

Edgar Filing: ECOLOGICAL SERVICES INC - Form 10KSB

ECOLOGICAL SERVICES INC  
Form 10KSB  
June 02, 2004

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-KSB

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 [Fee Required]

For the Fiscal Year Ended March 31, 2003

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 [No Fee Required]

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

Commission File No. 0-22236

Stanford Capital Corporation  
(Formerly Ecological Services, Inc.)

-----  
(Name of small business issuer in its charter)

Delaware

33-0565710

-----  
(State or other jurisdiction of incorporation or organization)

-----  
(I.R.S. Employer Identification Number)

11637 Orpington Street, Orlando, Florida 32817

-----  
(Address of Principal Executive Offices) (Zip Code)

Registrant's Telephone Number, Include Area Code: (407) 207-0400

Securities Registered Pursuant to Section 13 of the Act:

Title of Each Class	Name of Each Exchange on Which Registered
None	None

Securities Registered Pursuant to Section 15(d) of the Act:

Common Stock, \$0.001 par value  
(Title of Class)

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 twelve (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 ninety (90) days. Yes xT No

Check if disclosure of delinquent filers in response to Item 405 of Regulation S-B is not contained in this form, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-KSB or any amendment to this Form 10-KSB. [x]

State issuer's revenues for its most recent fiscal year were \$0.00.

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State the aggregate market value of the voting stock held by nonaffiliates computed by reference to the price at which the stock was sold, or the average bid and ask prices of such stock, as of a specified date within the past 60 days: The Company's common stock does not have a trading market.

As of May 27, 2004, the Registrant had 3,996,925 shares of Common Stock issued and outstanding.

### DOCUMENTS INCORPORATED BY REFERENCE

List hereunder the following documents if incorporated by reference and the part of the form 10-KSB (e.g. part I, part II, etc.) into which the document is incorporated: (1) Any annual report to security holders; (2) Any proxy or other information statement; and (3) Any prospectus filed pursuant to rule 424(b) or (c) under the Securities Act of 1933: None.

### TABLE OF CONTENTS

	Page
	-----
PART I	
ITEM 1. DESCRIPTION OF BUSINESS	3
ITEM 2. DESCRIPTION OF PROPERTY	3
ITEM 3. LEGAL PROCEEDINGS	3
ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS	4
PART II	
ITEM 5. MARKET FOR COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND SMALL BUSINESS ISSUER PURCHASES OF EQUITY SECURITIES	4
ITEM 6. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION	4
ITEM 7. FINANCIAL STATEMENTS	5
ITEM 8. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE	15
ITEM 8A. CONTROLS AND PROCEDURES	16
ITEM 8B. OTHER INFORMATION	16
PART III	
ITEM 9. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT	17
ITEM 10. EXECUTIVE COMPENSATION	18
ITEM 11. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS	19
ITEM 12. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS	
ITEM 13. EXHIBITS AND REPORTS OF FORM 8-K	20
ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES	20
SIGNATURES	21
CERTIFICATIONS	22-25

PART I

ITEM 1. DESCRIPTION OF BUSINESS

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

This periodic report contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 with respect to the financial condition, results of operations, business strategies, operating efficiencies or synergies, competitive positions, growth opportunities for existing products, plans and objectives of management. Statements in this periodic report that are not historical facts are hereby indentified as "forward-looking statements".

Business

The Company was incorporated in Delaware on June 11, 1992. On May 28, 1998, the Company changed its name from Plasmatic Technologies, Inc. to Ecological Services, Inc. and on January 3, 2003 changed its name to Stanford Capital Corporation. In December 2002, the Company acquired all the issued and outstanding shares of Stanford Capital International, Ltd. a Hong Kong based public relations firm for 10,000 shares of its common stock. This transaction was subsequently revoked. On January 31, 2004, the Company aquired all of the shares of Skreem Entertainment Corporation in exchange for 22,000,000 shares of its one for five post reverse split common shares. Skreem Entertainment Corporation promotes finances and manages artists in the entertainment industry.

The Company has had no operations and is currently seeking an acquisition or merger to bring an operating entity into the Company. The Company does not propose to restrict its search for a business opportunity to any particular industry or geographical are and may, therefore, engage in essentially any business in any industry. The Company has unrestricted discretion in seeking and participating in a business opportunity, subject to the availability of such opportunities, economic conditions, and other factors.

