

WENTWORTH III INC  
Form SB-2/A  
February 20, 2003

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1  
TO  
FORM SB-2

REGISTRATION STATEMENT  
UNDER THE  
SECURITIES ACT OF 1933

WENTWORTH III, INC.  
(Name of Small Business Issuer in its Charter)

Delaware	6770	84-1588927
(State or Other Jurisdiction of Incorporation or Organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification No.)

650 So. Cherry Street, Suite 420, Denver, CO 80246 (303) 320-1870  
(Address and Telephone Number of Principal Executive Offices and  
Principal Place of Business)

Spencer I. Browne, Secretary  
650 So. Cherry Street, Suite 420, Denver, CO 80246 (303) 320-1870  
(Name, Address and Telephone Number of Agent for Service)

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Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

If this Form is filed to register additional securities for an offering pursuant to 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ]

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ]

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ]

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. [ ]

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THE REGISTRANT HEREBY AMENDS THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE

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A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(A) OF THE SECURITIES ACT OF 1933 OR UNTIL THE REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE COMMISSION, ACTING PURSUANT TO SECTION 8(A), MAY DETERMINE.

The information in this prospectus is not complete and may be changed. These securities may not be sold until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

### CALCULATION OF REGISTRATION FEE

No registration fee is due on a reconfirmation offer under Rule 419.

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### PROSPECTUS

Wentworth III, Inc.  
50,000 shares of common stock, par value \$.01 per share  
RECONFIRMATION OFFER

This prospectus relates to the reconfirmation offering required by Rule 419 promulgated by the U.S. Securities and Exchange Commission under the Securities Act of 1933.

The reconfirmation offering concerns the 50,000 shares (the "Shares") of common stock, par value \$.01 per share ("Common Stock") which we sold in our initial public offering ("IPO") which was completed in November 2002.

We entered into a Securities Exchange Agreement with Whitco Company, L.L.P. ("Whitco") in February 2003 (the "Agreement"). Pursuant to the terms of the Agreement, we have agreed to exchange with Whitco all of its issued and outstanding partnership units, and options to purchase partnership units, for authorized but unissued shares of Common Stock aggregating not less than 80% of our issued and outstanding capital stock. Currently, it is anticipated that holders of Whitco units will receive 2,991,368 shares of Common Stock and holders of Whitco options will receive options to purchase 808,632 shares of Common Stock, or an aggregate of 3,800,000 shares and options to purchase Common Stock, on the basis of 3,350.47217 shares of Common Stock for each unit of Whitco owned or option held. The options represent options issued to key

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employees of Whitco from June 2000 through December 31, 2002. The options are converted on the same basis as the Common Stock. The exercise price, on a converted basis, is \$0.30/share for 350,125 shares and \$0.86 for 458,507 shares. Our current shareholders will continue to own 200,000 shares of Common Stock, assuming that all of the investors in the IPO reconfirm their investment, and an additional 200,000 shares will be issued to Keating Investments, LLC as a fee in connection with the securities exchange with Whitco. We are aware that Whitco intends to reorganize itself as a limited partnership and assign its rights under the Agreement to that limited partnership. For purposes of this prospectus, the term Whitco will apply to both the current limited liability partnership and the proposed limited partnership.

As a result of the transaction, Whitco will become a wholly-owned subsidiary of Wentworth. Whitco sells commercial lighting poles and accessories used for sports arenas, outdoor area lighting and roadways. The terms of the Agreement and rights thereunder are more fully described later in this prospectus. Subject to the satisfaction of the requirements of Rule 419 under the Securities Act of 1933, we intend to consummate the transaction with Whitco, but we cannot assure you that the transaction will, in fact, be consummated.

It is expected that our stockholders at the effective time of our acquisition of Whitco will collectively own approximately 6% of our outstanding Common Stock immediately following the effective time of such acquisition, assuming that all of the investors in our IPO reconfirm their investment (excluding the potential exercise of any of the outstanding options issued in the exchange).

This reconfirmation prospectus is being furnished to you, as the investors in the IPO, so you may consider whether or not to reconfirm your investment as a result of our entering into the Agreement. The proceeds from our IPO have been placed into escrow and may only be released to us if a sufficient number of investors reconfirm their investment in their respective Shares.

Prior to the IPO, and as of the date of this reconfirmation offering, there has been no public market for our Common Stock and we cannot assure you that an active trading market will exist after the proposed exchange is completed, or otherwise.

This reconfirmation offering involves a high degree of risk and an immediate substantial dilution in your investment. Only those persons who can afford the loss of their entire investment should reconfirm their investment in the Shares. See "Risk Factors" commencing on page 4 hereof.

Throughout this prospectus, the terms "we," "our" and "our company" refers to Wentworth III, Inc. and, unless the context indicates otherwise, Whitco on a consolidated basis.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense.

	Price to Public -----	Underwriting Discounts and Commissions -----	Proceeds to the Company -----	Proceed out f Expen -----
Per Share	\$ 1.00	\$ 0	\$ 1.00	\$
TOTAL	\$ 50,000.00	\$ 0	\$ 50,000.00	\$

The date of this prospectus is February 20, 2003

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You should rely only on the information contained in this prospectus. We have not authorized anyone to provide you with information that is different. This prospectus is intended to offer no securities other than the Common Stock. This prospectus may be used only where it is legal to offer and sell these securities. The information in this prospectus may be accurate on the date of this document only.

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RECONFIRMATION PROSPECTUS SUMMARY

This is a summary of the information contained in this reconfirmation prospectus. You should carefully read the entire prospectus, including the "Risk Factors" section, to fully understand our proposed business operations, the reconfirmation offering being made under this prospectus and the risks associated with an investment in our securities.

Our Company

We were organized as a Delaware corporation on March 7, 2001 as a "blank check" company for the purpose of creating a corporate vehicle to seek, investigate and, if the investigation warrants, acquire one or more interests in business opportunities presented to us by persons or firms who or which desire to employ our funding in their businesses or to seek the perceived advantages of a publicly-held corporation.

Corporate Information

Our offices are currently located at 650 So. Cherry Street, Suite 420, Denver, CO 80246. Our telephone number is (303) 320-1870.

Our Initial Public Offering and Rule 419

We completed our initial public offering in November 2002. We sold a total of 50,000 shares of Common Stock at a price of \$1.00 per share. All of the Shares were sold for our benefit and there were no selling stockholders in the IPO.

The \$50,000 proceeds of the IPO, less 10% which was disbursed to us for expenses, were placed into escrow in accordance with Rule 419 promulgated by the U.S. Securities and Exchange Commission (the "SEC" or "Commission") under the Securities Act of 1933, as amended (the "Securities Act"). Rule 419 requires us, as a "blank check" company, to hold the proceeds from our IPO, less 10% for payment of expenses incurred in connection with the IPO, in escrow pending the earlier of the (a) expiration of an eighteen month period commencing on the date on which the registration statement for our IPO was originally declared effective or (b) reconfirmation by a sufficient number of investors in our IPO of their respective purchases in the IPO following receipt by these investors of a prospectus containing required information and disclosures concerning, among other matters, the results of the IPO and our proposed acquisition of one or more businesses or assets that will constitute our business and for which the fair value of the business or net assets to be acquired represents at least 80% of the maximum proceeds to be received from the IPO.

Our Proposed Acquisition

We entered into a Securities Exchange Agreement with Whitco Company, L.L.P. ("Whitco") in February 2003 (the "Agreement"). Under the Agreement, we have the right to exchange authorized but unissued Common Stock aggregating not less than 80% of our issued and outstanding Common Stock for all of the issued and outstanding partnership units, and all options to purchase partnership units, of Whitco, subject to specified conditions and terms set forth in the Agreement. The exchange will be structured as an exchange of equity. The consideration to be paid by us in acquiring the partnership units, and options to purchase

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partnership units, of Whitco will consist of our issuance of 2,991,368 shares of Common Stock and options to purchase 808,632 shares of Common Stock. We are aware that Whitco intends to reorganize itself as a limited partnership and assign its rights under the Agreement to that limited partnership. For purposes of this prospectus, the term Whitco will apply to both the current limited liability partnership and the proposed limited partnership.

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### The Reconfirmation Offering

This prospectus is to serve as the means by which we are soliciting the investors in our IPO to reconfirm their respective purchases of the Shares in the IPO. We must receive, by no later than April 7, 2003, 45 days from the date of this prospectus, written confirmations from all investors in the IPO. The IPO proceeds will be released to us upon receipt of these written reconfirmations. The IPO proceeds, together with accrued interest, will be returned to those IPO investors who do not provide us with written confirmation within the confirmation period, if the reconfirmation offer is accepted by a sufficient number of other IPO investors.

Whitco Company, L.L.P.

Whitco is a nationwide marketer and distributor of steel and aluminum outdoor lighting poles and related accessories. Founded in 1969, Whitco generates revenue through the sale of poles directly to original equipment manufacturers (OEM's) and indirectly to other third parties through its sales representatives.

### Outstanding Securities

We set forth below a summary of our equity ownership both before the IPO and after giving effect to the completion of our proposed securities exchange with Whitco, as well as other information concerning the securities sold in our IPO. We have assumed, for the purposes of this summary, that all of the investors in the IPO will reconfirm their respective purchases of Shares.

Shares of Common Stock outstanding immediately prior to the IPO.....	150,000
Shares of Common Stock sold in the IPO.....	50,000
Shares of Common Stock issued after the IPO.....	0
Shares to be issued in connection with our acquisition of Whitco.....	2,991,368
Shares to be issued as a fee in connection with the acquisition of Whitco.....	200,000
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Shares to be outstanding after our acquisition of Whitco.....	3,391,368
Use of proceeds from our IPO.....	Payment of deferred offering costs

## Accounting Treatment

The proposed exchange will be treated, for accounting purposes, as a reverse acquisition which results in the recapitalization of Whitco in as much as it is deemed to be the acquiring entity. Whitco will be treated as the acquirer for accounting purposes because the former partners of Whitco will receive a larger portion of the common stockholder interests and voting rights than those retained by our stockholders immediately prior to completion of the acquisition.

## Certain Income Tax Consequences

The acquisition is intended to qualify as a "tax-free reorganization" for purposes of the United States federal income tax laws. As such, our stockholders, as well as the holders of partnership units and options to purchase partnership units of Whitco, who are subject to United States income tax will not recognize gain or loss upon the closing of the acquisition transaction. The acquisition also is not intended to result in the recognition of gain or loss to either us or Whitco in the respective jurisdictions where we and they are subject to taxation. NO OPINION OF COUNSEL, NOR ANY RULING FROM THE INTERNAL REVENUE SERVICE, HAS BEEN OBTAINED IN CONNECTION WITH THE PUBLICATION OF THE FOREGOING INCOME TAX CONSEQUENCES. THIS INFORMATION IS FOR GENERAL INFORMATION ONLY AND YOU SHOULD CONSULT WITH YOUR OWN ACCOUNTANTS AND TAX ADVISORS AS TO THE SPECIFIC TAX CONSEQUENCES OF THE ACQUISITION TRANSACTION TO YOU.

## SUMMARY FINANCIAL INFORMATION

## Wentworth III

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The table below contains certain summary historical and pro forma financial data of Wentworth III. The historical financial data for the period ended December 31, 2002, has been derived from our audited financial statements which are contained in this prospectus. The information should be read in conjunction with those financial statements and notes, and other financial information included in this prospectus.

	For the Year Ended December 31, 2002	From March 7, 2001 to December 31, 2001
Statement of Income Data:		
Net Sales	\$ -0-	\$ -0-
Net Income(Loss)	\$ (18,525)	\$ (1,322)
Net Gain (Loss) Per Share	\$ (.01)	\$ (.01)
Shares Outstanding	200,000	150,000
	As of December 31, 2002	
Balance Sheet Data		
Working Capital (Deficit)	\$ (36,910)	
Total Assets	\$ 47,125	
Long-Term Debt	\$ 0	
Total Liabilities	\$ 39,035	



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Total Shareholders' Equity \$ 8,090

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Whitco

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The table below contains certain summary historical financial data of Whitco. Net income (loss) for purposes of this summary equals the historical net income (loss) adjusted for pro forma taxes, as if Whitco were a C-corporation for tax purposes. The historical and pro forma financial data for the year ended September 30, 2002 has been derived from our audited financial statements which are contained in this prospectus. The information should be read in conjunction with those financial statements and notes, and other financial information included in this prospectus.

	Nine months ended September 30, 2002	Three months ended December 31, 2002
Statement of Income Data:		
Sales	\$10,243,036	\$3,282,406
Net Income (Loss)- Proforma	\$89,672	\$ (43,156)
Net Income (Loss) Per Unit	\$107.26	\$ (51.62)
Partnership Units Outstanding	836	836
	As of September 30, 2002	As of December 31,
Balance Sheet Data		
Working Capital (Deficit)	(\$146,978)	\$ (242,457)
Total Assets	\$6,275,218	\$6,008,173
Long-Term Debt	\$1,838,572	\$1,809,413
Total Liabilities	\$5,137,721	\$4,936,670
Total Partners' Equity	\$1,137,497	\$1,071,503

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Whitco and Wentworth III

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Pro-forma Combined, Condensed Information

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The pro forma information in the table below combines the balance sheet of Whitco and Wentworth III as of December 31, 2002 as if the acquisition was effective on December 31, 2002, and as if certain noteholders of Whitco

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converted \$376,000 of notes into partnership units that will be converted into Wentworth III common stock. The table also combines the statements of operations of Whitco and Wentworth III for the twelve months ended December 31, 2002 as if the acquisition was effective on January 1, 2002. This information is not necessarily indicative of future operations or the actual results that would have occurred had the merger been consummated as of January 1, 2002. This pro forma information should be read in conjunction with the historical and pro forma financial statements included elsewhere in this document.

### ----- Statement of Income Data -----

Sales	\$13,525,442
Loss before pro forma taxes	\$(452,185)
Net Loss after pro forma taxes	\$(461,415)
Net Loss (after pro forma taxes) per share	\$(.14)

### ----- Balance Sheet Data -----

Working capital	\$(375,867)
Total assets	\$6,055,298
Long-term debt	\$1,433,413
Total liabilities	\$4,741,205
Stockholders' equity	\$1,314,093

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### RISK FACTORS

An investment in our securities is highly speculative and subject to numerous and substantial risks. These risks include those set forth below and elsewhere in this prospectus. You should not reconfirm your investment in the Shares you purchased in the IPO unless you can afford to lose your entire investment. Readers are encouraged to review these risks carefully before making any investment decision.

We used an arbitrary basis for determining the offering price of the Shares.

The offering price of the Shares had no relation to the value of our actual or proposed assets or other objective criteria of value, so you may not be able to judge whether or not you are likely to achieve a return on your investment. We arbitrarily determined the offering price of the Shares and such price was not necessarily related to our net worth, assets, earnings, book value or any other objective financial statement criteria. Among the factors considered by us were our lack of operating history, estimates of our business potential, the proceeds to be raised by the IPO, the amount of capital to be contributed by the public in proportion to the amount of stock to be retained by

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stockholders prior to the IPO, our relative requirements and the current market conditions in the over-the-counter market. Accordingly, you should not consider the price you paid for the Shares as any objective indication of our actual value. You are therefore bearing the risk that you are paying more for our Shares than our Common Stock is objectively worth or valued by the public markets. This could result in an insufficient return, or even a loss, on your investment even if we successfully consummate the business combination with Whitco or any other business combination.

There could be conflicts of interest among management which may be adverse to your interests.

Conflicts of interest create the risk that management may have an incentive to act adversely to the interests of other investors. A conflict of interest may arise between our management's personal pecuniary interest and its fiduciary duty to our stockholders. While management would own only approximately four percent (4%) of our outstanding Common Stock after the transaction with Whitco is completed, in the event such transaction is not completed, management would continue to own seventy-five percent (75%), and would therefore continue to retain control. Currently, Kevin R. Keating, President, owns a total of 90,000 shares of Common Stock, comprising approximately 45% of the outstanding shares. Further, management's own pecuniary interest may at some point compromise its fiduciary duty to our stockholders. In addition, both Mr. Keating and Spencer I. Browne, who is our secretary and a director, are currently involved with other blank check offerings and conflicts may arise in the pursuit of business combinations with such other blank check companies with which Mr. Keating, Mr. Browne and other members of our management are, and may be in the future, affiliated. If we and the other blank check companies our officers and directors are affiliated with desire to take advantage of the same opportunity, those officers and directors affiliated with both companies would abstain from voting upon the opportunity. In the event of identical officers and directors, the company that first filed a registration statement with the SEC will be entitled to proceed with the proposed transaction.

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Management can exercise nearly complete control of the Company.

Current management owns 75% of the issued and outstanding Common Stock. Given their large voting control, current management is in the position to elect all of the members of our board of directors and thereby control the policies of our company. Further, management controls a significant portion of the voting power of the Common Stock. As such, our management has substantial influence over our company, which influence may not necessarily be consistent with the interests of our other stockholders.

We have no operating history.

As we have no operating history or revenue and only minimal assets, there is a risk that, if the Whitco transaction is not consummated, we will be unable to continue as a going concern and consummate a business combination. We have had no recent operating history nor any revenues or earnings from operations since inception. We have no significant assets or financial resources. We will sustain operating expenses without corresponding revenues, at least until the consummation of a business combination. This may result in our incurring a net operating loss that will increase continuously until we can consummate a business combination with a profitable business opportunity. In the event the proposed transaction with Whitco is not consummated, we cannot assure you that we can identify a suitable business opportunity and consummate a business combination.

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Currently, there is no public market for your shares.

Escrowed securities can only be transferred under limited circumstances, resulting in little or no liquidity for your investment for a substantial period of time. No transfer or other disposition of the escrowed securities sold in the IPO is permitted other than by will or the laws of descent and distribution, or under a qualified domestic relations order, as defined by the Internal Revenue Code of 1986, as amended, or Title 7 of the Employee Retirement Income Security Act of 1974, or the related rules. Under Rule 15g-8 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), it is unlawful for any person to sell or offer to sell the securities or any interest in or related to the securities held in a Rule 419 escrow account other than under a qualified domestic relations order in divorce proceedings. Therefore, any and all contracts for sale to be satisfied by delivery of the securities and sales of derivative securities to be settled by delivery of the securities are prohibited. You are further prohibited from selling any interest in the securities or any derivative securities whether or not physical delivery is required while the securities are in the Rule 419 escrow account. As a result, you will have little or no liquidity for your investment for a substantial period of time, and may therefore be unable to invest your funds in alternative investments. In the event you elect not to rescind your purchase of Shares and we do not consummate the transaction with Whitco or any other business combination satisfying the requirements of Rule 419, you will have no right to the return of or the use of your funds or the securities purchased until February 6, 2004. You will be offered the return of your funds only under the circumstances set forth in Rule 419, which include upon our entering into any proposed business combination satisfying the requirements of Rule 419.

If the Common Stock is released to you from the escrow account and a viable public market for them does not develop, you will not be able to easily sell your shares, if at all.

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There has not been and may never be a public market for the Common Stock and we cannot assure you that a public market will ever develop. We cannot predict the extent, if any, to which investor interest will lead to the development of a viable trading market in our shares. The absence of a public market could effectively eliminate your ability to sell your shares.

Target companies that fail to comply with SEC reporting requirements may delay or preclude acquisition.

Sections 13 and 15(d) of the Exchange Act require reporting companies to provide certain information about significant acquisitions, including certified financial statements for the company acquired, covering one, two, or three years, depending on the relative size of the acquisition. In the event the business combination with Whitco is not consummated and we identify another suitable business which is already a reporting company, the time and additional costs that may be incurred by some target entities to prepare these statements may significantly delay or essentially preclude consummation of an acquisition. Otherwise suitable acquisition prospects which do not have or are unable to obtain the required audited statements may be inappropriate for acquisition so long as the reporting requirements of the Exchange Act are applicable.

