net income for the year ago quarter ended February 28, 2005. The key factor providing this change: namely, we did not generate comparable revenues in the current period as opposed to the prior year.

### **Liquidity And Capital Resources**

We have limited cash on hand, and may be unable to continue operations for the next at least 12 months if we are unable to generate revenues or obtain capital infusions by issuing equity or debt securities in exchange for cash. If we are unable to obtain capital through issuances of equity or debt, David Chin, a shareholder and President of our company, has verbally agreed to loan us cash, which shall bear no interest and be due upon demand. As of February 28, 2006, David Chin loaned us a total of \$6,313 to pay for general and administrative expenses. The loan bears no interest and is due upon demand. As of February 28, 2006, the amount owed is \$6,313. We have no formal written agreement with Mr. Chin for any further loans, and we cannot guarantee you that we will be able to enforce our verbal agreement. Notwithstanding this, there can be no assurance that we will be able to secure additional funds in the future to stay in business. Our principal accountants have expressed substantial doubt about our ability to continue as a going concern because we have limited operations.

There are no known trends, events or uncertainties that have had or that are reasonably expected to have a material impact on our revenues from continuing operations.

Our management does not anticipate the need to hire additional full- or part- time employees over the next 12 months, as the services provided by our officers and directors appear sufficient at this time. We believe that our operations are currently on a small scale that is manageable by a few individuals. While we believe that the addition of employees is not required over the next 12 months, we intend to hire independent contractors to perform research activities and market any potential products and services we may develop.

We do not have any off-balance sheet arrangements.

We currently do not own any significant plant or equipment that we would seek to sell in the near future.

We have not paid for expenses on behalf of any of our directors. Additionally, we believe that this fact shall not materially change.

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

Within 90 days prior to the date of filing of this report, we carried out an evaluation, under the supervision and with the participation of our management, including the Chief Executive Officer and our Chief Financial Officer, of the design and operation of our disclosure controls and

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procedures. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures are ineffective for the gathering, analyzing and disclosing the information we are required to disclose in the reports we file under the Securities Exchange Act of 1934, within the time periods specified in the SEC's rules and forms. There have been no significant changes in our internal controls or in other factors that could significantly affect internal controls subsequent to the date of this evaluation.

Our management does not expect that our disclosure controls or internal controls over financial reporting will prevent all errors or all instances of fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control system's objectives will be met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within our company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Because of the inherent limitation of a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

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Section 10A of the Securities Exchange Act of 1934, as amended requires that the independent auditor utilize procedures designed to provide reasonable assurance of detecting illegal acts that would have a direct and material effect on the determination of financial statement amounts, and identify related party transactions that are material to the financial statements or otherwise require disclosure.

Section 402 of the Sarbanes Oxley Act of 2002 makes it unlawful for public companies to directly or indirectly extend or maintain credit, or arrange for the extension of credit to their executive officers or directors. The scope of the prohibition on personal loans to executive officers and directors is not clear at this time, and there is little legislative history about Section 402 and the SEC has not yet issued any interpretive guidance concerning Section 402.

We have reviewed all arrangements with their directors and executive officers to determine if any could fall within the scope of a personal loan. At various times during the year ended November 30, 2004, we advanced loans to our President. There were three loans which ranged in amount from \$30,000 to \$45,000. All three loans were repaid within 60 days of issuance. As of November 30, 2004 there were no loans outstanding. The loans were issued to cover the cost of anticipated business expense and were re-paid timely and promptly. We have now established a clear policy that prohibits directors and executive officers from using advances, and other business loans for personal purposes.

### **PART II - OTHER INFORMATION**

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

<b>Exhibit Number</b>	<b>Name and/or Identification of Exhibit</b>
3	Articles of Incorporation & By-Laws a. Articles of Incorporation of Teal Eyes, Inc. Incorporated by reference herein filed as Exhibit (a) to Form 10SB12G filed on September 1, 2000. b. Amendment to Articles of Incorporation of Teal Eyes, Inc. Incorporated by reference herein filed as Exhibit (b) to Form 10SB12G filed on September 1, 2000. c. Amendment to Articles of Incorporation of Terzon Corporation. Incorporated by reference herein filed as Exhibit (c) to Form 10SB12G filed on September 1, 2000. d. Amended and Restated Articles of Incorporation of Candy Stripers Candy Corp. Incorporated by reference herein filed as Exhibit (d) to Form 10SB12G filed on September 1, 2000. e. By-Laws of the Company. Incorporated by reference herein filed as Exhibit (e) to Form 10SB12G filed on September 1, 2000. f. Certificate of Amendment to Articles of Incorporation filed May 13, 2003. Incorporated by reference herein filed as Exhibit 3 to Form 10-QSB filed on July 15, 2003.
31	Rule 13a-14(a)/15d-14(a) Certifications
32	Certification under Section 906 of the Sarbanes-Oxley Act (18 U.S.C. Section 1350)



**SIGNATURES**

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

**US BIODEFENSE, INC.**

(Registrant)

April 13, 2006

Signed: /s/ David Chin      President and Director  
Print: David Chin

Signed: /s/ David Chin      Secretary and Director  
Print: David Chin

Signed: /s/ David Chin      Treasurer and Director  
Print: David Chin