

Edgar Filing: US BIODEFENSE INC - Form 10QSB/A

US BIODEFENSE INC
Form 10QSB/A
November 12, 2003

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-QSB/A

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934 FOR THE QUARTERLY PERIOD ENDED
AUGUST 31, 2003.

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

13674 E. Valley Blvd.
City of Industry 91746
(Address of principal executive offices) (Zip Code)

Registrant's telephone number: (626) 961-8039

Piedmont, Inc.
1001 - 17th Street, Suite M
Costa Mesa, CA 92626
(Former Name or Former Address, if Changed Since Last Report)

Securities registered pursuant to Section 12(b) of the Act: None

Securities registered pursuant to Section 12(g) of the Act:
Common Stock, \$0.001 Par Value

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) been subject to such filing
requirements for the past 90 days. Yes X No

As of August 31, 2003, the Registrant had 10,100,932 of
common stock issued and outstanding.

Transitional Small Business Disclosure Format (check one):
Yes No X .

PART I.

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ITEM 1. FINANCIAL STATEMENTS.

US Biodefense, Inc.
(Formerly Piedmont, Inc.)
BALANCE SHEET
August 31, 2003
(Unaudited)

Three Months Ended
August 31, 2003

ASSETS

CURRENT ASSETS:

Cash	\$	0
Accounts Receivable	\$	
Other Investments	\$	0

TOTAL CURRENT ASSETS	\$	
ORGANIZATIONAL COSTS, NET	\$	0
TOTAL ASSETS	\$	0

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LIABILITIES AND STOCKHOLDERS' EQUITY

CURRENT LIABILITIES:

Accounts Payable	\$	0
TOTAL CURRENT LIABILITIES	\$	0
LONG-TERM DEBT	\$	0

STOCKHOLDERS' EQUITY:

Preferred stock, \$.001 par value, authorized 40,000,000 shares; no shares issued		
Common stock, \$.001 par value authorized 100,000,000 shares, issued and outstanding at August 31, 2003, 10,100,932 shares	\$	10,101

Additional paid in Capital	\$	3,793,289
Earnings Accumulated During Development Stage	\$	(3,803,390)

TOTAL STOCKHOLDERS' EQUITY	\$	0
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TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$	0
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See accompanying notes to interim financial statements

US Biodefense, Inc.
(Formerly Piedmont, Inc.)
STATEMENT OF OPERATIONS
Three Months and Nine Months
Ended on August 31, 2003
(Unaudited)

Three Months Ended Aug 31, 2003	Nine Months Ended Aug 31, 2003	For the year Ended Nov 30, 2002
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INCOME:

Revenue	\$	0	\$	0	\$	0
TOTAL INCOME	\$	0	\$	0	\$	0
		=====		=====		=====

EXPENSES:

General, and Administrative	\$	147,000	\$	147,000	\$	0
Amortization	\$	0	\$	0	\$	0
Total Expenses	\$	147,000	\$	147,000	\$	0
Net Profit/Loss(-) From Operations	\$	(147,000)	\$	(147,000)	\$	0
Interest Income	\$	--	\$	0	\$	0
INCOME (LOSS) BEFORE INCOME TAXES	\$	(147,000)	\$	(147,000)	\$	0
Provision for income tax	\$	0	\$	0	\$	0
NET INCOME (LOSS)	\$	(147,000)	\$	(147,000)	\$	0
		=====		=====		=====
NET INCOME (LOSS) PER SHARE-BASIC AND DILUTED AVERAGE NUMBER OF SHARES OF COMMON STOCK OUTSTANDING	\$	0.00	\$	0.00	\$	0.00
		10,100,932		10,100,932		10,093,195

See accompanying notes to interim financial statements

US BIODEFENSE, INC.
(Formerly Piedmont, Inc.)
STATEMENT OF STOCKHOLDERS' EQUITY
Three Months Ended on August 31, 2003
(Unaudited)

	Preferred Stock	Common Shares	Stock Amount	Additional paid-in capital	Accumulated loss
Balance, November 30, 1997	0	23,298,985	23,299	3,625,897	(3,649,048)
December 15, 1997, issued for services rendered, at par value		72,000	72		
December 15, 1997, issued for fees to prepare proxy statement and to amend Articles of Incorporation, at par value		76,000,000	76,000	(76,000)	
December 30, 1997, reverse stock split, 100-1		(98,377,119)	(98,377)	98,377	
February 6, 1998, issued for proposed acquisition of Fort Stockton Oil & Gas, Inc.		8,977,229	8,977	(1,977)	
June 9, 1998, issued for services rendered		52,100	52		