The selection of a business opportunity in which to participate is complex and risky. Additionally, as the Company has only limited resources, it may be difficult to find good opportunities. There can be no assurance that the Company will be able to identify and acquire any business opportunity which will ultimately prove to be beneficial to the Company and its shareholders. The Company will select any potential business opportunity based on management's business judgement.

The activities of the Company are subject to several significant risks which arise primarily as a result of the fact that the Company has no specific business and may acquire or participate in a business opportunity based on the decision of management which potentially could act without the consent, vote, or approval of the Company's shareholders. The risks faced by the Company are further increased as a result of its lack of resources and its inability to provide a prospective business opportunity with significant capital.

ITEM 2.DESCRPTION OF PROPERTIES

The Company's administrative offices are located in a leased office facility located at 11637 Orpington Street, Orlando, Florida 32817. The facility contains approximately 2,000 square feet of office space. There is no lease on the facility nor is there a rental fee as the property is owned by the principal shareholder of the Company (post merger).

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### ITEM 3.LEGAL PROCEEDINGS

None

3

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

No matters were submitted to a vote of the Company's shareholders through the solicitation of proxies, during the fourth quarter of the Company's fiscal year ended March 31, 2003.

## PART II

### ITEM 5.MARKET FOR COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND SMALL BUSINESS ISSUER PURCHASER OF EQUITY SECURITIES

The Company's Common Stock is not listed for trading. Since its inception, the Company has not paid any dividends on its Common Stock, and the Company does not anticipate that it will pay dividends in the foreseeable future. At March 31, 2003, the Company had approximately 108 shareholders.

The Company issued 10,000 shares of its common stock for the acquisition of Stanford Capital Corporation. When this transaction was recinded, the shares were cancelled. However, pursuant to the terms of the Termination Agreement with the shareholders of Stanford Capital Corporation, the shareholders were to be issued 10,000 post reverse split common shares.

### ITEM 6.MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

#### Overview

Since its organization, the Company has not produced any revenue and currently has no material operations.

For the year ended March 31, 2003, the Company incurred general and administrative expenses of 39,597 of which all were legal and accounting fees expended to bring the Company's SEC reports current and for the costs associated with the acquisition of Stanford Capital International Ltd. For the year ended March 31, 2002, the Company's general and administrative expenses totalled \$6,416.

4

#### Liquidity and Capital Resources

As of March 31, 2003 the Company had no cash, no current assets and no current liabilities. This compares with cash of \$11,816 as of March 31, 2002 and current liabilities of \$357.

Net cash used by operating activities for the year ended March 31, 2003 totalled \$11,816 compared to \$6,059 for the year-ended March 31, 2002. The increase in the cash used in operating activities resulted from an increase in the net loss of \$33,181 and a decrease in accounts payable of \$357 which was partially offset by \$28,138 of expenses paid by the principal shareholder.

There were no investing activities during either the year ended March 31, 2003 or 2002.

The Company had no financing activities for the year ended March 31, 2003.

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For the year ended March 31, 2002, the Company received \$17,875 of cash from financing activities, \$17,825 of which was from the issuance of common stock and \$50 from capital contributions.

Because the Company has no cash or current assets, it will be unable to continue as a going concern without the sale of its shares, receiving proceeds from loans or finding a company with which to merge or acquire. On January 31, 2004, the Company acquired all of the issued and outstanding shares of Skreem Entertainment Corporation ("Skreem") for 22,000,000 post reverse split common shares. Skreem however, is also in need of cash to execute its business plan and is currently conducting a private placement of its shares. Unless this private placement is successful or the principal shareholder is willing to continue to contribute funds to the Company, the Company will be unable to continue as a going concern.

### ITEM 7. FINANCIAL STATEMENTS

#### TABLE OF CONTENTS

	Pages
Independent Auditor's Report	6
Balance Sheets as of March 31, 2003 and 2002	7
Statements of Loss for the years ended March 31, 2003 and 2002 and for the Period from Inception (June 11, 1992) to March 31, 2003	8
Statements of Changes in Stockholders' Equity for the years ended March 31, 2003 and 2002 and for the Period from Inception (June 11, 1992) to March 31, 2003	9-10
Statements of Cash Flows for the years ended March 31, 2003 and 2002 and for the Period from Inception (June 11, 1992) to March 31, 2003	11
Notes to the Financial Statements	12-14

#### INDEPENDENT AUDITOR'S REPORT

The Board of Directors and Stockholders  
Stanford Capital Corporation  
(formerly Ecological Services, Inc.)