We may be subject to further government regulation which would adversely affect our operations.

Although we will be subject to the reporting requirements under the Exchange Act, management believes we will not be subject to regulation under the Investment Company Act of 1940, as amended (the "Investment Company Act"), since

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we will not be engaged in the business of investing or trading in securities. If we engage in business combinations which result in our holding passive investment interests in a number of entities, we could be subject to regulation under the Investment Company Act. If so, we would be required to register as an investment company and could be expected to incur significant registration and compliance costs. We have obtained no formal determination from the Securities and Exchange Commission (the "SEC" or "Commission") as to our status under the Investment Company Act and, consequently, violation of the Act could subject us to material adverse consequences.

We may not be able to structure our acquisition to result in tax-free treatment for the companies or their shareholders or partners, which could deter third parties from entering into certain business combinations with us or result in your being taxed on consideration received in a transaction.

Currently, a transaction may be structured so as to result in tax-free treatment to both companies and all of its equity holders, as prescribed by various federal and state tax provisions. We intend to structure any business combination so as to minimize the federal and state tax consequences to Wentworth III, Whitco and all of their respective equity holders, or whomever is our eventual target entity, if any. However, we cannot guarantee the business combination will meet the statutory requirements of a tax-free reorganization or that the parties will obtain the intended tax-free treatment upon a transfer of stock or assets. A non-qualifying reorganization could result in the imposition of both federal and state taxes that may have an adverse effect on either or both parties to the transaction as well as their equity holders.

If we raise additional funds through the issuance of our equity securities, or determine to register the Common Stock granted in any business combination, the percentage ownership of our stockholders will be reduced and stockholders will experience dilution which could substantially diminish the value of their common stock.

One of the factors which generally affects the market price of publicly traded equity securities is the number of shares outstanding in relationship to assets, net worth, earnings or anticipated earnings. If a public market develops for our shares, or if we determine to register for sale to the public those shares of Common Stock granted in any business combination, a material amount of dilution can be expected to cause the market price of our Common Stock to decline. Furthermore, the public perception of future dilution can have the same effect even if the actual dilution does not occur.

If we raise additional funds through the issuance of our equity securities, those securities may convey rights, preferences or privileges senior to those of the rights of the holders of Common Stock which could substantially diminish the rights of the holders of Common Stock and the value of their Common Stock.

In order for us to obtain additional capital, we may find it necessary to issue securities conveying rights senior to those of the holders of Common Stock. Those rights may include voting rights, liquidation preferences and conversion rights. To the extent we convey senior rights, the value of our Common Stock can be expected to decline.

If we incur indebtedness, we may become too highly leveraged and would be in risk of default.

There is no contractual limit to the amount of debt we can take on, although we intend to follow a conservative debt policy. If our policy were to change or be eliminated due to unforeseen circumstances, we could become more

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highly leveraged, which could adversely affect our ability to meet our obligations and we would then be in risk of default, which could have a material adverse effect on our financial condition and business prospects.

If we do not qualify our securities in states other than Colorado and Delaware, your resale of any Shares you acquired may be limited.

We offered and sold the Shares only in the State of Colorado. We believe the Common Stock will be eligible for sale on a secondary market basis in other states based upon applicable exemptions from that state's registration requirements; subject, in each case, to the exercise of the broad discretion and powers of the securities commission or other administrative bodies having jurisdiction in each state, and any changes in statutes and regulations which may occur after the date of this prospectus. However, the lack of registration in most states and the requirement of a seller to comply with the requirements of state blue sky laws in order for the seller to qualify for an applicable secondary market sale exemption may cause an adverse effect on the resale price of our securities, as well as the delay or inability of a holder of our securities to dispose of such securities.

If we do not consummate the business combination with Whitco, there is the possibility we will not be able to identify another suitable business for acquisition or merger and we and our stockholders will face uncertainty over the future of our company.

Although we have an existing agreement for a business combination with Whitco, there can be no assurance such transaction will, in fact, be consummated. The proposed transaction is subject to a number of conditions, including satisfactory due diligence review, third party approvals and no material adverse change in Whitco's business. In the event the business combination with Whitco is not consummated, there can be no assurances we will successfully identify, evaluate or conclude a suitable business combination. We cannot guarantee we will be able to negotiate a business combination on favorable terms, and there is consequently a risk that funds allocated to the purchase of our shares will not be invested in a company with active business operations. In the event we fail to complete the business combination with Whitco, or any other transaction in compliance with Rule 419 on or before February 6, 2004, we are required by Rule 419 to promptly return to the IPO investors the funds paid for their Common Stock which are being held in escrow. In such event, your funds could be returned to you with some loss of capital due to expenses.

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### Risks Relating to the Proposed Acquisition

Issuance of Common Stock in the proposed acquisition transaction will result in substantial additional dilution.

The proposed transaction with Whitco will result in our issuing an aggregate of 3,800,000 shares and options to purchase shares of Common Stock. This issuance will result in substantial and immediate dilution to your percentage ownership of Common Stock.

Because a public market for our securities is not likely to develop after the Whitco transaction, you may not be able to sell your securities or achieve liquidity in your investment.

Currently, there is no public market for our securities. It is unlikely a regular trading market will develop when the reconfirmation offering is concluded or immediately following the completion of the proposed acquisition

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with Whitco. You will likely not be able to sell your securities if a regular trading market for our securities does not develop. Further, we can give no assurance such a market could be sustained if a trading market for our securities were to develop, nor that the Shares could be resold at their original offering price or at any other price. Any market for our securities which may develop will very likely be a limited one. In any event, if our securities traded at a low price, many brokerage firms may choose not to engage in market making activities or effect transactions in our securities. Accordingly, purchasers of our securities may have difficulties in reselling them and many banks may not grant loans using our securities as collateral.

We will lack business diversification.

Whitco will be our sole operating business following the proposed acquisition. Accordingly, the prospects for our success will be entirely dependent upon the future performance of a single business. Unlike other entities with resources to consummate several business combinations or entities operating in multiple industries, we do not expect to have the resources to diversify our operations or benefit from the possible spreading of risks or offsetting of losses.

We have a limited ability to evaluate management of a target business.

We expect our present management to play no managerial role in the company following a business combination. Although we have met with the management of Whitco in connection with our evaluation of the proposed business combination, our assessment of management may be incorrect. In evaluating Whitco, we have considered several factors, including the following:

- o experience and skill of management and availability of additional personnel of the target business;
- o costs associated with effecting the business combination;
- o equity interest retained by our stockholders in the merged entity;
- o the financial statements of the target business;
- o growth potential of the target business;
- o capital requirements of the target business;
- o capital available to the target business;
- o competitive position of the target business;
- o stage of development of the target business;
- o degree of current or potential market acceptance of the target business, products and services;
- o proprietary features and degree of intellectual property or other protection of the target business; and
- o the regulatory environment in which the target business operates.

Failure to implement Whitco's business strategy may result in our inability to be profitable.

We anticipate Whitco will pursue an aggressive growth strategy following its acquisition by our company. The success of this growth strategy will depend in large part upon the ability to:

- o develop and expand Whitco's business through the selection of appropriate new markets;
- o acquire, merge with or enter into partnering arrangements with other companies within and related to Whitco's market; and
- o identify, obtain and retain experienced personnel.

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Additionally, Whitco may incur significant start-up costs in connection with entering new markets. There can be no assurance Whitco will achieve its planned expansion goals on a timely basis, if at all, or manage its growth

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effectively. Failure to expand or manage its growth could have a material adverse effect on Whitco's and our financial condition and results of operations.

Even if Whitco is successful in acquiring, merging or partnering with additional companies, there can be no assurance as to how long a period of time accomplishing such profitability will take or the levels of future profitability which may be achieved.

Acquisitions, mergers and partnerships all involve a number of risks, including the diversion of management's attention and finances, issues related to the assimilation of the operations and personnel of the businesses and potential adverse effects on operating results. There can be no assurance that Whitco will find attractive candidates for such arrangements, that such deals can be consummated on acceptable terms, that the demands of any such arrangement can be integrated successfully into Whitco's existing operations or that any such transaction will not have an adverse effect on Whitco's financial condition or results of operations.

There was no independent valuation of Whitco upon which you can base an investment decision.

Because of our lack of suitable financial resources, we are unable to obtain a feasibility study, independent analysis or current market survey of Whitco. Feasibility studies, independent analyses and market surveys are customarily used by companies in determining whether to make an acquisition. Companies which have historically made successful acquisitions have relied upon the information in those documents. If we had the information those documents would have disclosed to us, we may have decided either not to enter into the transaction with Whitco or to attempt to renegotiate the terms and conditions. Accordingly, the terms and consideration we will pay in the Whitco transaction were established through our own analysis and arms-length negotiations with Whitco, and does not necessarily bear any relationship to Whitco's asset value, net worth or other established criteria of value, and should not be considered indicative of the actual value of Whitco or us. You should not consider the number of shares of Common Stock to be issued in the proposed acquisition of Whitco as any indication of our value following completion of the acquisition transaction. Furthermore, neither we nor Whitco has obtained either an appraisal of any entity or their respective securities or an opinion that the acquisition is fair from a financial perspective.

If we are unable to effectively manage the anticipated growth, our business, financial condition and results of operations will suffer.

If Whitco is successful in expanding its business as planned, this growth will place a significant strain on its financial and managerial resources. As part of this anticipated growth, we may have to implement new operational and financial systems and procedures and controls to expand, train and manage employees. If the systems, procedures and controls do not function as planned, our financial condition and results of operations may be significantly impaired. The impairment could result in the failure of our business in which case our stockholders could expect to lose their total investment.

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### FORWARD-LOOKING STATEMENTS

Statements contained in this prospectus include "forward-looking statements" within the meaning of such term under the Securities Act of 1933 and Securities Exchange Act of 1934. Forward-looking statements involve known and unknown risks, uncertainties and other factors which could cause actual financial or operating results, performances or achievements expressed or



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implied by such forward-looking statements not to occur or be realized. Such forward-looking statements generally are based on our best estimates of future results, performances or achievements, based upon current conditions and assumptions. Forward-looking statements may be identified by the use of forward-looking terminology such as "may," "can," "could," "project," "expect," "believe," "plan," "predict," "estimate," "anticipate," "intend," "continue," "potential," "will," "would," "should," "aim," "opportunity" or similar terms, variations of those terms or the negative of those terms or other variations of those terms or comparable words or expressions. These risks and uncertainties include, but are not limited to:

- o general economic conditions in both foreign and domestic markets,
- o cyclical factors affecting Whitco's industry,
- o lack of growth in Whitco's industry,
- o our ability to comply with government regulations,
- o a failure to manage our business effectively and profitably, and
- o our ability to sell both new and existing products and services at profitable yet competitive prices.

You should carefully consider such risks, uncertainties and other information, disclosures and discussions which contain cautionary statements identifying important factors that could cause actual results to differ materially from those provided in the forward-looking statements. We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

### YOUR RIGHTS AND SUBSTANTIVE PROTECTION UNDER SEC RULE 419

Rule 419, promulgated by the SEC under the Securities Act, requires the proceeds of our IPO, after deducting underwriting commissions, underwriting expenses and dealer allowances, if any, to be deposited into an escrow or trust account governed by an agreement that contains certain terms and provisions specified by Rule 419. Of the \$50,000 of gross proceeds from the IPO, \$45,000 has been placed into escrow. Rule 419 permits us to retain up to 10% of the funds to pay for IPO expenses. Additionally, the Shares sold in the IPO were placed into escrow in accordance with Rule 419.

Under Rule 419, the IPO funds will be released to us and the IPO securities will be released to the IPO investors, only after we have met the following three basic conditions:

- o First, we must execute an agreement for an acquisition of a business or assets that will constitute our business and for which the fair value of the business or net assets to be acquired represents at least 80% of the maximum offering proceeds, but excluding underwriting commissions, underwriting expenses and dealer allowances, if any. We have entered into such an agreement to acquire Whitco.
- o Second, we must file a post-effective amendment to the registration statement which includes results of the IPO including, but not limited to, the gross offering proceeds raised to date, amounts paid for underwriting commissions, underwriting expenses and dealer allowances, if any, amounts dispersed to us and amounts remaining in the escrow account. In addition,

we must disclose the specific amount and use of funds disbursed to us to date, including payments to officers, directors, controlling stockholders and affiliates, specifying the amounts and purposes of these payments. We must also disclose the terms of the reconfirmation offer with the

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conditions prescribed by the rules. The post-effective amendment must also contain information regarding the acquisition candidate and business, including audited financial statements. This reconfirmation prospectus is part of a post-effective amendment we filed to comply with this requirement.

- o Third, we must mail a copy of the reconfirmation prospectus to each IPO investor within five business days of the effective date of the post-effective amendment. This prospectus is the reconfirmation prospectus which we believe conforms to the requirements of Rule 419. After we submit a letter to the escrow agent stating we have met the requirements of Rule 419, and after the proposed acquisition is completed, the escrow agent can release the funds and securities.

We entered into an escrow agreement with Key Bank, National Association, pursuant to which Key Bank will hold the IPO proceeds and the stock certificates of the IPO investors in escrow pursuant to Rule 419. If we have not completed a business combination on or before February 6, 2004, all of the IPO proceeds will be promptly returned to the IPO investors, the certificates evidencing the securities comprising the Shares purchased in our IPO will be canceled. Under the terms of the escrow agreement, the funds may only be released upon written notice from us to Key Bank confirming we have met the three conditions described above.

Of the \$50,000 of gross proceeds from our IPO, \$45,000 has been placed into escrow. Rule 419 permits us to retain up to 10% of the funds to pay for the IPO expenses. The IPO funds, and any dividends or interest earned, are being held for the sole benefit of the IPO investors and can only be invested in bank deposits, money market mutual funds, federal government securities or securities for which the principal or interest is guaranteed by the federal government.

### RECONFIRMATION LETTER

If you, an investor in our IPO, decide to accept the reconfirmation offer being made under this reconfirmation prospectus, you should complete and sign a reconfirmation letter in the form that accompanies this prospectus and return it to us using the pre-addressed, postage-paid envelope that also accompanies this prospectus. We will forward a copy of each reconfirmation letter to the escrow agent. You will have 45 business days from the date of this prospectus to reconfirm your purchase of Shares in our IPO. Any IPO investor who fails to complete, sign and return a reconfirmation form so that it is received by us within 45 business days from the date of this prospectus will be deemed to have rejected the reconfirmation offer. Rejecting IPO investors will automatically be sent a check representing the investor's funds that are being held in the escrow account, plus interest on such funds.

The acceptance of the reconfirmation offer by completing, signing, and returning the reconfirmation letter is irrevocable.

### TERMS OF THE RECONFIRMATION OFFER

Each purchaser of Shares pursuant to the Offering has no fewer than 20 business days and no more than 45 business days from the date hereof to reconfirm in writing their desire to invest in us. Please send your written reconfirmation notice to:

Wentworth III, Inc.  
c/o Spencer I. Browne, Secretary  
650 So. Cherry Street, Suite 420  
Denver, Colorado 80246

If we do not receive reconfirmation offers within 45 business days from

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the date hereof, or by April 7, 2003, funds and interest or dividends, if any, held in the escrow account will be sent by first class mail or other equally prompt means to you within five business days. The funds held in the escrow account will be released to us and the securities will be delivered to you at the same time as or after the escrow agent receives a signed representation from us that the requirements of Rule 419 have been met and consummation of the transaction with Whitco.

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### EXCHANGE AGREEMENT

Pursuant to the Agreement, Whitco has agreed to merge with and into a wholly owned subsidiary to be formed by us. The terms of the merger are set forth in the Agreement and consummation of the merger is conditioned upon, among other things, the acceptance of the reconfirmation offer by all holders of the Shares.

Each shareholder who holds Shares and who accepts the reconfirmation offer shall continue to hold his or her share certificate(s) representing our registered Common Stock.

At the effective date of the exchange, 100% of Whitco's issued and outstanding partnership units and options to purchase partnership units will be canceled and we will issue 2,991,368 shares of Common Stock and options to purchase 808,632 shares of Common Stock. The options to purchase partnership units will be replaced with options to purchase Common Stock. The issuance of 3,800,000 shares and options represents 90.48% of our issued and outstanding Common Stock (assuming the exercise of options) and is issued to former Whitco unit and option holders in proportion to their holdings in Whitco. In addition, shares of Common Stock representing 4.76% of the merged entity, will be issued to Keating Investments, LLC. After the merger, assuming that all of our shareholders reconfirm their investment, our shareholders will own approximately 4.76% of the Company (assuming the exercise of options).

The surviving entity will remain our wholly owned subsidiary. After the merger, we anticipate changing our name to Catalyst Lighting Group, Inc.

### DILUTION AND OTHER COMPARATIVE PER SHARE DATA

The following table summarizes, as of the date of this reconfirmation prospectus and assuming that we complete the proposed acquisition of Whitco:

- o the number of shares of Common Stock issued by us;
- o the number of shares issued as a percentage of our total outstanding Common Stock;
- o the aggregate cash and non-cash consideration paid for such shares;
- o the aggregate consideration paid as a percentage of total consideration paid; and
- o the average consideration per share paid for such shares by the IPO investors, our pre-IPO stockholders and the Whitco partners.

For purposes of this summary, (a) we have valued the consideration paid by the Whitco members as the net book value of Whitco as of December 31, 2002 and the conversion of \$376,000 of notes to partnership units subsequent to December 31, 2002, and (b) we assume that we will issue a total of 3,191,368 shares of Common Stock upon consummation of the proposed acquisition (200,000 of which are being paid to Keating Investments, LLC as a fee in connection with the acquisition).

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	Shares of Common Stock Purchased	Percentage of Total Shares	Aggregate Consideration	Percentage of Total Consideration
	-----	-----	-----	-----
IPO investors.....	50,000	1.47 %	\$ 50,000	3.32%
Pre-IPO stockholders.....	150,000	4.42	7,500	0.50%
Post-IPO stockholders.....	200,000	5.89	0	*
Whitco Partnership Unit ....	2,991,368	88.22	1,447,503	96.18%
	-----	-----	-----	-----
Totals.....	3,391,368	100.0%	\$1,505,003	100.0%
	=====	=====	=====	=====

As a result of the completion of our acquisition of Whitco, investors in the IPO, subject to the reconfirmation offering being made under this prospectus, will experience immediate and substantial dilution from the IPO price in the net tangible book value per share of the Common Stock.

For purposes of this discussion, dilution has been calculated based on two triggering events. Dilution has been first calculated as a result of the IPO by subtracting net tangible book value of Wentworth III as of December 31, 2002 from the IPO offering price. Dilution to the IPO shareholders as a result of the merger with Whitco was also calculated based on the pro forma combined condensed financials statements included elsewhere in this document. Net tangible book value for purposes of this discussion is the amount that results from subtracting our total liabilities and intangible assets from our total assets.

At December 31, 2002, Wentworth III had net tangible book value of \$8,090, or approximately \$.04 per share. This results in dilution to the IPO shareholders of \$.96 per share. The pro forma net tangible book value of the combined entities as a result of the acquisition is \$(1,657,269), or approximately \$(-.49) per share. The negative amount is primarily impacted by the \$2,971,362 of goodwill recorded on the books of Whitco, which is deducted for the net tangible book value calculation. Pro forma dilution to the IPO shareholders as a result of the acquisition is an additional \$.53 per share. Total pro forma dilution to the IPO shareholders after the acquisition is therefore \$1.49 per share.