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Net loss, year ended November 30, 1998	0				(8,154)
Balance, November 30, 1998	0	10,023,195	10,023	3,646,297	(3,657,202)
December 1, 1998, issued for services rendered		60,000	60		
August 19, 1999, issued for services rendered		10,000	10		
Net loss, year ended November 30, 1999	0				(325)
Balance, November 30, 1999	0	10,093,195	10,093	3,646,297	(3,657,527)
Net income, year ended November 30, 2000					1,137
Balance, November 30, 2000	0	10,093,195	10,093	3,646,297	(3,656,390)
Net loss, year ended November 30, 2001	0				-0-
Balance, November 30, 2001	0	10,093,195	10,093	3,646,297	(3,656,390)
Net loss, year ended November 30, 2002	0				-0-
Balance, November 30, 2002	0	10,093,195	10,093	3,646,297	(3,656,390)
Net income, quarter ended February 28, 2003					-0-
Balance, February 28, 2003	0	10,093,195	\$10,093	3,646,297	(3,656,390)
May 15, 2003, reverse stock split, 100-1	0	(9,992,263)	(9,992)	9,992	
Net income, quarter ended May 30, 2003					-0-
Balance, May 30, 2003	0	100,932	\$ 101	3,656,289	(3,656,390)
August 11, 2003, issued for cancellation of debt		1,000,000	\$1,000	\$11,000	
August 11, 2003, issued for services		9,000,000	\$9,000	\$126,000	
Net income, quarter ended Aug 31, 2003					(147,000)
Balance, Aug 31, 2003	0	10,100,932	\$10,101	3,793,289	(3,803,390)

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See accompanying notes to interim financial statements.

US Biodefense, Inc.
(Formerly Piedmont, Inc.)
STATEMENTS OF CASH FLOWS
Three Months and Nine Months
Ended on August 31, 2003
(Unaudited)

	Three Months Ended Aug 31, 2003 -----	Nine Months Ended Aug 31, 2003 -----	For the year Ended Nov 30, 2002 -----
CASH FLOWS FROM OPERATING ACTIVITIES:			
Net (Loss) Income:	\$ (147,000)	\$ (147,000)	\$ 0
Stock issued for services	12,000	12,000	
Decrease (Accts Payable)	(12,000)	(12,000)	
Net Cash (Used) In Operating Activities	\$ (147,000)	\$ (147,000)	\$ 0
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchase of organizational Costs	\$ 0	\$ 0	\$ 0
CASH FLOWS FROM FINANCING ACTIVITIES			
Issuance of common stock for Cash	\$ 0	\$ 0	\$ 0
Net Increase in Cash	\$ (147,000)	\$ (147,000)	\$ 0
Cash, Beginning of Period	\$ 0	\$ 0	\$ 0
Cash, End of Period	\$ 0	\$ 0	\$ 0

See accompanying notes to interim financial statements

US Biodefense, Inc.
(Formerly Piedmont, Inc.)
NOTES TO INTERIM CONSOLIDATED
FINANCIAL STATEMENTS

NOTE 1 - HISTORY, ACCOUNTING POLICIES AND PROCEDURES

The Company was incorporated June 29, 1983 under the laws of the State of Utah as Teal Eye, Inc. On September 7, 1984, the Company merged with Terzon Corp. and amended its Articles of Incorporation changing the Company name to Terzon Corp. On September 7, 1984, the Company amended its Articles of Incorporation changing its name to Candy Stripers Candy Corporation, Inc.. On January 6, 1998, the Company amended its Articles of Incorporation changing its name to Piedmont, Inc. On May 13, 2003, the Company amended its Articles of Incorporation changing its name to US Biodefense, Inc.

The nature of the Company's business was the development of websites, including consultation and design, for the sale of retail products. The company's website (www.piedmontcybermall.com) is presently operational but will be shut down shortly. The Company has changed its direction since the change in management

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and ownership. The new Board of Directors is interested in developing, acquiring, and assisting companies in the biodefense industry.

On August 6, 2003, the stockholders approved setting aside 10,000,000 shares of common stock for an Employee, Directors and Consultants Stock Plan For The Year 2003, which was approved by the Board of Directors on August 6, 2003. On August 8, 2003, the Company filed Form S-8 Registration Statement under the Securities Act of 1933 for the registration of 10,000,000 shares under the Plan.

The Company has adopted the following accounting policies and procedures:

1. The Company uses the accrual method of accounting.
2. Earnings (loss) per share is calculated using a weighted averaged number of shares of common stock outstanding.
3. The Company has elected a fiscal year ending November 30th.

NOTE 2 - EMPLOYEE STOCK PLAN

On August 6, 2003, the stockholders approved setting aside 10,000,000 shares of common stock for an Employee, Directors and Consultants Stock Plan For The Year 2003, which was approved by the Board of Directors on August 6, 2003.

NOTE 3 - WARRANTS AND OPTIONS

There are no warrants or stock options outstanding to acquire any additional shares of common stock of the Company.

NOTE 4 - STOCKHOLDERS' EQUITY.

Common Stock.