We have audited the accompanying balance sheet of Stanford Capital Corporation (formerly Ecological Services, Inc.), (a development stage company), as of March 31, 2003 and the related statements of loss, stockholders' equity 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. The Company's financial statements as of and for the period June 11, 1992 (date of inception) through March 31, 2002 were audited by other auditors whose reports, dated June 21, 2001, May 26, 1994, and April 18, 2002, expressed unqualified opinions of those statements. The financial statements for the period June 11, 1992 (date of inception) through March 31, 2002, reflect no revenues and a net loss of \$12,851 of the related

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totals. Our opinion, insofar as it relates to the amounts included for such prior period, is based solely on the reports of such other auditors.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. 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 and the reports of other auditors provide a reasonable basis for our opinion.

In our opinion, based on our audit and the reports of other auditors, such financial statements present fairly, in all material respects, the financial position of Stanford Capital Corporation (formerly Ecological Services, Inc.) as of March 31, 2003 and the results of its operations and its cash flows for the year then ended and for the period from June 11, 1992 (date of inception) to March 31, 2003, in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 3 to the financial statements, the Company does not have assets or sources of revenue, which raises substantial doubt about its ability to continue as a going concern. Management's plans regarding those matters also are described in Note 3. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Thomas Leger & Co. L.L.P.

May 23, 2004  
Houston, Texas

6

Stanford Capital Corporation  
(formerly Ecological Services, Inc.)  
(A Development Stage Company)  
Balance Sheets

ASSETS

	As of March 31,	
	2003	2002
	-----	-----
Current Assets		
Cash	\$ -	\$ 11,816
	-----	-----

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Total Current Assets	-	11,816
Total Assets	\$ -	\$ 11,816
	=====	=====
	LIABILITIES & STOCKHOLDERS' EQUITY	
Current Liabilities	\$ -	\$ 357
Total Liabilities	-	357
	-----	-----
Stockholders' Equity		
Preferred Stock, \$.001 par value, 1,000,000 shares authorized; no shares issued and outstanding	-	-
Common Stock, \$.001 par value, 50,000,000 shares authorized, 3,996,925 shares issued and outstanding	3,997	3,997
Additional paid-in capital	48,451	20,313
Deficit accumulated during development stage	(52,448)	(12,851)
Total Stockholders' Equity	-	11,459
Total Liabilities and Stockholders' Equity	\$ -	\$ 11,816
	=====	=====

7

Stanford Capital Corporation  
(formerly Ecological Services, Inc.)  
(A Development Stage Company)  
Statements of Loss

	For the Year Ended March 31,		Cumulative Duri
	2003	2002	Development
	-----	-----	Stage
	-----	-----	-----
REVENUES	\$ -	\$ -	\$ -
EXPENSES			
General and Administrative	39,597	6,416	52,185
Amortization-Organizational Costs	-	-	263
Total expenses	39,597	6,416	52,448
NET INCOME (LOSS)	\$ (39,597)	\$ (6,416)	\$ (52,448)
	=====	=====	=====
BASIC AND DILUTED LOSS PER SHARE	\$ (0.01)	\$ (0.00)	
	=====	=====	
BASIC AND DILUTED WEIGHTED AVERAGE SHARES OUTSTANDING	3,996,925	3,699,648	
	=====	=====	

8

7

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Stanford Capital Corporation  
 (formerly Ecological Services, Inc.)  
 (A Development Stage Company)  
 Statements of Changes in Stockholders' Equity  
 Period from June 11, 1992 (Date of Inception) to March 31, 2003