Dilution Table

-----  
Net price per IPO  
-----

Net tangible book value per share at December 31, 2002  
-----

Dilution for IPO to net tangible book value at December 31, 2002  
-----

Net tangible book value per share (deficiency) after merger with Whitco  
-----

Dilution as a result of the merger with Whitco  
-----

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Dilution to the IPO shareholders after merger with Whitco based on IPO price

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### DIVIDEND POLICY

We have never declared or paid any dividends to the holders of our common stock and we do not expect to pay cash dividends in the foreseeable future. We currently intend to retain all earnings for use in connection with the development of our business and for general corporate purposes. Our board of directors will have the sole discretion in determining whether to declare and pay dividends in the future. The declaration of dividends will depend on our profitability, financial condition, cash requirements, future prospects and other factors deemed relevant by our board of directors. In addition, our ability to pay cash dividends in the future could be limited or prohibited by the terms of financing agreements that we may enter into or by the terms of any preferred stock that we may authorize and issue. Accordingly, you will have to look to appreciation in the value of your securities to obtain a return on your investment.

### CAPITALIZATION

In February 2003, we entered into the Agreement with Whitco Company, L.L.P. In accordance with the Agreement, the partners of Whitco will exchange all of their partnership units (including all options to purchase partnership units) for 2,991,368 shares of Common Stock and options to purchase 808,632 shares of Common Stock. The acquisition transaction will be accounted for as a reverse acquisition.

The following table sets forth our capitalization as of December 31, 2002:

- o on an actual basis and
- o on a pro forma, as adjusted basis giving effect to:
  - o our acquisition of Whitco, pursuant to which we will issue:
    - o 2,991,368 shares which includes the shares issued to the noteholders that converted \$376,000 of notes to partnership units subsequent to December 31, 2002.
    - o 200,000 shares of Common Stock to Keating Investments, LLC as a fee in connection with the Whitco transaction

	December 31	
	Wentworth III	Whitco
Long-term debt.....	\$ --	\$ 1,809,4
Stockholders equity:		
Preferred stock, par value \$.01 per share; 10,000,000 shares authorized, no shares issued and outstanding.....	--	-
Common stock, par value \$.01 per share; 40,000,000 shares authorized, 200,000 (actual), 3,391,368 (pro forma) shares issued and outstanding.....	2,000	-
Paid-in capital / Owners' Contribution.....	25,937	655,00
(Accumulated deficit) retained earnings.....	(19,847)	416,50
Total stockholders' equity.....	8,090	1,071,50

USE OF PROCEEDS

We sold an aggregate of 50,000 Shares in our IPO at \$1.00 per Share. The gross proceeds from our IPO were \$50,000, \$45,000 of which has been and remains in an escrow account maintained by Key Bank, National Association in accordance with our escrow agreement and SEC Rule 419. The expenses of our IPO totaled \$32,280.95, composed of the following items:

Type of Expense	Amount of Expense
-----	-----
SEC registration filing fee.....	\$ 11.95
Legal fees.....	23,818.00
Accounting fees.....	5,745.00
Printing costs.....	1,018.00
Blue Sky qualification fees and expenses.....	500.00
Escrow agent fee.....	250.00
Miscellaneous fees and expenses.....	938.00
	-----
Total expenses.....	\$ 32,280.95
	=====

Such expenses are to be paid from the IPO proceeds upon release of such proceeds from escrow. If we do not complete the proposed acquisition of Whitco and do not otherwise complete an acquisition transaction with another company and comply with Rule 419, the escrow funds will be returned to the IPO investors in accordance with Rule 419 promptly after February 6, 2004.

The above listed use of proceeds represents our best estimate of the allocation of the net proceeds from the sale of the Shares sold in the IPO based upon the status of our current plans and current economic conditions. Future events, relevant changes in laws and regulations governing companies such as Whitco and competitive activities affecting our business operations may make shifts in allocation of funds necessary or desirable.

The expenses we anticipate incurring in connection with the reconfirmation offering made under this prospectus are estimated to total \$36,000, which does not include expenses associated with the acquisition. Set forth below are the types and amounts of expenses we anticipate incurring in the reconfirmation offering:

Type of Expense	Amount of Anticipated Expense
-----	-----
Legal fees.....	\$ 25,000.00
Accounting fees.....	10,000.00
Printing costs.....	500.00
Transfer agent fee.....	250.00
Miscellaneous fees and expenses.....	250.00
	-----
Total expenses.....	\$ 36,000.00
	=====

We are subject to the reporting requirements of the Exchange Act and, in accordance with these requirements, we are obligated to file reports, proxy statements and other documentation with the SEC. We also intend to furnish our stockholders with annual reports containing audited financial statements and other periodic reports as we deem appropriate or as may be required by law. These reports, proxy statements and other documentation will contain information

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concerning the actual usage of the proceeds of our IPO and any changes in our anticipated allocations of the proceeds from those set forth above.

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### PLAN OF OPERATION

We have no operating business and all our activities since inception have been related to our formation and completing our initial public offering in which we raised \$50,000 of gross proceeds from the sale of 50,000 Shares. Our ability to continue operations is contingent upon completing a business combination. To date, we have not incurred any material costs or expenses other than those associated with formation of the company, our IPO and this reconfirmation prospectus. In November 2002, we completed our IPO. Pursuant to Rule 419 promulgated under the Securities Act, the gross proceeds from the offering of \$50,000, less 10% for expenses incurred in connection with the IPO, are being held in escrow and, as of December 31, 2002 we had cash on hand of \$47,125 including such escrowed funds. We will use the net proceeds of our IPO, together with the income and interest earned thereon, if any, to pay for the expenses of the IPO. We do not have discretionary access to any income on the monies in the escrow account and stockholders will not receive any distribution of the income or have any ability to direct the use or distribution of any such income. Thus, any such income will cause the amount in escrow to increase. No cash compensation has been paid to any officer or director in their capacities as such. Since the role, if any, of present management after a business combination is uncertain, we cannot determine what remuneration, if any, will be paid to present management after a business combination.

If we do not complete a business combination within eighteen months from the date of the commencement of our IPO, the escrow agent will return the escrowed funds to the IPO investors on a proportionate basis, with interest, if any, in accordance with SEC Rule 419.

We have entered into the Agreement, dated as of February 12, 2003, with Whitco Company, L.L.P. The Agreement calls for our acquisition of the issued and outstanding partnership units, and all options to purchase partnership units, of Whitco in exchange for 2,991,368 shares of Common Stock and options to purchase 808,632 shares of Common Stock.

The closing of the transaction contemplated by the Agreement is conditioned upon a number of factors, including satisfactory due diligence reviews, our filing and causing to become effective a post-effective amendment to our registration statement on Form SB-2 in compliance with SEC Rule 419 and reconfirmation of investment by all investors who purchased Shares. The proceeds from our IPO currently held in escrow will be released to us, and the Shares sold will be released to the purchasers, if we close the transaction contemplated by the Agreement, our post-effective amendment to our registration statement is declared effective and all purchasers in the IPO reconfirm their investment in our company. No assurance can be given that the due diligence reviews contemplated by the Agreement will be completed satisfactorily, that our post-effective amendment to our registration statement will be declared effective by the SEC, that a sufficient number of purchasers in our IPO will reconfirm their investments in our company or that all other conditions necessary to close the transactions contemplated by the Agreement will be successfully completed and that we will acquire Whitco.

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### THE SECURITIES EXCHANGE AGREEMENT

We entered into the Agreement with Whitco as of February 12, 2003.

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Pursuant to the terms of the Agreement, we intend to acquire Whitco through an exchange of all of their partnership units and options to purchase partnership units for 2,991,368 shares of Common Stock and options to purchase 808,632 shares of Common Stock. The options represent options issued to key employees of Whitco from June 2000 through December 31, 2002. The options are converted on the same basis as the Common Stock. The exercise price, on a converted basis, is \$0.30/share for 350,125 shares and \$0.86 for 458,507 shares. The options will continue under the original terms of the option agreement. If not previously exercised, the options will expire over the years of 2011 to 2013. Whitco will become a subsidiary of ours as a result of such transaction and will be our sole operating business as a result of the exchange.

The completion of the acquisition is contingent upon, among other things:

- o a sufficient number of IPO investors reconfirming their purchases of Shares in our IPO;
- o satisfactory results of due diligence reviews by all parties to the acquisition transaction; and
- o customary closing conditions.

A copy of the Agreement is attached as Appendix A to this reconfirmation prospectus. Neither you, nor any other stockholder of our company, are being asked to approve the Agreement or the acquisition contemplated thereby.

### BUSINESS OF WHITCO

#### Overview

Whitco is a nationwide marketer and distributor of steel and aluminum outdoor lighting poles. Founded in 1969, Whitco generates revenue through the sale of poles directly to Original Equipment Manufacturers (OEM's) and indirectly to other third parties through its own sales representatives. Whitco seeks to become the preferred marketer and distributor of steel and aluminum lighting pole structures and accessories, and may attempt to acquire or develop additional subsidiaries to pursue additional market opportunities. Whitco believes the necessary systems and people are in place to aggressively grow and expand in its defined markets.

In June 2000, Whitco was acquired from its original owners by an investment group led by Dennis Deppenbusch, who currently serves as Whitco's managing partner and is expected to become Chief Executive Officer of the Company upon consummation of the exchange.

Whitco divides the light pole industry into eight different areas serving four distinct market segments. Whitco's participation in each area and segment is presented in the table below.

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Area	Commercial And Industrial	City and County	Utility and Municipality	Department of Transportation
Area	Yes	Yes	Yes	No
Sports	Yes	Yes	Yes	No



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Highmast	Yes	Yes	Yes	No
Street/Roadway	Yes	Yes	Yes	No
Traffic Control	No	No	No	No
Decorative	No	No	No	No
Sign Structure	No	No	No	No
Communication Tower	No	No	No	No

Whitco has and will continue to operate in the commercial and industrial lighting ("C&I"), city and county and utility and municipality segments. The C&I segment of the market represents the commercial sales area of the market, primarily commercial real estate developments and industrial development areas not related to governmental areas. City and County segments are those areas developments directed by local governments without the involvement of federal highway funds. In some cases Whitco lighting agents also place sales emphasis on local developments by cities and counties. Utility and Municipality represent those developments directed by local utilities or municipal developments in which the local utility controls the lighting aspects of the real estate development, without the involvement of federal highway funds. In local areas, a utility may direct the installation of lighting in areas and provide a usage fee to the local government for that lighting area. In some cases, Whitco lighting agents sell to utilities. Department of Transportation segments represent those areas involving the deployment of both local and federal highway funds with specifications directed by both the local (or state) governments as well as the federal government. Whitco rarely participates in the DOT business segment as it is a different sales channel than traditionally served by the Company.

Whitco markets area and sports lighting products through its catalog and via the Internet at [www.whitcopoles.com](http://www.whitcopoles.com).

Products and Services

All of Whitco's poles are made to order and are sold either directly to OEM's through sales representatives from their primary offices in Fort Worth, Texas or indirectly through sales representatives (known in the lighting industry as lighting agencies).

OEM's sell existing lines of lighting fixtures. Some OEM's manufacture lighting poles as well, while other source pole manufacturing on a private label basis through companies such as Whitco. Whitco sells poles which complement existing fixture lines, provides engineering expertise and has specialty design features to allow the poles to be easily integrated with the lighting fixture. The entire unit (pole and fixtures) is then shipped to the customer under the OEM brand name. Although some OEM's manufacture their own poles, they often require Whitco's poles because they do not have the capability to manufacture the poles required for a specific order. When selling to an OEM, Whitco arranges shipment direct to the project location for final assembly and installation. Whitco has the capability to join an OEM on national account bids. In 2002, Whitco sold to approximately 32 OEM customers.

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Whitco has contracts in place with approximately 76 lighting agencies, each in separate, defined geographic territories throughout the United States. These agencies primarily sell fixtures and Whitco's poles complement their product line. Whitco works diligently to find the most appropriate agency in a territory to sell its products and further strives to have that agency sell only poles manufactured by Whitco. A typical order will come from an agency for shipment direct to a construction location with billing routed through the electrical distributor or contractor. Terms are predominantly, net 30 days.

For the complete 12 months ended December 31, 2002, no customer accounted for more than 17% of Whitco's total net revenues. Whitco believes it gains and keeps top lighting agents through competitive pricing, timeliness and the ability to effectively deliver needed technical information on specified products.

Whitco purchases raw steel tubes from both domestic and foreign suppliers. Whitco primarily relies on a single manufacturer to supply steel tubes, but also places orders with three other suppliers. The raw steel tubes are held in inventory at one of two designated manufacturing locations in Fort Worth, Texas. These manufacturers complete all stages of pole fabrication, including painting and attaching a steel base. All operational aspects of manufacturing, including inventory control, purchasing, adherence to specifications and shipping are performed by Whitco. Whitco has no financial responsibility for raw aluminum product inventory as the poles are made to order and, once completed, shipped directly from the manufacturer to the customer.

Once an order has been placed in production, the time until completed poles are ready for shipment is approximately one week, while larger orders can take up to three weeks. Whitco has the ability to engineer and design customized products through its proprietary design and engineering capabilities.

Whitco has a staff of 12 full-time employees which serves the sales, marketing, technical and engineering needs of its customers, as well as manages the processes for the ordering, production and delivery of raw and finished materials.

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### Business Strategy

Virtually all of Whitco's revenues are currently generated in the C&I market. It is the intent of Whitco to continue serving this niche while seeking to acquire or start new business ventures within this segment in an attempt to increase market share. The focus on the C&I market is the result of Whitco's historical expertise in this market and the fact that most of Whitco's lighting agents and OEM customers are focused on this area.

Whitco is placing particular emphasis on the C&I market, and in particular the sports, high mast and area lighting areas. The sports lighting area represents those venues lit by outdoor lighting for night time play. This ranges from professional sports venues to local parks and recreation areas. Whitco has the ability to complete pre-wiring for its sports lighting products prior to shipment. High mast is those installations requiring large area lighting needs of commercial areas. These represent typical heights of 55 feet or higher with multiple fixtures installed at the top of the pole. Area lighting typically represents the lighting of an outdoor area such as parking lots.

### Competition

Whitco competes with pole manufacturers as well as those OEM's which

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manufacture poles themselves. Whitco competes against exclusive pole manufacturers such as K-W Industries, United Lighting Standards and Valmont Industries. Some OEM companies that also manufacture poles include Hubbell Lighting, Cooper Lighting, Musco Lighting (sports segment only) and Ruud Lighting.

### History

Whitco dates its original history to 1969, when Whitco was formed by the Pritchard family in Fort Worth, Texas. Whitco has been profitable from its founding through today. On June 30, 2000, Whitco was acquired by a group of three investors led by Dennis Depenbusch. On May 1, 2002, two of the three original investors were bought out by a replacement investor group again led by Dennis Depenbusch.

Whitco was originally formed to provide both lighting and pole products. During the 1980's Whitco made the decision to concentrate on steel pole products sold through agents and OEM's throughout the United States. Upon acquisition of Whitco in June 2000, Whitco expanded its product offering to include additional steel products as well as aluminum poles. In 2002, Whitco further expanded its product line to include pre-wired products for the sports lighting segment.

### Management Experience

Whitco believes that it enjoys significant advantages over other companies within its industry, including the advantage generated by the experience of its management team. We believe Whitco's management has the needed experience, talent and knowledge to grow and prosper in this industry. Set forth below is a brief description of the business experience and background of Whitco's executive officers, based upon information they have supplied to us.

#### Dennis H. Depenbusch - Managing Partner

Mr. Depenbusch, 39, has been managing partner of Whitco Company, LLP since its acquisition in June of 2000. Prior to his leading the acquisition of Whitco, he was a Vice President for Euronet Worldwide from May 1995 to June 2000. During his tenure with Euronet, a technology company based in Leawood, Kansas, he assisted in building its country operations in Poland, Germany and the United Kingdom, as well as contributed to Euronet's acquisition of venture capital investment and eventual listing on the NASDAQ (EFT). Mr. Depenbusch holds an MBA, Summa Cum Laude, and a BS in Business from the University of Kansas. Mr. Depenbusch is expected to become the Chief Executive Officer and Chairman of the Board of Directors of the Company upon consummation of the merger.

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#### Henry M. Glover - President/CEO

Mr. Glover, 46, joined Whitco in January 2002 as the President. Mr. Glover has twenty years of experience in the lighting industry in key leadership roles. These assignments included work for three of the larger lighting conglomerates in the country: Genlyte Thomas, USI Lighting and Lithonia Lighting. Mr. Glover has held senior level positions in sales and operational management for these companies. In 2001, Mr. Glover was CEO and principal of iCareers, LLC, an Internet recruiting site focused on lighting placements. From 1996 to 2000, he was General Manager of Wide-Lite, a subsidiary of Genlyte Thomas. Mr. Glover has an MBA from the University of Georgia and a BS in Economics from the College of Charleston. Mr. Glover is expected to become President and a member of the Board

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of Directors of the Company upon consummation of the merger.

Kevin B. Medlin - Vice President of Sales

Mr. Medlin, 42, joined Whitco in October 2001 as its national sales manager. Mr. Medlin has over twenty years experience in the lighting industry in both electrical distribution and sales management for a major lighting manufacturer. Prior to joining Whitco, Mr. Medlin was employed by Thomas Lighting a division of Genlyte Thomas as a Regional Sales Manager for the West/Central Region from 1996 to 2001. Mr. Medlin has a BS in Business Administration from the University of Texas.

Thomas S. Lach - Vice President of Engineering

Mr. Lach, 34, joined Whitco in October of 2000. Mr. Lach has over 11 years experience in steel structural design and engineering. Prior to joining Whitco, Mr. Lach worked for GE Sports Lighting Systems, Fort Worth, Texas as manager of engineering from 1998 to 2000. From 1997 to 1998, he worked as Vice President of Engineering for Trans American Power Products, Houston, Texas. Mr. Lach previously was a project engineer for Valmont Industries in Valley, Nebraska. Mr. Lach has a BS in Mechanical Engineering from the University of Missouri, Rolla and has a PE in Civil Engineering for the State of Nebraska.

James K. "Kip" Pritchard - Vice President

Mr. Pritchard, 47, has been with Whitco for 24 years in sales. Prior to the acquisition, he was President of Whitco. Mr. Pritchard has a BS Degree in Business Administration from Texas Wesleyan University in Fort Worth, Texas.

### Risk Factors Affecting Whitco's Business Operations

We have set forth below a number of risk factors affecting Whitco's business operations.

There is intense competition in Whitco's industry.

There are numerous competitors in the fields in which Whitco is currently involved and in which it intends to enter, all of which have developed product lines and established customer followings. In many cases, Whitco's competitors have far greater financial and other resources. Whitco also expects competition to increase in the future. Increased competition is likely to result in price reductions, reduced gross margins and loss of market share, any of which could harm Whitco's net revenue and results of operations. Whitco competes or will potentially compete with a variety of companies, many of which have operated for a longer period of time and have significantly greater financial, technical, marketing and other resources. Some of these competitors have established relationships with leading manufacturers, suppliers, wholesalers, distributors and sales representatives. These competitors include national wholesalers and national and regional distributors, some of which Whitco already has existing relationships with. Although Whitco could harm its existing relationships, they feel that directly competing against them in a related but different segment of the market will not harm its existing business or those relationships. Further, Whitco may face a significant competitive challenge from alliances entered into between and among its competitors, as well as from larger competitors created through industry consolidation. The combined resources of these partnerships or consolidated entities could pose a significant competitive challenge to Whitco and could impede Whitco in or prevent it from establishing relationships which would be most beneficial to it.