The authorized common stock of US Biodefense, Inc. consists of 100,000,000 shares with a par value of \$0.001 per share. As of August 31, 2003, US Biodefense, Inc. had 10,100,932 shares outstanding.

Preferred Stock.

The authorized Preferred Stock of US Biodefense, Inc. consists of 40,000,000 shares with a par value of \$0.001 per share. No preferred shares have been issued.

NOTE 5 - INCOME TAXES.

There is no provision for income taxes for the period ended August 31, 2003 due to the losses incurred by the company and substantial loss carry forward.

ITEM 2. PLAN OF OPERATION.

The following discussion should be read in conjunction with the financial statements of US Biodefense, Inc. and notes thereto contained elsewhere in this report.

Initial Operation.

Up to the present time, US Biodefense, Inc. has only been in the organizational phase. Over the next 12 months US Biodefense, Inc. intends to concentrate its efforts in development and acquisition of businesses in the biodefense industry. US Biodefense, Inc. will also be seeking to enhance its revenues by consulting with businesses in the biodefense industry and related fields.

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US Biodefense, Inc. will need to raise additional capital in order to continue its operations. Such financing will probably take the form of a combination of debt and equity financing. However, there is no guarantee that such financing will be available at all or on such terms as will be acceptable to US Biodefense, Inc.

Currently, US Biodefense, Inc. does not plan to make significant equipment purchases in the next 12 months in order to implement its plan of operation. Also, it does not plan over such period to significantly change the number of employees.

Liquidity and Capital Resources.

During the three month period ended August 31, 2003, US Biodefense, Inc. continued its status as a development company. US Biodefense, Inc. is continuing to incur limited development expenses, is deriving no revenues, and has experienced an ongoing deficiency in working capital. US Biodefense, Inc.'s continued existence is dependent on its ability to obtain additional financing to proceed with its plan of operation.

Capital Expenditures.

No material capital expenditures were made during the quarter ended on August 31, 2003.

PART II.

ITEM 1. LEGAL PROCEEDINGS.

US Biodefense, Inc. is not a party to any material pending legal proceedings and, to the best of its knowledge, no such action by or against US Biodefense, Inc. has been threatened.

ITEM 2. CHANGES IN SECURITIES AND USE OF PROCEEDS.

Not Applicable.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES.

Not Applicable.

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

The Company held a special meeting of shareholders on August 6, 2003, whereby a majority of the shareholders of the Company approved setting aside 10,000,000 shares of common stock for an Employee, Directors and Consultants Stock Plan For The Year 2003. The Board of Directors approved the Plan on August 6, 2003, a copy of which is attached as Exhibit 4 to the Company's Form S-8 filed on August 8, 2003.

ITEM 5. OTHER INFORMATION.

Not Applicable

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K.

(a) Reports on Form 8-K.

During this quarter, the Company filed a Form 8-K on June 9, 2003, reporting the change in CPA accountancy firms, the election of David Chin as President, Secretary, Treasurer, and Director, and that a majority of the shareholders of the Company have elected to effect a reverse stock split whereby one post-split share of the Company's \$0.001 par value common stock will be issued

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for every 100 pre-split shares of the Company's common stock held by the shareholders of the Company. Additionally, the Company has submitted a request with Nasdaq Market Integrity to change its ticker symbol.

(b) Exhibits included or incorporated by reference herein:

None

SIGNATURE:

CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of US Biodefense, Inc. (formerly Piedmont, Inc.) (the "Registrant") on Form 10-QSB for the quarterly period ending August 31, 2003 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, David Chin, Chairman of the Board of Directors, President, and Chief Executive Officer of the Registrant, certify, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, that:

1. I have reviewed this quarterly report on Form 10-QSB of the Registrant;

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. I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the Registrant and I 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 me 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 my evaluation as of the Evaluation Date;

5. 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 function):

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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. I have indicated in this quarterly report whether or not 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.

Pursuant to the requirements of Section 13 or 15(d) 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.

Dated: November 3, 2003

US Biodefense, Inc.

By:David Chin

David Chin, President

SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of US Biodefense, Inc. (formerly Piedmont, Inc.) (the "Registrant") on Form 10-QSB for the quarterly period ending August 31, 2003 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, David Chin, Chief Executive Officer and Chief Financial Officer of the Registrant, certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. the report fully complies with the requirements of Section 13(a) or 15(d) of the Exchange Act; and
2. the information contained in the report fairly presents, in all material respects, the financial condition and results of operations of the issuer; and
3. A signed original of this written statement required by Section 906 has been provided to the Registrant and will be retained by the Registrant and furnished to the Securities and Exchange Commission or its staff upon request.

Pursuant to the requirements of Section 13(a) or 15(d) 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.

US Biodefense, Inc.

Dated: November 3, 2003

By:David Chin

David Chin

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Chief Executive Officer,
and Chief Financial Officer