	COMMON STOCK			Accumulated Deficit
	Shares -----	Amount -----	Paid in Capital -----	
Balance, June 11, 1992 (date of Inception)	-	\$ -	\$ -	\$ -
Issuance of common stock for cash	1,500,000	1,500	(1,000)	-
Net loss from operations from June 11, 1992 (date of inception) to March 31, 1993	-	-	-	(269)
Balance, March 31, 1993	1,500,000	1,500	(1,000)	(269)
Sale of shares in a private placement, September	92,250	92	154	-
Contribution to capital	-	-	500	-
Net Loss from operations for the year ended March 31, 1994	-	-	-	(221)
Balance, March 31, 1994	1,592,250	1,592	(346)	(490)
Net Loss from operations for the year ended March 31, 1995	-	-	-	(1,596)
Balance, March 31, 1995	1,592,250	1,592	(346)	(2,086)
Net Loss from operations for the year ended March 31, 1996	-	-	-	(164)
Balance, March 31, 1996	1,592,250	1,592	(346)	(2,250)
Net Loss from operations for the year ended March 31, 1997	-	-	-	(163)
Balance, March 31, 1997	1,592,250	1,592	(346)	(2,413)
Net Loss from operations for the year ended March 31, 1998	-	-	-	(110)
Balance, March 31, 1998	1,592,250	1,592	(346)	(2,523)
Conversion of note payable, July 1, 1998	567,750	568	709	-
Contribution to capital, forgiveness of debt, March 31, 1998	-	-	3,912	-
Net Loss from operations for the year ended March 31, 1999	-	-	-	(3,912)



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9

Balance, March 31, 1999	2,160,000	2,160	4,275	(6,435)
Net Loss from operations for the years ended March 31, 2000 and 2001	-	-	-	-
Balance, March 31, 2001	2,160,000	2,160	4,275	(6,435)
Contribution to capital	-	-	50	-
Issuance of common stock for cash, at par value of \$.001 per share, May 2001	17,824,625	17,825	-	-
Effect of 1:5 reverse stock split	(15,987,700)	(15,988)	15,988	-
Net Loss from operations for the year ended March 31, 2002	-	-	-	(6,416)
Balance, March 31, 2002	3,996,925	3,997	20,313	(12,851)
Contribution to capital			28,138	
Net Loss from operations for the year ended March 31, 2003	-	-	-	(39,597)
Balance, March 31, 2003	<u>3,996,925</u>	<u>\$ 3,997</u>	<u>\$ 48,451</u>	<u>\$ (52,448)</u>

10

Stanford Capital Corporation  
(formerly Ecological Services, Inc.)  
(A Development Stage Company)  
Statements of Cash Flows

	For the Year Ended March 31, 2003	March 31, 2002	Development Stage
	-----	-----	-----
CASH FLOWS FROM OPERATING ACTIVITIES			
Net loss	\$ (39,597)	\$ (6,416)	\$ (52,448)
Adjustments to reconcile net loss to cash used in operating activities:			
Expenses paid by a shareholder	28,138	-	28,138
Amortization expense	-	-	263
Changes in assets and liabilities:			
Accounts payable	(357)	357	-
Net cash used by operating activities	<u>(11,816)</u>	<u>(6,059)</u>	<u>(24,047)</u>
CASH FLOWS FROM INVESTING ACTIVITIES			
Organizational costs	-	-	(263)

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Net cash used by investing activities	-	-	(263)
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from issuance of common stock	-	17,825	19,985
Contribution capital	-	50	4,325
Net cash provided by financing activities	-	17,875	24,310
Net increase (decrease) in cash	(11,816)	11,816	-
Cash at beginning of year	11,816	-	-
Cash at end of year	\$ -	\$ 11,816	\$ -
SUPPLEMENTAL CASH FLOW INFORMATION			
Noncash transactions			
Conversion of note payable to stock	\$ -	\$ -	\$ 1,277

11

STANFORD CAPITAL CORPORATION  
(formerly Ecological Services, Inc.)  
(A Development Stage Company)  
NOTES TO FINANCIAL STATEMENTS

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### NOTE 1 - ORGANIZATION

Stanford Capital Corporation (formerly Ecological Services, Inc.) (the Company) was incorporated under the laws of the State of Delaware on June 11, 1992, for the purpose of seeking out business opportunities, including acquisitions. The Company is in the development stage and will be very dependent on the skills, talents, and abilities of management to successfully implement its business plan. Due to the Company's lack of capital, it is likely that the Company will not be able to compete with larger and more experienced entities for business opportunities, which are lower risk and are more attractive for such entities. Business opportunities in which the Company may participate will likely be highly risky and speculative. Since inception, the Company's activities have been limited to organizational matters. Organizational costs have been fully amortized.