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Whitco is dependent on a few manufacturers to make the tubes required for its business.

Whitco's primary business is selling lighting poles in a variety of market segments. Although Whitco owns the raw materials, it relies on fabricators to turn the steel tubes into the poles it sells. Currently, Whitco has written agreements with only two such pole fabricators, making them substantially dependent on these two companies. Although there are multiple fabricators with which Whitco could enter into agreements, the deterioration or cessation of either relationship could be expected to have a material adverse effect, at least temporarily, on Whitco as it attempts to negotiate a deal with other manufacturers of lighting poles.

Federal and state regulation of the areas in which we operate, as well as the need for licenses and authorizations, could harm Whitco's business.

Whitco is subject to regulation under federal, state and local laws and regulations with respect to the sale of its poles for various products. These regulations are subject to changes which could harm Whitco's business. Additionally, if Whitco fails to receive or maintain needed licenses and authorizations, or if obtaining such approvals takes too long or costs too much, their financial condition and results of operations could expect to be materially adversely affected.

Whitco may be subject to lawsuits as a result of the manufacture, design and installation of its lighting poles.

Whitco is currently not involved in any legal proceedings. Although Whitco does not manufacture or install the lighting poles it designs and sells, Whitco still faces the risk of lawsuits from property owners, federal and state governments and any injured parties from any accidents occurring as a result of the manufacture, design or installation of the lighting poles and fixtures. Any such lawsuit, even if without merit, could divert needed time, money and other resources from operating Whitco's business. Although Whitco currently has property, general liability and product liability insurance in amounts it believes to be adequate, Whitco can give no assurance that such insurance will remain available at a reasonable price or that any insurance policy would offer coverage sufficient to meet any liability arising as a result of a claim. The obligation to pay any substantial liability claim could render Whitco insolvent and could force it to curtail or suspend operations, which would have a material adverse effect on our company and your investment in our company. Additionally, Whitco's failure to implement and maintain a quality control program with respect to the manufacture and installation of its poles could increase the risk that it becomes liable for any injury that may occur from one of its poles.

Efforts to protect intellectual property or the alleged misuse of the intellectual property of others may cause Whitco to become involved in costly and lengthy litigation.

Whitco's success depends in part on its ability to obtain and preserve patent, trademark and other intellectual property rights covering the names of Whitco's various subsidiary companies, their software created in connection with office systems, services and products and the pole designs they have created. Whitco does not currently have any trademark or patent protection but is actively seeking it. The process of seeking trademark and patent protection can be time consuming and expensive and no assurances can be given that (i) patents or trademarks will actually be issued, (ii) new patents will be sufficient in scope to provide meaningful protection or any commercial advantage or (iii) others will not independently develop similar products or design around any patents Whitco is issued. If Whitco fails to protect its intellectual property from infringement, other companies may offer competitive products. Protection of

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our intellectual property could result in costly and lengthy litigation, diverting resources which would otherwise be dedicated to managing the business.

Whitco has employees which, if lost, could substantially harm Whitco's business and future prospects.

Our future success depends, in significant part, upon the continued service of our management and other key personnel. We do not maintain "key person" life insurance on any of our executives. The loss of the services of Henry Glover, our President and CEO, or Tom Lach, our Vice-President of Engineering, or one or more of our other executive officers or key employees could have a material adverse effect on our business. Our future success also depends on our ability to attract and retain highly qualified engineering, technical, sales, customer service and managerial personnel. Competition for such personnel is intense, and we may not be able to attract or retain a sufficient number of highly qualified employees in the future. Failure to hire and retain personnel in key positions could materially and adversely affect our business.

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Whitco's failure to maintain its controls and processes over billing and collecting or the deterioration of the financial condition of its payors could reduce its cash collections and increase its accounts receivable write-offs.

The collection of accounts receivable requires constant involvement by management. Some of Whitco's payors may experience financial difficulties, or may otherwise not satisfy their accounts when due, which would cause Whitco to expend additional financial and personnel resources to collect such monies. In some cases, it may result in write-offs. There can be no assurance Whitco will be able to maintain its current levels of collectibility. If Whitco is unable to properly bill and collect its accounts receivable, its results and financial condition will be adversely affected.

Whitco may need to expend time and financial resources to learn and compete in those parts of the industry which it intends to enter for the first time.

Whitco's current business strategy contemplates entering parts of the industry in which it has not previously competed. Although these segments of the market are directly related to the current market in which Whitco competes, it is expected to take time and financial resources to learn the nuances of these segments, as well as to execute on the business plan and integrate these new parts of the business into Whitco's existing business. Any failure in these new markets or failure to successfully integrate them into Whitco's existing business could be expected to have a material adverse effect on Whitco's financial condition and results of operations.

Whitco may not be able to successfully integrate acquired businesses, if any, which could result in a slowdown in cash collections and ultimately lead to increases in accounts receivable write-offs.

We anticipate Whitco's acquisition strategy will result in a labor-intensive process to integrate new businesses into Whitco's existing business. This can shift focus away from Whitco's existing business. The successful integration of an acquired business is also dependent on the size of the acquired business, the complexity of system conversions, the resolution of disputes regarding multiple sales representatives in a given geographic area and management's execution of the integration plan. If Whitco is not successful in integrating acquired businesses, its results may be adversely affected.

Whitco is substantially dependent on the construction cycle and the infrastructure needs of federal, state and local governments.

Whitco's primary market segments include sports arenas, area lighting (parking lot lighting for shopping malls and apartment complexes, for example), high mast lighting and roadway lighting. In the private sector, Whitco is dependent on the construction industry to continue building the arenas and other complexes which require lighting poles. With regard to roadway lighting, Whitco is dependent on the needs and financial health of federal, state and local governments. Both the private and public sectors are highly dependent on general economic conditions. Accordingly, any reduction in the construction cycle, dip in the economy or deterioration of the financial health of the federal and state governments could be expected to have a material adverse effect on the business and financial condition of Whitco.

Whitco is dependent on the price of steel.

Whitco makes the majority of its lighting poles out of steel. Accordingly, profit margins are dependent on the price of the raw steel tubes purchased from time to time. Due to its size relative to the size of the world's largest raw steel purchasers, Whitco has no impact on or ability to control or otherwise manage the price it pays for raw steel. The major steel purchasers could either mark prices down, which could result in decreased revenues for Whitco as they pass the savings on to their customers, or cause an increase in prices, which could also reduce Whitco's profit margin if it is determined that customers would rather delay their purchases than pay higher prices or if customers would purchase poles from a cheaper source. Although Whitco could buy more steel when prices are low and less steel when prices are high, such a strategy could lead to either excess inventory, which would lead to increased fabrication and storage costs, or insufficient inventory. Accordingly, Whitco's dependence on the price of raw steel could be expected to have a material adverse effect on Whitco's business and financial condition.

The threat of war or other military action could affect Whitco's business.

In the event the United States is involved in a war or other military action, such activity could affect the price and availability of raw steel, the availability of government funds for lighting poles, the construction industry and the economy in general. Any of these reactions to a military action could be expected to have a material adverse effect on Whitco's business and financial condition.

Management and its affiliates will have control of the Company.

Our anticipated management following the transaction will control 50.36% of the total voting power of our company. Given their large voting control, it is expected that management will exert nearly total control over the policies of our company. Further, the anticipated management will have the ability, through exercise of options, to acquire additional shares of Common Stock. As such, management will have substantial influence over our company, which influence may not necessarily be consistent with the interests of our other stockholders.

#### Legal Proceedings

Whitco is not a party to nor is it aware of any existing, pending or threatened lawsuits or other legal actions.

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### Seasonality

The lighting industry is not seasonal in nature, but construction of the facilities or roads where the lighting structures may be placed is seasonal depending on the geographic location of the project.

### Employees

Whitco currently has twelve full-time employees, including its two executive officers, three employees performing sales and marketing functions, two performing engineering, drafting and quotations functions, one in production control and dispatch and four performing customer service and clerical duties. Accounting and finance services are currently outsourced. We also have sales representative agreements in place with approximately 76 sales representatives across the continental United States. They are not employees of Whitco, but they do receive commissions based on sales.

### Properties

Whitco leases space in Fort Worth, Texas. These facilities serve as its corporate headquarters and operations center. The facilities encompass approximately 2,704 square feet of space at a fixed rental cost of \$3,347 per month. The lease expires November 14, 2003.

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## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS OF WHITCO

### Securities Exchange Agreement

In January 2003, Whitco entered into the Agreement with Wentworth III, Inc. We will issue an aggregate of 2,991,368 shares of common stock and options to purchase 808,632 shares of Common Stock for all of Whitco's issued and outstanding partnership units, as well as those units for which options are currently held. This transaction will be accounted for as a reverse acquisition which results in the recapitalization of Whitco in as much as it is deemed to be the acquiring entity for accounting purposes. Accordingly, the combination will be recorded as a recapitalization of Whitco, pursuant to which Whitco will be treated as the continuing entity for accounting purposes and the historical financial statements presented will be those of Whitco. Upon the completion of the transaction, Whitco will continue to operate as a wholly-owned subsidiary of Wentworth.

Therefore, based on the above transaction, we have provided management's discussion and analysis of financial condition and results of operations for Whitco.

### RESULTS OF OPERATIONS

#### Critical Accounting Policies and Estimates

Whitco's condensed financial statements have been prepared in accordance with accounting principles generally accepted in the United States, which require Whitco to make estimates and judgments that affect the reported amount of assets, liabilities, revenues and expenses, and the related disclosures. A summary of those significant accounting policies can be found in Whitco's Notes to the Consolidated Financial Statements included in this report. The estimates used by management are based upon their historical experiences combined with management's understanding of current facts and circumstances. Certain of



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Whitco's accounting policies are considered critical as they are both important to the portrayal of Whitco's financial condition and the results of its operations and require significant judgments on the part of management. Management believes that the following represent the critical accounting policies of Whitco as described in Financial Reporting Release No. 60, "Cautionary Advice Regarding Disclosure About Critical Accounting Policies," which was issued by the Securities and Exchange Commission: inventory, goodwill, allowance for doubtful accounts, and warranty policy.

Whitco states inventory at the lower of cost or market, determined under the first-in, first-out method. Whitco maintains a significant amount of raw material inventory to serve future order demand of customers. While management believes its processes for ordering and controlling inventory are adequate, changes in economic, or industry conditions may require Whitco to hold inventory longer than expected or write outdated inventory off as the result of obsolescence.

During fiscal 2001, Whitco amortized goodwill using a fifteen-year life. Beginning January 1, 2002, Whitco adopted Statement of Financial Accounting Standards No. 142 (SFAS 142) "Goodwill and Other Intangible Assets," and as a result ceased amortizing goodwill. Whitco tests goodwill for impairment annually or on an interim basis if an event or circumstance occurs between the annual tests that may indicate impairment of goodwill. Impairment of goodwill will be recognized in operating results in the period it is identified.

Whitco utilizes its best estimate for allowance for doubtful accounts based on past history and accruing the expense as a percentage of sales. Whitco grants credit to distributors of sports and area lighting poles located throughout the United States of America. Collateral is generally not required for trade receivables. While management considers Whitco's process to be adequate to effectively quantify its exposure to doubtful accounts, changes in economic, industry or specific customer conditions may require an adjustment of the allowance for doubtful accounts.

Whitco's customers receive a one year product warranty for defects in material and workmanship providing repair or replacement or refund of the purchase price. Whitco provides an accrual as a reserve for potential warranty costs based on historical experience and accruing as a percentage of sales. While management considers Whitco's process to be adequate to effectively quantify its exposure to warranty claims based on historical performance, changes in warranty claims on a specific or cumulative basis may require Whitco to adjust its reserve for potential warranty costs.

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Three months ended December 31, 2002 compared to the three months ended December 31, 2001

The unaudited financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information. In our opinion, we have included all adjustments (consisting only of normal recurring accruals) considered necessary for a fair presentation.

Revenue. For the three months ended December 31, 2002, the recognized revenue of Whitco was \$3,282,406. For the three months ended December 31, 2001, the recognized revenue of Whitco was \$3,637,142. Cost of goods sold in the quarter ended December 31, 2002 was \$2,172,735, which generated a gross margin of 33.80%, versus 34.95% for the quarter ended December 31, 2001. The decline in sales and gross margin can be attributed to the shipment of one project in the quarter 2001 that resulted in revenue totaling approximately \$1.3 million with

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over 50% gross margin. Whitco did not benefit from a similar project in 2002.

Other operating costs and expenses. For the three months ended December 31, 2002, operating expenses totaled \$1,104,146, compared to \$1,019,312 for the three months ended December 31, 2001, respectively. The increase in operating expenses resulted from the increase in product development, travel, health insurance and legal and accounting expenses as described below. Included in other operating costs and expenses are non-cash costs related to amortization expense incurred of approximately \$0 for the three months ended December 31, 2002, and of \$57,449 for the three months ended December 31, 2001. The decrease in amortization expense is the result of Whitco's adoption of Statement of Financial Accounting Standards No. 142 (SFAS 142) in January 1, 2002. This change in policy resulted in the elimination of amortization of goodwill.

Product development expense. For the three months ended December 31, 2002 product development expense was \$107,091, compared with \$4,255 for the three months ended December 31, 2001. The increase in product development for the comparative three-month period is principally attributable to the further development of Whitco's sports lighting product offering.

Travel expense. For the three months ended December 31, 2002 was \$37,821, compared with \$14,681 for the three months ended December 31, 2001. The increases in travel expense for the comparative periods reflect additional travel and customer visitations during the period.

Health insurance expense. For the three months ended December 31, 2002 was \$26,226, compared with \$12,012 for the three months ended December 31, 2001. The increases in health insurance for the comparative periods reflect a general increase in premiums as well as additional employees choosing to participate in the program.

Legal and Accounting Expense. For the three months ended December 31, 2002 was \$27,741, compared with \$18,707 for the three months ended December 31, 2001. The increases in legal and accounting for the comparative periods reflect additional expenses in the period for expenses related to the change in fiscal year in accounting fees and legal fees associated with the merger described herein.

Interest expense. Interest expense for the three months ended December 31, 2002 was \$71,519, compared with \$71,048 for the three months ended December 31, 2001. The increase in interest expense for the comparative periods reflect the increase in both the operating credit line as well as an increase in subordinate debt.

Year ended December 31, 2002 compared to the year ended December 31, 2001

In 2002, Whitco changed its fiscal year end from December 31, to September 30. For purposes of a financial comparison of 12 month results, Whitco is combining its September 30, 2002 9 month year end audited numbers with its 3 month reviewed financial results. The combination of the pro-forma 12 months ended December 31, 2002 is summarized in the following table.

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Quarter Ended 12/31/02	9 Months Ended 9/30/02	12 Months Ended 12/31/02	12 End 12/

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Sales	\$3,282,406	\$10,243,036	\$13,525,442	\$11,784,438
Cost of Sales	\$2,172,735	\$7,169,790	\$9,342,525	\$7,842,525
Gross Margin on Sales	\$1,109,671	\$3,073,246	\$4,182,917	\$3,941,913
General Selling and Administrative Expenses	\$1,104,146	\$2,700,835	\$3,804,981	\$3,053,662
Amortization of Goodwill	\$0	\$0	\$0	\$22,500
Income from Operations	\$5,525	\$372,411	\$377,936	\$61,906
Interest Expense	\$71,519	\$224,677	\$296,196	\$296,196
Income (Loss) Before Pro Forma Income Taxes	(\$65,994)	\$147,734	\$81,740	\$32,610
Pro Forma Income Taxes	\$22,838	(\$58,062)	(\$35,224)	(\$1,000)
Pro Forma Net Income (Loss)	(\$43,156)	\$89,672	\$46,516	\$31,610

Revenue. For the twelve month period ended December 31, 2002, the recognized revenue of Whitco was \$13,525,442. For the year ended December 31, 2001, the recognized revenue of Whitco was \$11,784,438. Cost of goods sold for the twelve month period ended December 31, 2002 was \$9,342,525, which generated a gross margin of 30.9%, versus 33.0% in 2001. The decrease in gross margin percentage for the comparative twelve-month period is principally attributable to the product mix sold in 2002 vs. 2001 as lower margin category products were sold during 2002. One particular project in 2001 contributed primarily to this difference; the project, shipped in the quarter ended December 31, 2001 resulted in revenue totaling approximately \$1.3 million with over 50% gross margin.

General Selling and Administrative Expenses. For the twelve month period ended 2002, General Selling and Administrative expenses totaled \$3,804,981 compared to \$3,053,662 for the year ended December 31, 2001, respectively. The increase in operating expenses resulted from the salaries, wages and benefits, increase in commissions, product development, travel and entertainment, accounting, legal and professional fees.

Salaries, Wages and Benefits for the twelve month period ended December 31, 2002 was \$1,158,929 compared with \$820,588 for the year ended December 31, 2001. The increase in salaries, wages and benefits reflects primarily an increased headcount dedicated to the sales and administration effort at Whitco. Salaries, exclusive of payroll taxes and fees were \$950,899 for the twelve month period ended December 31, 2002, and \$721,730 for the year ended December 31, 2001. As a percentage of gross sales, salaries, wages and benefits were 8.6% of sales in the twelve month period ended December 31, 2002, and 7.0% of sales for the year ended December 31, 2001.

Commissions for the twelve month period ended December 31, 2002 was \$1,900,600 compared with \$1,705,684 for the year ended December 31, 2001. The increase in commission expenses reflects increases in overall sales volume. As a percentage of gross sales, commissions were 14.1% of sales in the twelve month period ended December 31, 2002, and 14.5% of sales for the year ended December 31, 2001.

Product Development for the twelve month period ended December 31, 2002 was \$131,483 compared with \$4,255 for the year ended December 31, 2001. The increase in product development expense reflects additional investment in Whitco's further development of a sports lighting line.

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Travel and Entertainment for the twelve month period ended December 31, 2002 was \$113,502 compared with \$58,619 for the year ended December 31, 2001. The increase in travel and entertainment expense reflects additional sales travel related to additional customer and supplier trips taken during the year.

Accounting, Legal and Professional Fees for the twelve month period ended December 31, 2002 was \$113,736 compared with \$67,700 for the year ended December 31, 2001. The increase in Accounting, Legal and Professional Fees reflects accounting and legal expenses related to the current merger described herein.

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Included in general and administrative expenses are non-cash costs related to amortization expense incurred of approximately \$0 for the twelve months ended December 31, 2002, and \$229,797 for the year ended December 31, 2001. The decrease in amortization expense is the result of Whitco's adoption of Statement of Financial Accounting Standards No. 142 (SFAS 142) in January 1, 2002. This change in policy resulted in the elimination of amortization of goodwill. Had the Company recorded amortization expense during the twelve months ended December 31, 2002, unaudited pro forma net income (loss) would have been (\$148,057).

Interest expense for the twelve month period ended December 31, 2002 was \$296,196 compared with \$292,138 for the year ended December 31, 2001. The difference was attributable to an increase of subordinated debt as well as the average increase of the operating credit line for the comparative periods.

Net income after pro forma income taxes for the 12 month period ended December 31, 2002 and year ended 2001 was \$46,516 and \$198,531, respectively.

### Liquidity and Capital Resources

During the period ended December 31, 2002, Whitco's working capital deficit was \$242,457, which represented a decrease of \$255,147 over December 31, 2001. Trade receivables increased from \$1,498,698 at December 31, 2001 to \$1,780,197 at December 31, 2002, including provision for bad debts of \$53,924 at December 31, 2002 and \$22,036 at December 31, 2001, while accounts payable increased by \$680,182. Inventory increased from \$886,101 at December 31, 2001 to \$1,060,143 at December 31, 2002. The revolving note payable decreased from \$1,186,302 at December 31, 2001 to \$1,172,105 at December 31, 2002. The overall decreases in working capital reflect the normal expansion of Whitco's operations during 2002, timing and more aggressive management of accounts payable. Whitco believes the current level of receivables is acceptable and the level of reserves appropriate. Whitco considers the inventory and accounts payable balances to be reasonable and does not anticipate future material changes.

Long term debt, less current maturities increased by \$276,946 during 2002. During the year 2002, the Company increased its subordinated debt position as the result of the purchase of shares of existing partners.

Cash provided by (used in) operations for the three months ended December 31, 2002, the three months ended December 31, 2001, nine months ended September 30, 2002 and year ended December 31, 2001 was (\$57,720), \$370,138, \$397,110 and \$327,469 respectively. The cash used by operations for the three months ended December 31, 2002 resulted primarily from a loss of \$65,994, a decrease in trade receivables of \$499,912, an increase in inventories of \$208,110 and a decrease in accrued liabilities of \$225,808. Accrued liabilities decreased primarily as the result of payment of commissions. Prepaid expenses and other expenses increased by \$24,431, accounts payable decreased by \$40,414 off-set by decreases

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to cash flow in other assets of \$2,018. For the three month period ended December 31, 2001, cash provided by operations resulted primarily from net income of \$180,683, an increase in accounts receivable of \$255,508 and a decrease in accounts payable of \$201,153. These decreases were off-set by decreases in inventory of \$381,750 and an increase in other accrued liabilities of \$197,347. Prepaid expenses and other expenses decreased by \$4,109. For the nine month period ended September 30, 2002, cash provided by operations resulted from net income of \$147,734, and an increase in accounts payable of \$720,595 and other accrued expenses of \$223,000. These increases were offset by an increase in accounts receivable of \$813,817. Accrued liabilities increased as the result of timing of commission payments. Also, inventory decreased by \$34,068, prepaid expenses and other expenses decreased by \$21,938, and bad debt expense decreased by \$32,406. For the year ended December 31, 2001, cash provided by operations resulted from net income of \$321,653 depreciation and amortization of \$249,415, and an increase in other accrued liabilities of \$174,631. Accrued liabilities increased as the result of timing of commission payments. Depreciation and amortization is higher compared to other periods as the result of Whitco's adoption of Statement of Financial Accounting Standards No. 142 (SFAS 142) in January 1, 2002. This change in policy resulted in the elimination of amortization of goodwill. These increases were off-set by increases in inventories of \$190,183, and decreases in accounts payable of \$219,257. Increases were also reported in prepaid expenses and other by \$14,849 and off-set by allowance for bad debt of \$9,048. Receivables increased by \$2,989.

Primarily as a result of purchases of property and equipment, cash used in investing activities for the three months ended December 31, 2002, the three months ended December 31, 2001, nine months ended September 30, 2002 and year ended December 31, 2001 was (\$7,451), (\$6,078), (\$74,307) and (\$26,934) respectively.

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Cash provided/(used) in financing activities for the three months ended December 31, 2002, the three months ended December 31, 2001, nine months ended September 30, 2002 and year ended December 31, 2001 was \$65,171, (\$364,060), (\$322,803) and (\$308,679) respectively. For the three months ended December 31, 2002 there was an increase in revolving notes payable of \$85,080 and \$19,909 in payments on short-term and long-term notes payable. For the three months ended December 31, 2001, there was a decrease in revolving notes payable of \$346,436 and payments on short-term and long-term notes payable of \$17,624. For the nine months ended September 30, 2002, cash flows decreased as the result of redemption of partner's interest of \$1,200,000 to purchase the shares of two partners. This decrease was primarily matched by an increase from the proceeds of long-term debt of \$546,000 and the sale of partnership interest of \$655,000. Payments on short-term and long-term notes payable and revolving note payable was \$224,527 and \$99,276, respectively. The Company intends to fund future payments on debt obligations through cash flow. For the year ended December 31, 2001, there was a \$213,565 increase in revolving note payable off-set by payments on short-term and long-term notes payable of \$228,644 and partners' distributions of \$293,600. The partner's distributions were made to pay partner's tax liabilities incurred during the year.

### Impact of Recently Issued Accounting Pronouncements

In August 2001, the FASB issued Statement of Financial Accounting Standards No. 143, Accounting for Asset Retirement Obligations (SFAS 143). This statement establishes standards of accounting for asset retirement obligations arising from the acquisition, construction, or development and/or the normal operation of a long-lived asset. SFAS 143 is effective for fiscal years beginning after June 15, 2002. Management does not believe that the adoption of

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SFAS 143 will have a material effect of the financial statements.

In April 2002, the FASB approved for issuance Statements of Financial Accounting Standards No. 145, "Rescission of FASB Statements No. 4, 44 and 64, Amendment of SFAS 13, and Technical Corrections" ("SFAS 145"). SFAS 145 rescinds previous accounting guidance, which required all gains and losses from extinguishment of debt be classified as an extraordinary item. Under SFAS 145 classification of debt extinguishment depends on the facts and circumstances of the transaction. SFAS 145 is effective for fiscal years beginning after May 15, 2002 and adoption is not expected to have a material effect on the Company's financial position or results of its operations.

In July 2002, the FASB issued Statements of Financial Accounting Standards No. 146, "Accounting for Costs Associated with Exit or Disposal Activities" (SFAS 146). SFAS 146 requires companies to recognize costs associated with exit or disposal activities when they are incurred rather than at the date of a commitment to an exit or disposal plan. Examples of costs covered by SFAS 146 include lease termination costs and certain employee severance costs that are associated with a restructuring, discontinued operation, plant closing, or other exit or disposal activity. SFAS 146 is to be applied prospectively to exit or disposal activities initiated after December 31, 2002. The adoption of SFAS 146 is not expected to have a material effect on the Company's financial position or results of its operations.

In August 2002, the FASB issued Statements of Financial Accounting Standards No. 147, "Acquisitions of Certain Financial Institutions" (SFAS 147). SFAS 147 requires financial institutions to follow the guidance in SFAS 141 and SFAS 142 for business combinations and goodwill and intangible assets, as opposed to the previously applied accounting literature. This statement also amends SFAS 144 to include in its scope long-term customer relationship intangible assets of financial institutions. The provisions of SFAS 147 do not apply to the Company.

In December 2002, the FASB issued Statements of Financial Accounting Standards No. 148, "Accounting for Stock-Based Compensation - Transition and Disclosure - an amendment of FASB Statement 123" (SFAS 123). For entities that change their accounting for stock-based compensation from the intrinsic method to the fair value method under SFAS 123, the fair value method is to be applied prospectively to those awards granted after the beginning of the period of adoption (the prospective method). The amendment permits two additional transition methods for adoption of the fair value method. In addition to the prospective method, the entity can choose to either (i) restate all periods presented (retroactive restatement method) or (ii) recognize compensation cost from the beginning of the fiscal year of adoption as if the fair value method had been used to account for awards (modified prospective method). For fiscal years beginning December 15, 2003, the prospective method will no longer be allowed. The Company currently accounts for its stock-based compensation using

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the intrinsic value method as proscribed by Accounting Principles Board Opinion No. 25, "Accounting for Stock Issued to Employees" and plans on continuing using this method to account for stock options, therefore, it does not intend to adopt the transition requirements as specified in SFAS 148. The Company has adopted the new SFAS 148 disclosure requirements of SFAS 148 in these financial statements.

### Certain Factors That May Affect Future Results

This report contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities

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Exchange Act of 1934. Actual results could differ materially from those projected in the forward-looking statements as a result of the risk factors set forth in this prospectus. Whitco's future operating results may be affected by a number of factors, including general economic conditions in both foreign and domestic markets, cyclical factors affecting the industry, lack of growth in Whitco's end-markets, the ability to comply with government regulations, failure to manage its business and the ability to sell both new and existing products at a profitable yet competitive price.

The industry in which Whitco operates is highly competitive and Whitco expects such competition to continue in the future. Most of Whitco's competitors are larger and have substantially greater financial, technical and marketing resources.

### WENTWORTH MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND PLAN OF OPERATION

#### Business

We were organized under the laws of the State of Delaware on March 7, 2001, to pursue a merger, acquisition or other business combination with an operating business. Our principal business objective is to seek long-term growth potential through the acquisition of a business rather than immediate, short-term earnings. On February 12, 2003, we entered into an agreement with Whitco Company, L.L.P. to merge with a newly formed, wholly owned subsidiary. Since our organization, our activities have been limited to the initial sale of shares of Common Stock in connection with our organization, the preparation of the registration statement and the prospectus for our initial public offering, reviewing various businesses and negotiating a merger agreement with Whitco. We have not engaged in any substantive commercial business. We maintain our office at 650 So. Cherry Street, Suite 420, Denver, Colorado 80246. Our telephone number is (303) 320-1870.

#### Plan of Operation

We are currently in the development stage. We have no operating business, and all our activities since inception have been related to our formation and completing our initial public offering in which we raised \$50,000 of gross proceeds from the sale of 50,000 Shares. Our ability to continue operations is contingent upon completing a business combination. To date, we have not incurred any material costs or expenses other than those associated with formation of the Company and the IPO, which we completed in November 2002. Pursuant to Rule 419 under the Securities Act, the gross proceeds from the offering of \$50,000, less 10%, are being held in escrow and, as of December 31, 2002, we had cash on hand of \$47,125 including such escrowed funds. We will use the net proceeds of the IPO, together with the income and interest earned thereon, if any, to pay the costs associated with the Offering. We do not have discretionary access to any income on the monies in the escrow account and stockholders will not receive any distribution of the income or have any ability to direct the use or distribution of any such income. Thus, any such income will cause the amount in escrow to increase. No cash compensation has been paid to any officer or director in their capacities as such. Since the role of present management after a business combination is uncertain, we cannot determine what remuneration, if any, will be paid to present management after a business combination.

If we do not complete a business combination within eighteen months from the date of the commencement of the IPO, the escrow agent will return the escrowed funds to the investors on a proportionate basis, with interest, if any, in accordance with SEC Rule 419. We anticipate being able to effect only one business combination, due primarily to our limited financing, and the dilution of interest for present and prospective stockholders. This lack of

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diversification should be considered a substantial risk in investing in us, because it will not permit us to offset potential losses from one venture against gains from another.

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We have entered into the Agreement, dated as of February 12, 2003, with Whitco Company, L.L.P. The Agreement calls for our acquisition of all of the issued and outstanding partnership units and options to purchase partnership units for an aggregate of 3,800,000 shares and options to purchase shares of Common Stock, consisting of 2,991,368 shares of Common Stock to be issued and 808,632 options to purchase Common Stock. Whitco is a national manufacturer and seller of lighting poles for areas of the outdoor lighting industry, including sports arenas, area lighting (such as shopping mall parking lots) and roadway lighting. We intend to operate Whitco as a wholly-owned subsidiary upon completion of the transaction contemplated by the Agreement.

The closing of the transaction contemplated by the Agreement is conditioned upon a number of factors, including satisfactory due diligence reviews, regulatory approvals, as necessary, our filing and causing to become effective a post-effective amendment to our registration statement on Form SB-2 in compliance with SEC Rule 419 and reconfirmation by the IPO purchasers of their investment. Under Rule 419, we cannot acquire a target business unless its fair value represents 80% of the Offering proceeds. In addition, the Colorado Securities Act further requires, among other things, that the proceeds of the Offering not be removed from escrow until 50% of the gross proceeds of the Offering are committed to one or more specific lines of business. To determine the fair market value of a target business, our management has examined the financial statements, including balance sheets and statements of cash flow and stockholders' equity, of Whitco, focusing attention on its assets, liabilities, revenue and net worth, as well as taking into account the business plan, opportunity for growth and other measures generally used to evaluate businesses.

Upon the consummation of the transaction with Whitco, our management will change. It is possible that, after we successfully consummate the exchange, Whitco may desire to employ or retain one or a number of members of our management or our directors for the purposes of providing services to the surviving entity. However, we have adopted a policy whereby the offer of any post-transaction employment to members of management will not be a consideration in our decision to undertake the Whitco transaction. Each member of management has agreed to disclose to the Board of Directors any discussions concerning possible employment by Whitco following the transaction and to abstain from voting on the transaction. To date, Whitco has not had any discussions with, nor made any offers of employment to, any officers or members of the Board of Directors of the Company.

The proceeds from the IPO currently held in escrow will be released to us, and the Shares sold in the IPO released to the purchasers, if we close the transaction contemplated by the Agreement, our post-effective amendment to our registration statement is declared effective and a sufficient number of purchasers in the offering reconfirm their investment in our company. No assurance can be given that the due diligence reviews contemplated by the Agreement will be completed satisfactorily, that our post-effective amendment to our registration statement will be declared effective by the SEC, that a sufficient number of purchasers in the offering will reconfirm their investments in the Company or that all other conditions necessary to close the transaction contemplated by the Agreement will be successfully completed and that we will acquire Whitco.

In analyzing prospective business combinations, we have considered such matters as:



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- o available technical, financial, and managerial resources,
- o working capital and other financial requirements,
- o history of operations, if any,
- o prospects for the future,
- o nature of present and expected competition,
- o the quality and experience of management services which may be available and the depth of that management,
- o the potential for further research, development, or exploration,
- o specific risk factors not now foreseeable but which then may be anticipated to impact on our proposed activities,
- o the potential for growth or expansion, o the potential for profit,
- o the perceived public recognition or acceptance or products or services and name identification and other relevant factors.

As part of our investigation, our officers and directors have met personally with Whitco's management and key personnel, checked references of management and key personnel and taken other reasonable investigative measures, to the extent of our limited financial resources and management expertise.

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### MANAGEMENT

#### Executive Officers and Directors

Wentworth III, Inc.

Set forth below is Wentworth's current executive officers and directors, their ages and principal positions with our company.

Name	Age	Position
-----	---	-----
Kevin R. Keating (1)	62	President, Chief Financial Officer and Director
Spencer I. Browne (1)	51	Secretary and Director

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(1) May be deemed our "Promoters" as that term is defined under the Securities Act.

Kevin R. Keating is an investment executive and for the past five (5) years has been the Branch Manager of the Vero Beach, Florida office of Brookstreet Securities Corporation. Brookstreet Securities is a full-service, national network of independent investment professionals. Mr. Keating services the investment needs of private clients with special emphasis on equities. For more than 35 years, he has been engaged in various aspects of the investment brokerage business. Mr. Keating began his Wall Street career with the First Boston Corporation in New York in 1965. From 1968 through 1974, he was employed by several institutional research boutiques where he functioned as Vice President-Institutional Equity Sales. From 1974 until 1982, Mr. Keating was the President and Chief Executive Officer of Douglas Stewart, Inc., a New York Stock Exchange member firm. Since 1982, he has been associated with a variety of firms as a registered representative servicing the needs of individual investors. Mr. Keating is a graduate of Holy Cross College with a degree in Business Administration. Mr. Keating is a director of Wentworth II, Inc. and Wentworth III, Inc. and holds other directorships in the following reporting companies: Wentworth I, Inc. and iVideoNow, Inc.

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Spencer I. Browne is a principal of Strategic Asset Management, LLC, a privately owned investment firm which he founded in November 1996. Prior to that date, Mr. Browne held various executive and management positions with several publicly traded companies engaged in businesses related to the residential and commercial mortgage loan industry. From August 1988 until September 1996, Mr. Browne served as President, Chief Executive Officer and a director of Asset Investors Corporation (AIC), a New York Stock Exchange traded company he co-founded in 1986. He also served as President, Chief Executive Officer and a director of Commercial Assets, Inc., an American Stock Exchange traded company affiliated with AIC, from its formation in October 1993 until September 1996. In 1999, AIC acquired Commercial Assets, Inc. and changed its name to American Land Lease, Inc. (ANL). In addition, from June 1990 until March 1996, Mr. Browne served as President and a director of M.D.C. Holdings, Inc., a New York Stock Exchange traded company and the parent company of a major homebuilder in Colorado. Mr. Browne also has served as a director of Annaly Management, Inc. since 1997, a New York Stock Exchange traded company, Internet Commerce Corporation, a Nasdaq traded company, since October 2001 and Mego Financial Corp., a Nasdaq traded company, since January 2002. Mr. Browne received a Bachelor of Economics degree from the University of Pennsylvania's Wharton School of Business in 1971 and attained a J.D. Degree, Cum Laude from Villanova University School of Law in 1974. Mr. Browne is a director of Wentworth III, Inc., Wentworth II, Inc. and Wentworth I, Inc., and holds other directorships in the following reporting companies: Annaly Mortgage Management, Inc., Internet Commerce Corporation, Mego Financial Corp. and iVideoNow, Inc.

Dennis H. Depenbusch, 39, is currently the managing partner and Chief Executive Officer of Whitco Company, L.L.P. He has held these positions since June 2000, when he led the acquisition of Whitco from its then-current owners. Prior to his leading the acquisition of Whitco, he was a Vice President for Euronet Worldwide from May of 1995 to June of 2000. During his tenure with Euronet, a technology company based in Leawood, Kansas, he assisted in building its country operations in Poland, Germany and the United Kingdom, as well as contributed to Euronet's acquisition of venture capital investment and eventual listing on the NASDAQ (EEFT). Mr. Depenbusch holds an MBA, Summa Cum Laude, and a BS in Business from the University of Kansas. Mr. Depenbusch is expected to become the Chief Executive Officer and Chairman of the Board of Directors of the Company upon consummation of the acquisition of Whitco.

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Mr. Glover, 46, joined Whitco in January 2002 as the President. Mr. Glover has twenty years of experience in the lighting industry in key leadership roles. These assignments included work for three of the larger lighting conglomerates in the country: Genlyte Thomas, USI Lighting and Lithonia Lighting. Mr. Glover has held senior level positions in sales and operational management for these companies. In the year 2001, Mr. Glover was CEO and principal of iCareers, LLC, an Internet recruiting site focused on lighting placements. From 1996 to 2000, was General Manager of Wide-Lite, a subsidiary of Genlyte Thomas. Mr. Glover has an MBA from the University of Georgia and a BS in Economics from the College of Charleston. Mr. Glover is expected to become President and a member of the Board of Directors of the Company upon consummation of the acquisition of Whitco.

Mary Titus, 43, is expected to become a director of the Company and a member of the audit committee upon successful completion of the transaction with Whitco. Since December 2000, Ms. Titus has worked for uRoam Corporation, a web based remote access provider, in Sunnyvale, CA. Ms. Titus is currently the Chief Financial Officer, Vice President of Administration and the corporate Secretary for uRoam, handling all finance, human resource and corporate compliance matters. From October 1999 through June 2000, Ms. Titus was the Chief Financial Officer, Vice President of Administration and the corporate Secretary for healthshop, an Internet based retailer of health products. From September 1998

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through January 1999, Ms. Titus was Chief Financial Officer and the corporate Secretary for Crag Technologies, a San Jose based data storage company, where she was responsible for all finance and corporate compliance matters. From April through August 1998, Ms. Titus handled integration and strategic acquisition matters for Adaptec, following its acquisition of Ridge Technologies. Prior to that, Ms. Titus handled all finance, securities and acquisition matters at Ridge Technologies, a redundant storage controller company located in San Jose, CA.