On May 28, 1998, the Company changed its name from Plasmatronic Technologies, Inc. to Ecological Services, Inc. On January 3, 2003, the Company changed its name to Stanford Capital Corporation.

### NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

**Income Taxes** - Due to no income or limited operations from inception to March 31, 2003, no provisions for income taxes have been recorded. There are no deferred income taxes resulting from income and expense items being reported for financial accounting and tax reporting purposes in different periods.

**Earnings (Loss) per Share** - The computation of earnings (loss) per share of common stock is based on the weighted average number of shares outstanding during the periods presented.

**Cash and Cash Equivalents** - The Company considers all highly liquid debt instruments purchased with a maturity of three months or less to be cash equivalents.

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Use of Estimates - The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and 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.

### NOTE 3 - GOING CONCERN

The Company's financial statements are prepared using generally accepted accounting principles applicable to a going concern, which contemplates the realization of assets and liquidation of liabilities in the normal course of business. However, the Company does not have significant cash or other material assets, nor does it have an established source of

12

### NOTE 3 - GOING CONCERN (Continued)

revenues sufficient to cover its operating costs and to allow it to continue as a going concern. It is the intent of the Company to seek a merger with an existing, operating company.

### NOTE 4 - COMMON STOCK AND EQUITY TRANSACTIONS

During May of 2001, the Company sold 17,824,625 shares of its common stock valued at \$.001 par value for cash of \$17,825 to an officer of the Company.

A shareholder of the Company paid on behalf of the Company the Delaware State Franchise tax and filing fee owed at March 31, 2001 in the amount of \$50. This has been treated as contributed capital in these financial statements.

During the year ended March 31, 2003, a shareholder of the Company contributed \$28,138 to pay outstanding invoices of the Company. This has been recorded as additional paid-in capital.

During January 2003, the Board of Directors approved an increase in the number of authorized shares to 50,000,000 and reauthorized the par value at \$0.001 per share. The amendment to the Company's Certificate of Incorporation was filed with the State of Delaware Secretary of State on January 2, 2003, which amendment, reflects the number of shares authorized by the Board of Directors.

### NOTE 5 - RELATED PARTY TRANSACTIONS

An officer is providing free office space to the Company; the free rent has been determined to have only nominal value.

The Company has no employees. As of March 31, 2003 and 2002 no compensation has been paid or accrued to any officers or directors of the Corporation due to the fact that any amount owed, if any, is of only nominal value.

### NOTE 6 - INCOME TAXES

Due to losses at March 31, 2003 and 2002 and operating losses every year since inception, no provision for income taxes has been provided for in these financial statements. There are no deferred income taxes resulting from income

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and expense items being reported for financial accounting and tax reporting purposes in different periods. It is current management's belief that the Company has not filed its Federal Tax Returns since its inception. If this is the case, then the Company has no operating loss carryforwards because losses it has had since inception have not been established for tax purposes by the filing of applicable tax returns. However, if the required tax returns had been filed, the Company would have a net operating loss carryforward of \$52,448.

13

### NOTE 7 - SUBSEQUENT EVENTS

On December 31, 2002, the Company entered into an Exchange Agreement with Stanford Capital International Limited, a Hong Kong company, whereby the Company acquired all of the issued and outstanding shares of Stanford Capital International Limited for 10,000 shares of its common stock. During December 2003, the Exchange Agreement was terminated by both parties and all shares tendered to the Company were returned by the Company to the original shareholders of the Company and all assets held were returned to each party. As consideration for the Termination Agreement, the shareholders of Stanford Capital International Limited shall be issued 50,000 pre-reverse split restricted shares of the Company.

During January 2004, as disclosed in a Form 8-K Securities and Exchange Commission filing, the Company entered into an Exchange Agreement with Skreem Entertainment Corporation (Skreem), whereby the Company will acquire 100% of the issued and outstanding shares of Skreem in exchange for the issuance of 22,000,000 post reverse split common shares of the Company. As a result of the acquisition of Skreem, control of the Company changed to the former shareholder of Skreem. In addition, during January 2004, the Board of Directors authorized the Company to sell up to 3,000,000 post reverse split common shares for \$.50 per share.