Tracy B. Taylor, 49, is expected to become a director of the Company and a member of the compensation committee upon successful completion of the transaction with Whitco. Since March, 2002, Mr. Taylor has been President of the Kansas Technology Enterprise Corporation, Topeka, Kansas. From 2001 to the KTEC appointment, Mr. Taylor was President of Taylor and Associates, a private equity investment firm. From 1999-2001 Mr. Taylor was Vice President for Townsend Capital, Lee's Summit, Missouri. From 1994 to 1999, he held various positions with Cohen Esrey real estate services in Kansas City, Missouri. From 1988 to 1994, Mr. Taylor held graduating positions leading to Treasurer and finally Vice President for Administration for Sprint Corporation in Westwood, Kansas. Mr. Taylor received a B.A. in history/political science, magna cum laude, in 1976 from Bethany College in Lindsborg, Kansas and an MBA with a finance concentration, from the University of Kansas in 1979.

### Other Blank Check Offerings

Kevin R. Keating, our President and a director, is involved as an officer, director, founder, promoter and principal stockholder of Wentworth I, Inc. and Wentworth II, Inc., which are also blank check companies. Mr. Browne, our Secretary and a director, is also involved as an officer, director, founder, promoter and principal stockholder of Wentworth II, Inc. and Wentworth I, Inc. Each of these individuals works to evaluate potential business combinations with respect to each of the blank check companies with which such individual is affiliated. It is anticipated that both Mr. Keating and Mr. Browne will be involved as officers, directors, founders, promoters and principal stockholders of other blank check companies in the future.

Kevin R. Keating holds 125,000 shares of common stock of Wentworth I, Inc., which he purchased at a price of \$0.05 per share, for an aggregate purchase price of \$6,250. After the offering of common stock by Wentworth I, Mr. Keating held 62.5% of the outstanding shares of stock of Wentworth I. Mr. Keating holds 90,000 shares of Wentworth II, Inc. which he purchased at a price of \$0.05 per share for an aggregate purchase price of \$4,500. He presently holds 60% of the outstanding shares of common stock of Wentworth II, but after the completion of that company's offering of common stock he will hold 45% of the outstanding shares of common stock. Mr. Keating has not yet disposed of any shares of common stock of Wentworth I or Wentworth II.

Spencer I. Browne holds 60,000 shares of Wentworth II, Inc. which he purchased at a price of \$0.05 per share for an aggregate purchase price of \$3,000. He presently holds 40% of the outstanding shares of common stock of Wentworth II, but after the completion of that company's offering of common stock he will hold 30% of the outstanding shares of common stock. Mr. Browne has not yet disposed of any shares of common stock of Wentworth II. Mr. Browne also holds 25,000 shares of Wentworth I, Inc., which he purchased at a price of \$0.05 per share for an aggregate purchase price of \$1,250.00.

There have been no material payments to Mr. Keating or Mr. Browne in connection with any affiliation with the above mentioned blank check companies. In addition, there is currently no trading market for the securities of either Wentworth I or Wentworth II.

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### Executive Compensation

Since our inception, we have paid no cash compensation to our officers or directors for serving in such capacities. We do not anticipate compensating our officers and directors prior to completing our acquisition of Whitco.

As of December 23, 2002, Whitco entered into an employment agreement with Henry Glover, expiring December 31, 2003, providing for him to serve as Whitco's President and Chief Executive Officer at an annual rate of \$150,000. Mr. Glover is also eligible for medical and dental benefits, as well as such other benefits as may be offered to executive officers from time to time. Mr. Glover's employment agreement contains a confidentiality provision, as well as a non-compete clause for one year following his employment with Whitco. We anticipate entering into an employment agreement with Dennis Depenbusch.

### Certain Relationships and Related Transactions

On October 9, 2001, Kevin R. Keating, our President, Chief Financial Officer and a director, purchased 90,000 shares of Common Stock for \$.05 per share, or an aggregate of \$4,500. On the same day, Spencer I. Browne, our Secretary and a director, purchased 60,000 shares of Common Stock for \$.05 per share, or an aggregate of \$3,000.

The sole finder is Keating Investments, LLC, a California limited liability company and a registered broker-dealer. Timothy J. Keating, the son of our President, Kevin R. Keating, is the Managing Member of, and holds approximately an 87% interest in, Keating Investments, LLC.

### Property

We currently utilize office space at 650 So. Cherry Street, Suite 420, Denver, CO 80246. This location currently serves as our principal place of business. We have no rent obligations as this space is leased by Strategic Asset Management, LLC, a company of which Spencer I. Browne, our Secretary and a director, is a member and which pays all rent on the space. The landlord for the property is a non-affiliated third party. We anticipate relocating our principal place of business to Whitco's offices at 6777 Camp Bowie Boulevard, Suite 233, Fort Worth, TX 76116 on consummation of the transaction with Whitco. See "Business of Whitco - Properties."

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### Limitation on Liability and Indemnification Matters

As authorized by the Delaware General Corporation Law, our certificate of incorporation provides that none of our directors shall be personally liable to us or our stockholders for monetary damages for breach of fiduciary duty as a director, except for liability:

- o for any breach of the director's duty of loyalty to us or our stockholders;
- o for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- o pursuant to Section 174 of the Delaware General Corporation Law;
- or
- o for any transaction from which the director derived an improper personal benefit.

This provision limits our rights and the rights of our stockholders to recover monetary damages against a director for breach of the fiduciary duty of care

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except in the situations described above. This provision does not limit our rights or the rights of any stockholder to seek injunctive relief or rescission if a director breaches his or her duty of care. These provisions will not alter the liability of directors under federal securities laws.

Our certificate of incorporation further provides for the indemnification of any and all persons who serve as our director, officer, employee or agent to the fullest extent permitted under the Delaware General Corporation Law.

In connection with the acquisition of Whitco, we anticipate obtaining from them an assignment of the policy of insurance under which the directors and officers following the acquisition will be insured, subject to the limits of the policy, against certain losses arising from claims made against our directors and officers by reason of any acts or omissions covered under this policy in their capacities as directors or officers, including liabilities under the Securities Act.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to our directors, officers and controlling persons under the above provisions, or otherwise, we have been advised that in the opinion of the SEC, indemnification is against public policy as expressed in the Securities Act, and is unenforceable.

### Conflict of Interest Policy

To minimize potential conflicts of interest relating to acquisition transactions, we have established a policy which provides that:

- o we will not combine with any target business or enter into any acquisition transaction in which any of our officers, directors or non-public stockholders, or their respective affiliates, serves as an officer, director or partner or owns or holds an ownership interest in any other party to the combination or transaction; and
- o our management may not negotiate or otherwise consent to the purchase of their respective securities in our company as a condition of, or in connection with, our entering into such a combination or transaction.

By virtue of having signed the registration statement of which this reconfirmation prospectus is a part, our directors and officers confirm they are aware of this policy and know of no circumstances under which, through their own initiative, this policy has been violated.

Our officers and directors currently have and/or may in the future have real or potential conflicts of interest with us in connection with their allocation of business time and with respect to corporate opportunities.

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### PRINCIPAL STOCKHOLDERS

The following table sets forth information known to us with respect to the beneficial ownership of Common Stock, as of the date of this reconfirmation prospectus and as adjusted to reflect the issuance of the maximum 3,800,000 shares and options to purchase shares of Common Stock (which such number includes 200,000 shares to be issued to Keating Investment, LLC as a fee) in connection with our acquisition of Whitco by:

- o each person known by us to beneficially own 5% or more of Common Stock,

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- o each of our executive officers and directors, and
- o all of our executive officers and directors as a group.

Beneficial ownership is determined in accordance with the rules of the SEC and includes voting and investment power. Under SEC rules, a person is deemed to be the beneficial owner of securities which may be acquired by such person upon the exercise of options and warrants or the conversion of convertible securities within 60 days from the date on which beneficial ownership is to be determined. Each beneficial owner's percentage ownership is determined by dividing the number of shares beneficially owned by that person by the base number of outstanding shares, increased to reflect the beneficially-owned shares underlying options, warrants or other convertible securities included in that person's holdings, but not those underlying shares held by any other person.

For the purposes of the table, the base number of outstanding shares are: currently, 200,000; upon completion of the acquisition, 3,391,367.

Except as otherwise indicated in the notes to the following table,

- o we believe that all shares are beneficially owned, and investment and voting power is held, by the persons named as owners; and
- o the address for each beneficial owner listed in the table, except where otherwise noted, is c/o Whitco Company, L.L.P., 6777 Camp Bowie Boulevard, Suite 233, Fort Worth, TX 76116.

Name of Stockholder -----	Currently		After th
	Amount and Nature of Beneficial Ownership -----	Percentage of Shares Beneficially Owned -----	Amount and Nature of Beneficial Ownership -----
Kevin R. Keating (1).....	90,000	45.0	90,000
Spencer I. Browne (2).....	60,000	30.0	60,000
Steven P. Salinas.....	41,600	20.8	41,600
Dennis H. Depenbusch (3).....	0	0	1,610,974 (4)
Henry Glover(5).....	0	0	96,951 (6)
Mary Titus (7).....	0	0	0
Tracy B. Taylor (8).....	0	0	0
Keating Investments, LLC (9).....	0	0	200,000
Larry Daskocil Trust.....	0	0	685,004
Celestine Depenbusch.....	0	0	472,048
All executive officers and directors as a group (two people currently and four persons after the acquisition).....	150,000	75.0	1,707,925

- (1) Mr. Keating currently is President, Chief Financial Officer and a director of our company. We do not believe Mr. Keating will continue to serve as an executive officer or director of our company following the completion of our acquisition of Whitco. The address for this stockholder is 650 So. Cherry Street, Suite 420, Denver, CO 80246.

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- (2) Mr. Browne currently is Secretary and a director of our company. We do not believe Mr. Browne will continue to serve as an executive officer or director of our company following the completion of our acquisition of Whitco. The address for this stockholder is 650 So. Cherry Street, Suite 420, Denver, CO 80246.
- (3) Mr. Depenbusch is currently managing partner of Whitco. We believe Mr. Depenbusch will serve as chief executive officer and chairman of the board of directors of our company following completion of our acquisition of Whitco.
- (4) Represents 3,350 shares of our Common Stock owned by Mr. Depenbusch and 1,607,624 shares owned by the Dennis Depenbusch Revocable Trust, an entity of which Mr. Depenbusch is a co-trustee.
- (5) It is anticipated that Mr. Glover will become President and a director of our company following the acquisition.
- (6) Represents 96,951 shares of Common Stock issuable upon exercise of currently vested options granted to Mr. Glover.
- (7) We believe Ms. Titus will serve as a director of our company following completion of our acquisition of Whitco.
- (8) We believe Mr. Taylor will serve as a director of our company following completion of our acquisition of Whitco.
- (9) Keating Investments, LLC is to receive 200,000 shares of Common Stock as a finder's fee upon consummation of the transaction with Whitco. The address for this stockholder is 383 Inverness Drive South, Suite 100, Englewood CO 80112.

Control of our company will be held by our management. Currently, our management controls 75% of the total voting power of our company and, upon completion of the proposed acquisition of Whitco, our then anticipated management will control 50.36% of the total voting power of our company, with additional stock and option grants to be given to members of our Board of Directors. See "Executive Compensation." Given their large voting control, our current management is in the position to elect all of the members of our board of directors and thereby control the policies of our company. Our anticipated management following the acquisition transaction, together with their affiliates, if they choose to act in concert, will control a significant portion of the voting power of our company and have the ability, through exercise of their options, to acquire additional shares of Common Stock. As such, our management has and will have substantial influence over our Company, which influence may not necessarily be consistent with the interests of our other stockholders.

### DESCRIPTION OF SECURITIES

#### General

We have authorized 40,000,000 shares of Common Stock, par value \$.01 per share, and 10,000,000 shares of preferred stock, par value \$.01 per share, whose rights and designation(s) have not yet been established. We have 200,000 shares of Common Stock outstanding as of the date of this reconfirmation prospectus. We currently have outstanding no shares of preferred stock. All shares of Common Stock currently outstanding are validly issued, fully paid and non-assessable.

#### Common Stock

Each share of Common Stock entitles its holder to one vote upon all matters on which holders of Common Stock are entitled to vote under applicable law or otherwise. Stockholders are not permitted to vote their shares cumulatively. Accordingly, the holders of more than 50% of the issued and outstanding Common Stock can elect all of our directors. Holders of Common Stock have no preemptive or other subscription rights, conversion rights, redemption or sinking fund provisions. In the event of our liquidation, dissolution or

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winding up, whether voluntary or involuntary, each share of Common Stock will be entitled to share ratably in any assets available for distribution to holders of our equity securities after satisfaction of all liabilities and after providing for each class of stock, if any, having preference over the Common Stock.

The rights of the holders of Common Stock are subject to any rights that may be fixed for holders of preferred stock, when and if any preferred stock is issued. All outstanding shares of Common Stock are, and the shares underlying all options and warrants will be, duly authorized, validly issued, fully paid and non-assessable.

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### Preferred Stock

Our board of directors is authorized by our certificate of incorporation to designate and issue up to 10,000,000 shares of one or more series of preferred stock. No shares of preferred stock have been authorized or designated for future issuance by our board as of the date of this reconfirmation prospectus. We have no present plans to issue any such shares.

In the event our board of directors does authorize, designate and issue shares of preferred stock, it may exercise its discretion in establishing the terms of such preferred stock. In the exercise of such discretion, our board may determine the voting rights, if any, of the series of preferred stock being issued, which could include the right to vote separately or as a single class with our Common Stock and/or other series of preferred stock; to have more or less voting power per share than that possessed by our Common Stock or other series of preferred stock; and to vote on certain specified matters presented to the shareholders or on all of such matters or upon the occurrence of any specified event or condition. On our liquidation, dissolution or winding up, the holders of preferred stock may be entitled to receive preferential cash distributions fixed by our board before the holders of our Common Stock are entitled to receive anything. Preferred stock authorized by our board could be redeemable or convertible into shares of any other class or series of our capital stock.

The issuance of preferred stock by our board of directors could adversely affect the rights of holders of Common Stock by, among other things, establishing preferential dividends, liquidation rights or voting powers. The issuance of preferred stock could be used to discourage or prevent efforts to acquire control of our company through the acquisition of shares of Common Stock, even if a change in control were in our stockholders' interest.

We will not offer, sell or issue shares of any class of our preferred stock to any of our directors or executive officers, nor any affiliate of such persons, except:

- o if the offer, sale or issuance is on the same terms as we offer such securities to all other existing stockholders or to new stockholders, or
- o if the offer, sale or issuance is approved by a majority of our independent directors who do not have an interest in the transaction and who have access, at our expense, to our or other independent counsel.

### State Blue Sky Information

We offered the Shares for sale in the IPO only in the State of Colorado. We believe that the Shares, upon release from escrow in accordance with SEC Rule 419 and once they become transferable, will be eligible for sale on a secondary market basis in other states based upon the registration of the securities in such states, a listing in Standard and Poor's or Moody's manuals, or the availability of an applicable exemption from the state's registration



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requirements, subject, in each case, to the exercise of the broad discretion and powers of the securities commission or other administrative bodies having jurisdiction in each state, and any changes in statutes and regulations which may occur after the date of this reconfirmation prospectus. We will amend this prospectus to disclose additional states, if any, in which our securities will be eligible for resale in the secondary trading market.

### Transfer Agent

Corporate Stock Transfer of Denver, Colorado is our transfer agent and we anticipate they will continue to serve in such capacity upon consummation of the transaction with Whitco and the release of the Shares from escrow.

### PLAN OF DISTRIBUTION

We offered the 50,000 Shares on a self underwritten, all-or-none basis. We relied on the safe harbor exception of Rule 3a4-1 of the Securities Exchange Act to not be deemed a broker with respect to the offering. Neither the Company nor any officer or director of the Company received commissions in connection with our IPO.

A market may never develop for our Common Stock

We arbitrarily set the offering price of the Shares. We will pay all expenses incident to the registration of the Shares upon release of the IPO proceeds from escrow and will pay the expenses relating to this reconfirmation prospectus. We will not pay, among other things, the expenses, commissions and discounts of brokers, dealers or agents of the purchasers of the Shares.

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### CERTAIN MARKET INFORMATION

There has been, and there currently is, no public trading market for the Shares. A public trading market may never develop or, if one develops, may not be sustained. Accordingly, a resale of your securities may be difficult. No assurance can be given that a market will develop or that any security holder will be able to liquidate their investment without considerable delay, if at all. While we intend to apply for quotation of our securities on the NASD's Over-the-Counter Bulletin Board, we cannot guarantee that our application will be approved and that our securities are listed and quoted for sale. The trading market price of our securities may decline below the price at which the securities were sold to you. If a market for our securities should develop, their market prices may be highly volatile. In addition, an active public market for our securities may not develop or be sustained. If selling security holders sell all or substantial amounts of their securities in the public market, the market price of our securities could be adversely affected.

The Share offering price was arbitrarily determined and may not reflect our value. The price of the Shares does not bear any relationship to our book value, assets, current or prospective earnings or any other recognized criterion of value.

Federal regulations governing "penny stocks" could have a detrimental effect on holders of our securities. Our securities, when available for trading, will be subject to the SEC rules that impose special sales practice requirements upon broker-dealers that sell such securities to parties other than established customers or accredited investors. For transactions covered by these rules, the broker-dealer must make a special suitability determination for the purchaser and receive the purchaser's written agreement to the transaction prior to the sale. Consequently, the rule may affect the ability of purchasers of our

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securities to buy or sell in any market that may develop. In addition, the SEC has adopted a number of rules to regulate "penny stocks." Because our securities

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may constitute "penny stock" within the meaning of these rules, the rules would apply to us and our securities. The rules may further affect the ability of owners of our securities to sell their securities in any market that may develop for them.

### SHARES ELIGIBLE FOR FUTURE SALE

We will have issued and outstanding 3,391,368 shares of Common Stock following the completion of the proposed acquisition transaction with Whitco and options to purchase 808,632 shares of Common Stock. Of such securities, the 50,000 Shares sold in the IPO will be freely tradable without restriction or further registration under the Securities Act. All of the remaining Common Stock outstanding following the acquisition transaction is restricted securities, as that term is defined under Rule 144. All of the shares to be issued to the Whitco partners and option holders upon completion of the acquisition transaction will be deemed restricted stock for purposes of Rule 144 and, accordingly, may not be sold absent their registration under the Securities Act or pursuant to Rule 144 following their being held for the applicable holding periods set forth in Rule 144.

In general, under Rule 144 as currently in effect, a person or group of persons whose shares are aggregated, who has beneficially owned restricted shares for at least one year, including the holding period of any prior owner except an affiliate of ours, would be entitled to sell, within any three month period, a number of shares that does not exceed the greater of:

- o 1% of the number of then outstanding shares of our Common Stock, or
- o the average weekly trading volume of our Common Stock during the four calendar weeks preceding the sale;

provided, that public information about us as required by Rule 144 is available and the seller complies with manner of sale provisions and notice requirements.

The volume limitations described above, but not the one-year holding period, also apply to sales of our non-restricted securities by our affiliates. A person who is not an affiliate, has not been an affiliate within three months before the sale and has beneficially owned the restricted securities for at least two years, is entitled to sell the restricted shares under Rule 144 without regard to any of the limitations described above.

Before our IPO, there was no public market for our securities. We cannot predict the effect, if any, that sales of, or the availability for sale of, our securities will have on the market price of our Common Stock prevailing from time to time. Nevertheless, the possibility that substantial amounts of Common Stock might enter the public market through Rule 144 sales or otherwise, could adversely affect the prevailing market price of our securities and could impair our ability to raise capital in the future through the sale of securities.

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There may be an adverse effect on the market price of our securities because Common Stock is available for future sale. No prediction can be made as to the effect, if any, future sales, or the availability of shares of Common

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Stock for future sale, by us or by our directors and executive officers will have on the market price of our securities prevailing from time to time. Sales of substantial amounts of our securities, including shares issued upon the exercise of options or warrants, or the perception that such sales could occur, could adversely affect prevailing market prices for the our securities.