On March 16, 2004, the Company filed a Certificate of Amendment with the Delaware Secretary of State changing the Company's name to Skreem Entertainment Corporation and reverse splitting the Company's shares on a one (1) for five (5) basis. The financial statements herein reflect the effect of the reverse stock split on a retroactive basis as of March 31, 2003 and 2002 and for the years then ended.

14

### ITEM 8. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

The Company has had no disagreements with its certified public accountants with respect to accounting practices or procedures or financial disclosure. The Company did however change its certifying accountants from David T. Thomson P.C. to Thomas Leger & Co. LLP.

- (i) On March 3, 2004, the Registrant dismissed David T. Thomson, PC from its position as the Company's independent accountants.
- (ii) The audit report of David T. Thomson, PC, on April 10, 2003, for the year ended March 31, 2002 contained no adverse opinion, disclaimer of opinion or modification of the opinion.
- (iii) The Registrant's Board of Directors participated in and approved the decision to change independent accountants.

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- (iv) In connection with its audit for the most recent fiscal year and the interim period until the date of dismissal , there have been no disagreements with David T. Thomson, PC on any matter of accounting principle or practice, financial statement disclosure, or auditing scope or procedure, which disagreement if not resolved to the satisfaction of David T. Thomson, PC would have caused them to make reference thereto in their report on the financial statements.
- (v) During the most recent fiscal year and the interim period until the date of dismissal , there have been no reportable events (as defined in Regulation S-K Item 304 (a)(1)(v)).
- (vi) The Registrant requested that David T. Thomson, PC furnish it with a letter addressed to the SEC stating whether or not it agrees with the above statements.

### (b) New independent accountants

On May 3, 2004, the Registrant engaged Thomas Leger & Co. LLP to audit its financial statements for the year ended March 31, 2003. During the two most recent fiscal years and through March 31, 2003, the Registrant has not consulted with Thomas Leger & Co. LLP regarding (i) the application of accounting principles to a specified transaction, either completed or proposed or the type of audit opinion that might be rendered on the Registrant's financial statements, and no written report or oral advise was provided to the Registrant by concluding there was an important factor to be considered by the Registrant in reaching a decision as to an accounting, auditing or financial reporting issue; or (ii) any matter that was either the subject of a disagreement, as that term is defined in item 304 (a)(1)(iv) of Regulation S-K and the related instructions to Item 304 of Regulation S-K, or a reportable event, as that term is defined in Item 304 (a)(1)(v) of Regulation S-K.

15

### Item 8A. Controls and Procedures

(a) Evaluation of disclosure controls and procedures. Our chief executive officer and our chief financial officer, after evaluating the effectiveness of the Company's "disclosure controls and procedures" (as defined in the Securities Exchange Act of 1934 Rule 13a-14(c) and 15-d-14(c) as of a date (the "Evaluation Date") within 90 days before the filing date of this quarterly report, have concluded that as of the Evaluation Date, our disclosure controls and procedures were adequate and designed to ensure that material information relating to us and our consolidated subsidiaries would be made known to them by others within those entities.

(c) Changes in internal controls. There were no significant changes in our internal controls or to our knowledge, in other factors that could significantly affect our disclosure controls and procedures subsequent to the Evaluation Date.

### Item 8B. Other Information

None

16

## PART III

### ITEM 9. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT

Information Regarding Present Directors and Executive Officers

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The following table sets forth as of March 30, 2003, the name, age, and position of each executive officer and director and the term of office of each director of the Company.

Name	Age	Title	Director or Officer Since
-----	-----	-----	-----
Charles Camorata	50	President, Chief Executive Officer and Director	01-31-04
Tony Harrison	41	Vice President and Director	01-31-04
Karen Polino	52	Secretary / Treasurer and Director	01-31-04

The following is the business background of each officer and director.

Charles Camorata. Mr. Camorata was a founder of and has been employed by Skreem Entertainment Corporation since August 1999 and was appointed Chief Executive Officer and director of the Company on January 31, 2004. From 1980-1999 he was the owner and president of Camorata Productions, Inc. an entity which composed, arranged and produced music as well as designed audio and visual systems for theme parks and recording studios. He has composed and published 35 musical arrangements.

Tony Harrison. Mr. Harrison joined Skreem Entertainment Corporation in August 2003 and was appointed Vice President and director of the Company on January 31, 2004. Since 1996 he has operated a recording studio just outside Cologne Germany and produces records in Europe under the Captain Hollywood label.

Karen Pollino. Ms. Pollino joined Skreem Entertainment Corporation in August 1999 and was appointed Secretary/Treasurer and director of the Company January 31, 2004. From 1997 to 1999, Ms. Pollino was employed by Martin Consultants, Inc. as Secretary/Treasurer. From 1990 to 1997 she was employed by Sorex Medical of Salt Lake City where she had oversight responsibility of purchasing and customer service.

Except as indicated below, to the knowledge of management, during the past five years, no present or former director, or executive officer of the Company:

- (1) filed a petition under the federal bankruptcy laws or any state insolvency law, nor had a receiver, fiscal agent or similar officer appointed by a court for the business or property of such person, or any partnership in which he was a general partner at or within two years before the time of such filing, or any corporation or business association of which he was an executive officer at or within two years before the time of such filing;
- (2) was convicted in a criminal proceeding or named subject of a pending criminal proceeding (excluding traffic violations and other minor defenses);
- (3) was the subject of any order, judgement or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining him from or otherwise limiting, the following activities:
  - (i) acting as a future commission merchant, introducing broker, commodity trading advisor, commodity pool operator, floor broker, leverage transaction merchant, associated person of any of the foregoing, or as an investment advisor, underwriter, broker or dealer in securities, or as an affiliate person, director or employee of any investment company or engaging in or continuing any conduct or practice in connection with such activity;

(ii) engaging in any type of business practice; or

(iii) engaging in any activity in connection with the purchased or sale of any security or commodity or in connection with any violation of federal or state securities laws or federal commodities laws;

- (4) was the subject of any order, judgement, or decree, not subsequently reversed, suspended, or vacated, of any federal or state authority barring, suspending, or otherwise limiting for more than 60 days the right of such person to engage in any activity described above under this Item, or to be associated with persons engaged in any such activity;
- (5) was found by a court of competent jurisdiction in a civil action or by the Securities and Exchange Commission to have violated any federal or state securities law, and the judgement in such civil action or finding by the Securities and Exchange Commission has not been subsequently reversed, suspended, or vacated.
- (6) was found by a court of competent jurisdiction in a civil action or by the Commodity Futures Trading Commission to have violated any federal commodities law, and the judgement in such civil action or finding by the Commodity Futures Trading Commission has not been subsequently reversed, suspended or vacated.

ITEM 10. EXECUTIVE COMPENSATION

The following tables set forth certain summary information concerning the compensation paid or accrued for each of the Company's last three completed fiscal years to the Company's or its principal subsidiaries chief executive officer and each of its other executive officers that received compensation in excess of \$100,000 during such period (as determined at March 31, 2003, the end of the Company's last completed fiscal year):

Name	Year	Compensation
-----	-----	-----
Kevin Monson	2001	None
Kevin Monson	2002	None
Kevin Monson *	2003	None

\* Resigned on January 31, 2004

Cash Compensation

There was no cash compensation paid to any director or executive officer of the Company during the fiscal years ended March 31, 2003, 2002, and 2001.

Bonuses and Deferred Compensation

None.

Compensation Pursuant to Plans.

None.

Pension Table

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None.

Other Compensation

None.

Compensation of Directors.

None.

Termination of Employment and Change of Control Arrangement

There are no compensatory plans or arrangements, including payments to be received from the Company, with respect to any person named in Cash Compensation set out above which in any way result in payments to any such person because of his resignation, retirement, or other termination of such person's employment with the Company or its subsidiaries, or any change in control of the Company, or change in the person's responsibilities following a changing in control of the Company.

### ITEM 11. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth, as of May 27, 2004, the name and the number of shares of the Company's Common Stock, par value \$.001 per share, held of record or beneficially by each person who held of record, or was known by the Company to own beneficially, more than 5% of the 3,996,925 issued and outstanding shares of the Company's Common Stock, and the name and shareholdings of each director and of all officers and directors as a group.