### ADDITIONAL INFORMATION

We have filed with the Securities and Exchange Commission a registration statement on Form SB-2, including exhibits and schedules thereto, under the Securities Act with respect to the securities sold in our IPO, and subject to the reconfirmation offering made under this prospectus. This prospectus, which constitutes a part of the registration statement, does not contain all the information set forth in the registration statement and the exhibits filed with it. For further information with respect to us and the securities sold in our IPO, reference is made to the registration statement and to the exhibits filed therewith. Statements contained in this prospectus as to the contents of any contract, agreement or other document referred to are not necessarily complete. In each instance, we refer you to the copy of the contracts, agreements and other documents filed as exhibits to the registration statement, and these statements are deemed qualified in their entirety by reference to the contract or document.

You may inspect, without charge, all or any portion of the registration statement or any reports, statements or other information we file with the SEC at the SEC's public reference room at Room 1024, Judiciary Plaza, 450 Fifth Street, NW, Washington, D.C. 20549 and at the regional offices of the SEC located at 233 Broadway, New York, New York 10007 and Citicorp Center, 500 West Madison Street, Suite 1400, Chicago, Illinois 60661. Copies of these documents may also be obtained from the SEC's Public Reference Room at 450 Fifth Street, NW, Room 1024, Washington, D.C. 20549 upon payment of the prescribed fees. You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330.

In addition, registration statements and other filings with the SEC are publicly available through its Electronic Data Gathering, Analysis and Retrieval, or EDGAR, system, located at [www.sec.gov](http://www.sec.gov). The registration statement, including all exhibits and schedules and amendments, has been filed with the commission through the EDGAR system.

We are subject to the reporting requirements of the Exchange Act and, in accordance with these requirements, we have and will continue to file reports, proxy statements and other information with the SEC. We intend to furnish our stockholders with annual reports containing audited financial statements and other periodic reports as we deem appropriate or as may be required by law.

### LEGAL PROCEEDINGS

We are not a party to nor are we aware of any existing, pending or threatened lawsuits or other legal actions.

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### EXPERTS

Our audited financial statements as of December 31, 2002 and for the year then ended included in this prospectus, and the registration statement of which this prospectus is a part, have been included herein in reliance on the report of Hein + Associates LLP, independent accountants, given on the authority of

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such firm as an expert in accounting and auditing.

Our audited balance sheet as of December 31, 2001 not included in this prospectus and the related statements of operations, stockholders equity and cash flow for the period from inception (March 7, 2001) to December 31, 2001 included in this prospectus, and the registration statement of which this prospectus is a part, have been included herein in reliance on the report of Goldstein Golub Kessler LLP, independent accountants, given on the authority of such firm as an expert in accounting and auditing.

Whitco's audited financial statements as of September 30, 2002 and for the nine months then ended included in this prospectus, and the registration statement of which this prospectus is a part, have been included herein in reliance on the report of Hein + Associates LLP, independent accountants, given on the authority of such firm as an expert in accounting and auditing.

Whitco's audited statements of income, partners' equity and cash flows for the year ended December 31, 2001 included in this prospectus, and the registration statement of which this prospectus is a part, have been included herein in reliance on the report of Grant Thornton LLP, independent accountants, given on the authority of such firm as an expert in accounting and auditing.

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INDEPENDENT AUDITOR'S REPORT

Board of Directors  
Wentworth III, Inc.  
Denver, Colorado

We have audited the accompanying balance sheet of Wentworth III, Inc. (a development stage company) (the "Company") as of December 31, 2002, and the related statements of operations, 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.

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 provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Wentworth III, Inc. as of December 31, 2002 and the results of its operations and its cash flows for the year then ended, 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 2 to the financial statements, the Company has suffered operating losses since its inception and has a working capital deficiency that raise substantial doubt about its ability to continue as a going concern. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

The financial statements of the Company for the period from March 7, 2001 (date of inception) to December 31, 2001 were audited by other auditors, whose report dated May 24, 2002, expressed an unqualified opinion on these financial

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statements with an explanatory paragraph indicating substantial doubt as to the Company's ability to continue as a going concern. We have audited the combination in the accompanying statements of operations, stockholders' equity and cash flows of the period from March 7, 2001 (inception) to December 31, 2001 into the period from March 7, 2001 to December 31, 2002. In our opinion, such financial statements have been properly combined.

/s/ HEIN + ASSOCIATES LLP  
HEIN + ASSOCIATES LLP

Denver, Colorado  
February 5, 2003

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### INDEPENDENT AUDITOR'S REPORT

The Board of Directors  
Wentworth III, Inc.

We have audited the accompanying balance sheet of Wentworth III, Inc. (a development stage company) as of December 31, 2001 (not presented herein), and the related statements of operations, stockholders' equity and cash flows for the period from March 7, 2001 (date of inception) to December 31, 2001. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with 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 provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Wentworth III, Inc. as of December 31, 2001 and the results of its operations, and its cash flows for the period from March 7, 2001 (date of inception) to December 31, 2001 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 the notes to the financial statements, the Company has suffered operating losses since its inception and has a working capital deficiency that raise substantial doubt about its ability to continue as a going concern. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ GOLDSTEIN GOLUB KESSLER LLP  
GOLDSTEIN GOLUB KESSLER LLP

New York, New York



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WENTWORTH III, INC.  
(A Development Stage Company)

STATEMENT OF OPERATIONS

	FOR THE YEAR ENDED DECEMBER 31, 2002	FOR THE PERIOD FROM MARCH 7, 2001 (DATE OF INCEPTION) TO DECEMBER 31, 2001
	-----	-----
INTEREST INCOME	\$ 25	\$ 20
OPERATING EXPENSES:		
Professional fees	17,753	-
Other general and administrative expense	797	1,342
	-----	-----
Total operating expenses	18,550	1,342
	-----	-----
NET LOSS	(18,525)	(1,322)
	-----	-----
Net Loss Per Common Share	\$ (0.01)	\$ (0.01)
	=====	=====
Weighted-Average Number of Shares Outstanding	200,000	150,000
	=====	=====

See accompanying notes to these financial statements.

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WENTWORTH III, INC.  
(A Development Stage Company)

STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY

FOR THE PERIOD MARCH 7, 2001 (DATE OF INCEPTION) TO DECEMBER 31, 2002  
FOR THE YEAR ENDED DECEMBER 31, 2002

COMMON STOCK		ADDITIONAL
-----	-----	PAID-IN
SHARES	AMOUNT	CAPITAL



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Issuance of common stock for cash at \$.05 per share	150,000	\$	1,500	\$	6,000
Net loss for the period from March 7, 2001 (date of inception) to December 31, 2001	-		-		-
BALANCE, December 31, 2001	150,000		1,500		6,000
Net proceeds from sale of common stock for cash received in public offering at \$1.00 per share	50,000		500		19,935
Net loss for the year ended December 31, 2002	-		-		-
BALANCE, December 31, 2002	200,000	\$	2,000	\$	25,935

See accompanying notes to these financial statements.

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WENTWORTH III, INC.  
(A Development Stage Company)

STATEMENTS OF CASH FLOWS

	FOR THE YEAR ENDED DECEMBER 31, 2002	FOR THE PERIOD FROM MARCH 7, 2001 (DATE OF INCEPTION) TO DECEMBER 31, 2001
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	\$ (18,525)	\$ (1,322)
Adjustments to reconcile net loss to net cash used in operating activities:		
Changes in operating assets and liabilities:		
Increase in accrued expenses	7,595	842
Increase in amount due to officer	1,035	-
Net cash used in operating activities	(9,895)	(480)
CASH USED IN INVESTING ACTIVITY, increase in restricted cash	(45,000)	-
CASH PROVIDED BY FINANCING ACTIVITY, proceeds from the issuance of common stock	50,000	7,500
INCREASE (DECREASE) IN CASH	(4,895)	7,020

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CASH, at beginning of period	7,020	-
	-----	-----
CASH, at end of period	\$ 2,125	\$ 7,020
	=====	=====
SUPPLEMENTAL SCHEDULE OF NON-CASH FINANCING ACTIVITY:		
Expense accrued for offering costs	\$ 18,419	\$ 11,144
	=====	=====

See accompanying notes to these financial statements.  
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WENTWORTH III, INC.  
(A Development Stage Company)  
NOTES TO FINANCIAL STATEMENTS

1. ORGANIZATION AND OPERATIONS AND GOING CONCERN:  
-----

Wentworth III, Inc. (the "Company") was incorporated in the State of Delaware on March 7, 2001 for the purpose of raising capital that is intended to be used in connection with a merger, acquisition or other business combination with an operating business. On October 9, 2001, the Company issued 150,000 shares of \$.01 par value common stock for \$.05 per share, a total of \$7,500. During 2001, the Company filed a registration statement on Form SB-2, under SEC Rule 419, which was declared effective by the Securities and Exchange Commission on August 6, 2002. Under this registration statement on November 4, 2002, the Company sold 50,000 shares of \$.01 par value common stock in a public offering for \$1.00 per share for gross proceeds of \$50,000. The Company incurred \$29,563 in expenses of the offering.

The Company is currently in the development stage. All activities of the Company to date relate to its formation, its public offering and subsequent public filings and to finding an acquisition target with which to consummate a business combination.

The proceeds of the initial public offering as well as the related securities purchased have been placed in an escrow account where they will remain until the consummation of any business combination as required by the Securities and Exchange Commission Rule 419. The Company may withdraw only 10% of the funds as working capital in order to seek acquisition opportunities or for other corporate purposes. The remaining \$45,000 has been shown as cash in escrow in the accompanying balance sheet.

At the time the Company seeks stockholder approval of any potential merger, acquisition or other business combination, the Company will offer each of the initial investors the right, for a specific period of time, to reconfirm their investments and remain investors or, alternatively, to require the return of their funds, including interest if any, from the escrow account. Any investor not making a decision within the specific time period will automatically have their funds returned plus interest. The Company cannot consummate any business combination unless investors owning at least 80% of the funds reconfirm their investments.

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As a result of limited resources, the Company will, in all likelihood, have the ability to effect only a single business combination. Accordingly, the prospects for the Company's success will be entirely dependent upon the future performance of a single business. Furthermore, there is no assurance that the Company will be able to successfully execute a business combination. If the Company does not complete a merger, acquisition or other business combination meeting specified criteria within 18 months of the date of the initial public offering, the Company will return the \$45,000 of funds in the escrow account, plus interest, if any.

The financial instruments, which potentially subject the Company to concentration of credit risk, consist of cash. The Company maintains cash in an account with a financial institution in an amount which, at times, may be in excess of the FDIC insured limit. The Company has not experienced any losses on such account and does not believe it is exposed to any significant risk with respect to cash.

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WENTWORTH III, INC.  
(A Development Stage Company)  
NOTES TO FINANCIAL STATEMENTS

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the use of estimates by management. Actual results could differ from these estimates.

The Company does not believe that any recently issued but not-yet-effective accounting standards will have a material effect on the Company's financial position, results of operations or cash flows.

2. GOING CONCERN:  
-----

The Company has no revenue to date and has incurred operating losses of \$19,847 since inception. Since inception, the Company has been dependent upon the receipt of capital investment or other financing to fund its continuing activities. The Company has not identified any business combination and therefore, cannot ascertain with any degree of certainty the capital requirements for any particular transaction. In addition, the Company is dependent upon certain related parties to provide continued funding and capital resources. The accompanying financial statements have been presented on the basis of the continuation of the Company as a going concern and do not include any adjustments relating to the recoverability and classification of recorded asset amounts or the amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:  
-----

Deferred Offering Costs - Deferred offering costs, which were being  
-----

incurred in anticipation of the Company filing a Rule 419 registration statement, were deferred until the sale of common shares. On November 4, 2002, when the offering closed, these costs were charged to additional paid in capital.

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Income Taxes - The Company accounts for income taxes in accordance with  
-----

the Statement of Financial Accounting Standards No. 109, "Accounting for Income Taxes," which requires the recognition of deferred tax liabilities and assets at currently enacted tax rates for the expected future tax consequences of events that have been included in the financial statements or tax returns. A valuation allowance is recognized to reduce the net deferred tax asset to an amount that is more likely than not to be realized. The tax provision shown on the accompanying statement of operations is zero since the deferred tax asset generated from the net operating loss is offset in its entirety by a valuation allowance. State minimum taxes are expensed as incurred.

Cash and Cash Equivalents and Restricted Cash - Cash and cash  
-----

equivalents, if any, include all highly liquid debt instruments with an original maturity of three months or less at the date of purchase. Restricted cash represents the proceeds of the Rule 419 common stock offering, which are limited as to their use pursuant to this Rule (see Note 1).

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WENTWORTH III, INC.  
(A Development Stage Company)  
NOTES TO FINANCIAL STATEMENTS

Fair Value of Financial Instruments - Cash and current liabilities are  
-----

recorded in the financial statements at cost, which approximates fair market value because of the short-term maturity of those instruments.

Net Income (Loss) Per Share - Basic earnings per share (EPS) is  
-----

calculated by dividing the income or loss available to common shareholders by the weighted average number of common shares outstanding for the period. Diluted EPS reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock. The Company currently has no dilutive securities and as such, basic and diluted earnings per share are the same for all periods presented.

Comprehensive Income (Loss) - Comprehensive income is defined as all  
-----

changes in stockholders' equity (deficit), exclusive of transactions with owners, such as capital investments. Comprehensive income includes net income or loss, changes in certain assets and liabilities that are reported directly in equity such as translation adjustments on investments in foreign subsidiaries and unrealized gains (losses) on available-for-sale securities. During the year ended December 31, 2002 and for the period from March 7, 2001 (inception) to December 31, 2001, the Company's comprehensive loss was the same as its net loss.

4. STOCKHOLDERS' EQUITY:  
-----

The Company's Certificate of Incorporation authorizes the issuance of 50,000,000 shares of stock. They are divided into 10,000,000 shares of preferred stock and 40,000,000 shares of common stock. At December 31,

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2002, none of the preferred stock has been issued. However, such preferred shares may later be issued in such series with whatever preferences as may be determined by the Board of Directors.

During the year ended December 31, 2002, the Company completed the sale of 50,000 shares of common stock at \$1.00 in an initial public offering (IPO). Offering costs associated with IPO totaled \$29,563. Prior to the IPO, the Company sold 150,000 shares of common stock for \$7,500 in a private placement. At December 31, 2002, 200,000 shares of the common stock have been issued. In addition, the Company will, in all likelihood, issue a substantial number of additional shares in connection with a merger, acquisition or business combination. To the extent that additional shares of common stock are issued, dilution to the interest of the Company's current stockholders will occur.

5. INCOME TAXES:

-----

The Company has a net operating loss carryforward of approximately \$20,000 available to offset taxable income through the years 2021 and 2022.

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WENTWORTH III, INC.  
(A Development Stage Company)  
NOTES TO FINANCIAL STATEMENTS

The Company recorded a deferred income tax asset for the tax effect of net operating loss carryforwards and temporary differences, aggregating \$7,371, against which the Company has recorded a full valuation allowance in recognition of the uncertainty regarding the ultimate amount of income tax benefits to be derived. The change in the valuation allowance for the period ended December 31, 2001 to December 31, 2002 is \$6,922.

	December 31, 2002
	-----
Start up costs	\$ 123
Net operating loss carryforwards	7,248
Valuation allowance	(7,371)
	-----
	\$ -
	=====

The difference between income taxes computed at the statutory federal rate of 34% and the provision for income taxes relates to the following:

	Percent of Pretax Amount
	-----
Provision at federal statutory rate	34%
Increase in valuation allowance	(34)
	---

0%  
===

6. SUBSEQUENT EVENT:  
-----

On February 12, 2003, the Wentworth board of directors unanimously approved and executed an agreement to merge with Whitco Company, LLP ("Whitco"), a privately held Texas-based manufacturer and marketer of outdoor lighting pole structures. Assuming all of the escrow holders elect to reconfirm their investment in us, we believe that the fair value of Whitco represents at least 80% of the offering proceeds of \$50,000 realized from our offering. Whitco's management and board will assume significant majority control of the Company through a merger structure whereby Whitco will become a wholly-owned subsidiary of Wentworth. Wentworth will thereafter change its name to Catalyst Lighting Group.

Timothy J. Keating, the son of Kevin R. Keating, the Company's President, is the Managing Member of, and holds approximately an 87% interest in, Keating Investments, LLC ("KI"). There is currently no signed agreement between KI and the Company. However, KI has been engaged by and is representing Whitco Company LLP as its investment banker. Given the limited cash resources of Wentworth III, management of the Company anticipates that any fees to be paid to KI will be paid either through the issuance of equity of Wentworth III or through the cash resources of Whitco Company LLP or a combination of both.

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INDEPENDENT AUDITOR'S REPORT

To the Partners  
Whitco Company, LLP  
Hutchinson, Kansas

We have audited the accompanying balance sheet of Whitco Company, LLP as of September 30, 2002, and the related statements of income, partners' equity, and cash flows for the nine months then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with 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 provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Whitco Company, LLP as of September 30, 2002 and the results of its operations and its cash flows for the nine months then ended, in conformity with accounting principles generally accepted in the United States of America.

/s/ HEIN + ASSOCIATES LLP  
HEIN + ASSOCIATES LLP

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Denver, Colorado  
December 20, 2002

See accompanying notes to these financial statements.  
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REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

Partners  
WHITCO COMPANY, LLP

We have audited the accompanying statements of income, partners' equity and cash flows of Whitco Company, LLP for the year ended December 31, 2001. These statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these statements based on our audit.

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 statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the statements referred to above present fairly, in all material respects, the results of operations and cash flows of Whitco Company, LLP for the year ended December 31, 2001 in conformity with accounting principles generally accepted in the United States of America.

/s/ GRANT THORNTON LLP  
GRANT THORNTON LLP

Wichita, Kansas  
January 31, 2002

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WHITCO COMPANY, LLP

BALANCE SHEETS

DECEMBER 31  
2002

-----  
(unaudited)

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ASSETS	
CURRENT ASSETS:	
Trade receivables, less allowance for doubtful accounts of \$53,924 and \$54,442	\$ 1,780,1
Inventories	1,060,1
Prepaid expenses and other	44,4
	-----
Total current assets	2,884,8
PROPERTY AND EQUIPMENT, net of accumulated depreciation of \$60,759 and \$51,991	136,2
OTHER ASSETS:	
Goodwill, net of accumulated amortization of \$330,151 and \$330,151	2,971,3
Other	15,7
	-----
Total other assets	2,987,1
	-----
	\$ 6,008,1
	=====
LIABILITIES AND PARTNERS' EQUITY	
-----	
CURRENT LIABILITIES:	
Revolving note payable	\$ 1,172,1
Current maturities of long-term debt	257,6
Accounts payable	1,210,5
Other accrued liabilities	486,9
	-----
Total current liabilities	3,127,2
	-----
LONG-TERM DEBT, less current maturities:	
Related party	446,0
Other	1,363,4
	-----
TOTAL LONG-TERM DEBT	\$ 1,809,4
PARTNERS' EQUITY	1,071,5
	-----
TOTAL LIABILITIES AND PARTNERS' EQUITY	\$ 6,008,1
	=====

See accompanying notes to these financial statements.