Title of Class	Name of Beneficial Owner	Amount and Nature of Beneficial Ownership (1)	Percentage of Class
Common	Kevin Monson (1) 1464 E. Vineyard Ct. Salt Lake City, UT 84106	3,505,925	87.72%

#### OFFICERS, DIRECTORS AND NOMINEES:

Common	Kevin Monson (1) All Officers and Directors as a group (1 person)	----See Above----	87.72%
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19

Subsequent to May 27, 2004, the Company issued 15,000,000 shares to Jeff Martin and 7,000,000 shares to Martin Consultants, Inc. for the acquisition of Skreem Entertainment Corporation and 4,000 shares to Metrolink Holdings Ltd., 3,000 shares to Wong Ka Ming and 3,000 shares to Hung Kwok Wing pursuant to the Termination Agreement with the shareholders of Stanford Capital International Ltd.

(1) Indirect and Direct ownership are referenced by an "I" or "D", respectively. All shares owned directly are owned beneficially and of record and such shareholder has sole voting, investment, and dispositive power, unless otherwise noted.

### ITEM 12. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS



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During the fiscal year ended March 31, 2003, there were no material transactions, or series of similar transactions, since the beginning of the Company's last fiscal year, or any currently proposed transactions, or series of similar transactions, to which the Company was or is to be party, in which the amount involved exceeds \$60,000, and in which any director or executive officer, or any security holder who is known by the Company to own or record or beneficially more than 5% of any class of the Company's common stock, or any member of the immediate family of any of the foregoing persons, has an interest. The principal shareholders of the Company does furnish the Company office space at no charge.

TRANSACTIONS WITH PROMOTERS

There have been no transactions between the Company and promoters during the last fiscal year.

ITEM 13. EXHIBITS AND REPORTS ON FORM 8-K

None

ITEM 14. PRINCIPAL ACCOUNTANTS FEES AND SERVICES

20

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated:

STANFORD CAPTIAL CORPORATION

Date: June 2, 2004 By /s/ Charles Camorata  
-----  
Charles Camorata, Principal Executive Officer

Date: June 2, 2004 By /s/ Karen Pollino  
-----  
Karen Pollino, Chief Financial Officer

In accordance with the Exchange Act, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

Name	Title	Date
-----	-----	-----
/s/ Charles Camorata Charles Camorata	Principal Executive Officer	June 2, 2004
/s/ Karen Pollino Karen Pollino	Chief Financial Officer	June 2, 2004
/s/ Tony Harrison		

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Tony Harrison

Vice President & Director

June 2, 2004

21

CERTIFICATIONS

I, Charles Camorata, certify that:

1. I have reviewed this annual report on Form 10-KSB of Stanford Capital Corporation;

2. Based on my knowledge, this annual 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 annual report;

3. Based on my knowledge, the financial statements, and other financial information included in this annual 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 annual report;

1. The registrant's other certifying officers and I are responsible for establishing and maintaining

2. disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:

a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual 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 annual report (the "Evaluation Date"); and

c) presented in this annual report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):

a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officers and I have indicated in this annual 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.

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Dated: June 2, 2004

By: /s/ Charles Camorata

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Charles Camorata  
Chief Executive Officer

22

I, Karen Pollino , certify that:

1. I have reviewed this annual report on Form 10-KSB of Stanford Capital Corporation;
2. Based on my knowledge, this annual 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 annual report;
3. Based on my knowledge, the financial statements, and other financial information included in this annual 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 annual report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:
  - a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual 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 annual report (the "Evaluation Date"); and
  - c) presented in this annual report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):
  - a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and
6. The registrant's other certifying officers and I have indicated in this annual report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent

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to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Dated: June 2, 2004

By: /s/ Karen Pollino

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Karen Pollino  
Chief Financial Officer

23

CERTIFICATION OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER PURSUANT  
TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

-----  
I, Charles Camorata, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report of Stanford Capital Corporation; on Form 10-KSB for the fiscal year ended December 31, 2003 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in such Form 10-KSB fairly presents in all material respects the financial condition and results of operations of Stanford Capital Corporation.

By: /s/ Charles Camorata

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Name: Charles Camorata

Title: Chief Executive Officer

June 2, 2004

24

CERTIFICATION OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER PURSUANT  
TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

-----  
I, Karen Polino, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report of Stanford Capital Corporation; on Form 10-KSB for the fiscal year ended December 31, 2003 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in such Form 10-KSB fairly presents in all material respects the financial condition and results of operations of Stanford Capital Corporation.

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By: /s/ Karen Pollino

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Name: Karen Pollino

Title: Chief Financial Officer

June 2, 2004