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WHITCO COMPANY, LLP

STATEMENTS OF INCOME



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	THREE MONTHS ENDED DECEMBER 31, 2002	THREE MONTHS ENDED DECEMBER 31, 2001	SEP
	(unaudited)	(unaudited)	
SALES	\$ 3,282,406	\$ 3,637,142	\$
COST OF SALES	2,172,735	2,366,098	
GROSS MARGIN ON SALES	1,109,671	1,271,044	
OTHER OPERATING COSTS AND EXPENSES:			
General, selling and administrative expenses	1,104,146	961,863	
Amortization of goodwill	-	57,449	
	1,104,146	1,019,312	
INCOME FROM OPERATIONS	5,525	251,732	
OTHER EXPENSE:			
Interest expense	71,519	71,048	
NET INCOME (LOSS)	\$ (65,994)	\$ 180,684	\$
PRO FORMA INCOME TAXES AND NET INCOME (Loss): (unaudited)			
INCOME (LOSS) BEFORE PRO FORMA INCOME TAXES	\$ (65,994)	\$ 180,684	\$
PRO FORMA INCOME TAXES	22,838	(68,412)	
PRO FORMA NET INCOME (LOSS)	\$ (43,156)	\$ 112,272	\$

See accompanying notes to these financial statements.

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WHITCO COMPANY, LLP

STATEMENTS OF PARTNERS' EQUITY

For the Year Ended December 31, 2001,  
For the Nine Months Ended September 30, 2002, and  
For the Three Months Ended December 31, 2002 (Unaudited)

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	UNITS	PARTNERS' CONTRIBUTIONS	
	-----	-----	-----
BALANCE, January 1, 2001	1,200	\$ 1,200,000	\$
Partners' distributions	-	-	
Net income	-	-	
	-----	-----	-----
BALANCE, December 31, 2001	1,200	1,200,000	
Sale of partnership interest	436	655,000	
Redemption of partners' interest	(800)	(1,200,000)	
Net income	-	-	
	-----	-----	-----
BALANCE, September 30, 2002	836	655,000	
Net (loss) (unaudited)	-	-	
	-----	-----	-----
BALANCE, December 31, 2002 (unaudited)	836	\$ 655,000	\$
	=====	=====	=====

See accompanying notes to these financial statements.

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WHITCO COMPANY, LLP  
STATEMENTS OF CASH FLOWS

	THREE MONTHS ENDED DECEMBER 31, 2002	THREE MONTHS ENDED DECEMBER 31, 2001
	-----	-----
	(unaudited)	(unaudited)
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income (Loss)	\$ (65,994)	\$ 180
Adjustments to reconcile net income (Loss) to net cash provided by (used in) operating activities:		
Depreciation and amortization	5,107	62
Allowance for bad debt	-	
Change in operating assets and liabilities:		
Trade receivables	499,912	(255)
Inventories	(208,110)	381
Prepaid expenses and other	(24,431)	4
Other assets	2,018	

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Accounts payable	(40,414)	(201)
Other accrued liabilities	(225,808)	197
	-----	-----
Net cash provided by (used in) operating activities	(57,720)	370
	-----	-----
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchase of property and equipment	(7,451)	(6)
	-----	-----
Net cash used in investing activities	(7,451)	(6)
	-----	-----
CASH FLOWS FROM FINANCING ACTIVITIES:		
Net increase (decrease) in revolving note payable	85,080	(346)
Proceeds from issuance of long-term debt	-	
Payments on short-term and long-term notes payable	(19,909)	(17)
Sale of partnership interest	-	
Partners' distributions	-	
Redemption of partners' interest	-	
	-----	-----
Net cash provided by (used in) financing activities	65,171	(364)
	-----	-----
Net Change in Cash	-	
	-----	-----
CASH, at beginning of period	-	
	-----	-----
CASH, at end of period	\$ -	\$
	=====	=====
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:		
Cash paid during the year for:		
Interest	\$ 71,519	\$ 71
	=====	=====

See accompanying notes to these financial statements.

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WHITCO COMPANY, LLP

NOTES TO FINANCIAL STATEMENTS

(Information Subsequent to September 30, 2002 is Unaudited)

SUMMARY OF ACCOUNTING POLICIES:

-----  
 Nature of Operations - Whitco Company, LLP (the Company) was formed as a

-----  
 Texas limited liability partnership on June 27, 2000. The Company, located in Fort Worth, Texas, sells sports and area lighting poles to distributors throughout the United States of America.

Inventories - Inventories are stated at the lower of cost or market,  
 -----

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determined under the first-in, first-out method.

Property and Equipment - Property and equipment are stated at cost.  
-----

Depreciation and amortization of property and equipment is provided using the modified straight-line method over the following estimated useful lives:

Vehicles and office furniture and equipment 5 years

Maintenance, repairs and renewals which neither materially add to the value of property and equipment nor appreciably prolong its life are charged to operations as incurred. Gains or losses on disposals of property and equipment are included in income.

Impairment of Long-Lived Assets - Management of the Company assesses  
-----

impairment whenever events or changes in circumstances indicate that the carrying amount of a long-lived asset may not be recoverable. If the net carrying value exceeds the net cash flows, then impairment will be recognized to reduce the carrying value to the estimated fair value.

Goodwill - During fiscal 2001, the Company amortized goodwill using a  
-----

fifteen-year life. Beginning January 1, 2002, the Company adopted Statement of Financial Accounting Standards No. 142 (SFAS 142) "Goodwill and Other Intangible Assets," and as a result ceased amortizing goodwill. The Company tests goodwill for impairment annually or on an interim basis if an event or circumstance occurs between the annual tests that may indicate impairment of goodwill. Impairment of goodwill will be recognized in operating results in the period it is identified. Had the Company recorded amortization expense during the three months ended December 31, 2002 and the nine months ended September 30, 2002, unaudited pro forma net income (loss) would have been approximately \$(79,000) and \$(25,000), respectively.

Income Taxes - The Company has been organized as a limited liability  
-----

partnership. Accordingly, no provision for income taxes has been provided for in the financial statements since taxable income of the Company is required to be reported by the respective partners on their income tax returns. However, the Company has included unaudited estimated pro forma income taxes and the resulting pro forma net income (loss) in the statements of income. Pro forma income taxes (tax refund) were estimated using the effective Federal and state tax rates, as if the Company was a C-Corporation.

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WHITCO COMPANY, LLP

### NOTES TO FINANCIAL STATEMENTS

(Information Subsequent to September 30, 2002 is Unaudited)

Concentrations of Credit Risk - Financial instruments which potentially  
-----

subject the Company to concentrations of credit risk consist primarily of trade receivables. The Company grants credit to distributors of sports and area lighting poles located throughout the United States of America. Collateral is generally not required for the Company's trade receivables.

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Use of Estimates - In preparing financial statements in conformity with  
-----

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

Cash Equivalents - For purposes of the statements of cash flows, the  
-----

Company considers all highly liquid investments with a maturity of three months or less to be cash equivalents. There were no cash equivalents at September 30, 2002 or December 31, 2002.

Revenue Recognition - The Company recognizes revenue in accordance with SEC  
-----

Staff Accounting Bulletin No. 101, Revenue Recognition in Financial Statements (SAB 101), as amended by SAB 101A and 101B. SAB 101 requires that four basic criteria must be met before revenue can be recognized: (1) persuasive evidence of an arrangement exists; (2) delivery has occurred or services rendered; (3) the fee is fixed and determinable; and (4) collectibility is reasonably assured. Company product is made to customer or industry specifications at an agreed upon price as typically specified in the customer purchase order. Title passes to the customer at the point of shipment along with all the risks and rewards of ownership. Customers receive a one-year product warranty for defects in materials and workmanship providing repair or replacement or refund of purchase price. The Company provides an accrual as a reserve for potential warranty costs, which historically have not been significant.

Stock-Based Compensation - The Company accounts for partnership  
-----

interest-based compensation for employees using the intrinsic value method prescribed in Accounting Principles Board Opinion No. 25, Accounting for Stock Issued to Employees, and related interpretations. Accordingly, compensation cost for partnership options granted to employees is measured as the excess, if any, of the market price of the partnership interest at the measurement date (generally, the date of grant) over the amount an employee must pay to acquire the partnership interest.

In October 1995, the Financial Accounting Standards Board issued a new statement titled Accounting for Stock-Based Compensation (SFAS No. 123). SFAS No. 123 requires that options, warrants, and similar instruments which are granted to non-employees for goods and services be recorded at fair value on the grant date. Fair value is generally determined under an option pricing model using the criteria set forth in SFAS No. 123. The Company did not adopt SFAS No. 123 to account for partnership interest-based compensation for employees but is subject to the pro forma disclosure requirements.

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WHITCO COMPANY, LLP

NOTES TO FINANCIAL STATEMENTS

(Information Subsequent to September 30, 2002 is Unaudited)

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Interim Financial Information - The accompanying interim financial  
-----  
information as of December 31, 2002 and for the periods ended December 31, 2002 and 2001 has been taken from the Company's books and records without audit. However, in the opinion of management, such information includes all adjustments (consisting only of normal recurring accruals) necessary to fairly present the financial position as of December 31, 2002 and results of operations of the Company for the periods ended December 31, 2002 and 2001.

Impact of Recently Issued Accounting Pronouncements - In August 2001, the  
-----  
FASB issued Statement of Financial Accounting Standards No. 143, Accounting for Asset Retirement Obligations (SFAS 143). This statement establishes standards of accounting for asset retirement obligations arising from the acquisition, construction, or development and/or the normal operation of a long-lived asset. SFAS 143 is effective for fiscal years beginning after June 15, 2002. Management does not believe that the adoption of SFAS 143 will have a material effect of the financial statements.

In April 2002, the FASB approved for issuance Statements of Financial Accounting Standards No. 145, "Rescission of FASB Statements No. 4, 44 and 64, Amendment of SFAS 13, and Technical Corrections" ("SFAS 145"). SFAS 145 rescinds previous accounting guidance, which required all gains and losses from extinguishment of debt be classified as an extraordinary item. Under SFAS 145 classification of debt extinguishment depends on the facts and circumstances of the transaction. SFAS 145 is effective for fiscal years beginning after May 15, 2002 and adoption is not expected to have a material effect on the Company's financial position or results of its operations.

In July 2002, the FASB issued Statements of Financial Accounting Standards No. 146, "Accounting for Costs Associated with Exit or Disposal Activities" (SFAS 146). SFAS 146 requires companies to recognize costs associated with exit or disposal activities when they are incurred rather than at the date of a commitment to an exit or disposal plan. Examples of costs covered by SFAS 146 include lease termination costs and certain employee severance costs that are associated with a restructuring, discontinued operation, plant closing, or other exit or disposal activity. SFAS 146 is to be applied prospectively to exit or disposal activities initiated after December 31, 2002. The adoption of SFAS 146 is not expected to have a material effect on the Company's financial position or results of its operations.

In August 2002, the FASB issued Statements of Financial Accounting Standards No. 147, "Acquisitions of Certain Financial Institutions" (SFAS 147). SFAS 147 requires financial institutions to follow the guidance in SFAS 141 and SFAS 142 for business combinations and goodwill and intangible assets, as opposed to the previously applied accounting literature. This statement also amends SFAS 144 to include in its scope long-term customer relationship intangible assets of financial institutions. The provisions of SFAS 147 do not apply to the Company.

In December 2002, the FASB issued Statements of Financial Accounting Standards No. 148, "Accounting for Stock-Based Compensation - Transition and Disclosure - an amendment of FASB Statement 123" (SFAS 123). For entities that change their accounting for stock-based compensation from the intrinsic method to the fair value method under SFAS 123, the fair value method is to be applied prospectively to those awards granted after the beginning of the period of adoption (the prospective method). The amendment

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WHITCO COMPANY, LLP

## NOTES TO FINANCIAL STATEMENTS

(Information Subsequent to September 30, 2002 is Unaudited)

permits two additional transition methods for adoption of the fair value method. In addition to the prospective method, the entity can choose to either (i) restate all periods presented (retroactive restatement method) or (ii) recognize compensation cost from the beginning of the fiscal year of adoption as if the fair value method had been used to account for awards (modified prospective method). For fiscal years beginning December 15, 2003, the prospective method will no longer be allowed. The Company currently accounts for its stock-based compensation using the intrinsic value method as proscribed by Accounting Principles Board Opinion No. 25, "Accounting for Stock Issued to Employees" and plans on continuing using this method to account for stock options, therefore, it does not intend to adopt the transition requirements as specified in SFAS 148. The Company has adopted the new SFAS 148 disclosure requirements of SFAS 148 in these financial statements.

### INVENTORIES:

-----

Inventories are comprised of the following:

	December 31, 2002	September 30, 2002	
	-----	-----	
	(unaudited)		
Raw materials	\$ 786,755	\$ 580,060	
Work in process	250,001	271,973	
Finished goods	23,387	-	
	-----	-----	
	\$ 1,060,143	\$ 852,033	
	=====	=====	

### REVOLVING NOTE PAYABLE:

-----

The Company has a revolving credit agreement with a bank which bears interest at the bank's prime rate plus 1.50% (totaling 6.25% and 6.25% at December 31, 2002 and September 30, 2002) which enables the Company to borrow up to the lesser of \$2,000,000 or the aggregate of 80% of eligible accounts receivable and 50% of eligible inventory as defined by the agreement. Borrowings outstanding on the revolving loan were \$1,017,082 and \$1,087,025 at December 31, 2002 and September 30, 2002, respectively.

Borrowings under the revolving credit agreement are collateralized by essentially all assets of the Company including accounts receivable and inventory. The agreement requires the Company to maintain certain financial covenants which include tangible net worth, cash flow coverage and debt ratios as defined in the agreement. As of September 30, 2002, the Company was not in compliance with certain financial covenants, whereby enabling the lender to call the note on demand. The lender is aware of this non-compliance and the Company does not believe its lender will initiate any action which would be detrimental to the Company's liquidity situation. The agreement also limits the amount of additional third-party borrowings

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the Company can obtain and the amount of distributions the Company can pay partners. The agreement is subject to annual review by the lender who has the right to terminate or change any of the terms and conditions of the agreement.

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WHITCO COMPANY, LLP

NOTES TO FINANCIAL STATEMENTS

(Information Subsequent to September 30, 2002 is Unaudited)

LONG-TERM DEBT:

Long-term debt at year end consists of the following:

	December 2002
	----- (unaudite
Noninterest-bearing note payable to an individual, discounted at 6.3% (unamortized discount of \$66,259 and \$75,509 at December 31, 2002 and September 30, 2002), payable in annual installments of \$217,851 (a).	\$568,
Noninterest-bearing note payable to an individual, discounted at 6.22% (unamortized discount of \$16,834 and \$20,207 at December 31, 2002 and September 30, 2002, respectively), payable in monthly installments of \$7,375(a)	202,
Note payable to an individual with indirect ownership in the partnership, note was assigned to a nonrelated limited partnership effective December 27, 2001, principal due July 31, 2005, interest payable monthly at a fixed rate of 15% (b)	700,
Note payable to a family member of a partner, principal due July 31, 2005, interest payable monthly at a fixed rate of 15% (b)	50,
Subordinated note payable to a partner, due April 30, 2004, rate 15%, unsecured.	250,
Subordinated note payable to a partner, due April 30, 2007, rate 15%, unsecured.	20,
Subordinated note payable to a partner, due April 30, 2007, rate 15%, unsecured.	76,
Subordinated note payable to a partner, due April 30, 2007, rate 15%, unsecured.	50,
Subordinated note payable to an individual, due April 30, 2007, rate 15%, unsecured.	150,
	-----
	2,067,
Less current maturities	(257,
	-----
	\$ 1,809,
	=====



WHITCO COMPANY, LLP

NOTES TO FINANCIAL STATEMENTS

(Information Subsequent to September 30, 2002 is Unaudited)

- (a) Notes are collateralized by all assets of the Company. The security interest in inventory and accounts receivable is subordinated to the revolving bank note and the security interest in all assets is subordinated to notes marked as (b).
- (b) Notes are collateralized by all assets of the Company but are subordinated to the revolving bank note.

Aggregate annual maturities of long-term debt at September 30, 2002 are as follows:

2003	\$	257,646
2004		523,133
2005		1,019,439
2006		-
2007		296,000
		-----
	\$	2,096,218

During the three months ended December 31, 2002 and 2001, the nine months ended September 30, 2002 and the year ended December 31, 2001, the Company had \$16,725, \$0, \$27,875 and \$0, respectively, of interest expense on notes due to related parties.

SIGNIFICANT CONCENTRATIONS:

-----

During the nine months ended September 30, 2002 and the year ended December 31, 2001, 45% and 85% of the Company's material and assembly purchases of lighting poles were from two vendors. Although there are multiple vendors with which the Company could enter into agreements, the deterioration or cessation of either relationship could have a material adverse effect, at least temporarily, on the Company as it attempts to negotiate agreements with other manufactures of lighting poles. Accounts payable to these two vendors were \$711,862 and \$308,362 as of September 30, 2002 and December 31, 2002, respectively.

PARTNERSHIP OPTIONS:

-----

Partnership Option Plans - In June 2000, the partners began issuing options for the purchase of partnership units to certain key employees. Approximately 241 units have been issued through December 31, 2002.

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NOTES TO FINANCIAL STATEMENTS

(Information Subsequent to September 30, 2002 is Unaudited)

Following is a summary of partnership option activity:

	Employee Options Outstanding	Range of Exercise Price	
		Low	High
Balances, December 31, 2001	300	\$ 1,000	\$
Granted	146	2,887	
Exercised	-	-	
Terminated/Canceled	(240)	1,000	
Balances, September 30, 2002	206	1,000	
Granted (unaudited)	35	2,887	
Exercised (unaudited)	-	-	
Terminated/Canceled (unaudited)	-	-	
Balances, December 31, 2002 (unaudited)	241	\$ 1,000	
Vested options (unaudited)	118	\$ 1,000	

If not previously exercised, options expire as follows:

Year Ending September 30,	Number of Shares	Weighted Average Exercise Price
2011	127	\$ 1,327
2012	22	2,887
2013	92	2,887
	241	

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WHITCO COMPANY, LLP

NOTES TO FINANCIAL STATEMENTS

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(Information Subsequent to September 30, 2002 is Unaudited)

Pro forma Stock-Based Compensation Disclosures - SFAS No. 123 requires the

-----  
Company to provide pro forma information regarding net income as if compensation costs for the Company's partnership option plans and other partnership interest awards had been determined in accordance with the fair value based method prescribed in SFAS No. 123. The Company estimates the fair value of each partnership award at the grant date by using the Black-Scholes option-pricing model with the following weighted-average assumptions:

	December 31, 2002	September 30, 2002	December 31, 2001
	-----	-----	-----
	(unaudited)		
Dividend yield	0%	0%	0%
Volatility	0%	0%	0%
Risk free interest rate	3.83%	3.61%	4.55%
Expected life	10 years	10 years	10 years

Under the accounting provisions of SFAS No. 123, there was no effect to the Company's net income for the nine months ended September 30, 2002 and the year ended December 31, 2001.

### RELATED PARTY TRANSACTIONS:

-----  
During the three months ended December 31, 2002 and 2001, the nine months ended September 30, 2002 and for the year ended December 31, 2001, the Company paid \$12,000, \$12,000, \$24,000 and \$12,000, respectively, for accounting and administrative services to an entity related through common ownership.

During the three months ended December 31, 2002 and 2001, the nine months ended September 30, 2002 and the year ended December 31, 2001, the Company had sales of \$95,841, \$124,699, \$266,580, and \$679,527, respectively, to an entity whose principal owner is the brother of an employee of the Company. Accounts receivable from this related entity were \$17,254 and \$36,661 at December 31, 2001 and 2000, respectively.

See Note 4 for other related party transactions.

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WHITCO COMPANY, LLP

NOTES TO FINANCIAL STATEMENTS

(Information Subsequent to September 30, 2002 is Unaudited)

### COMMITMENTS:

-----  
The Company leases a facility and equipment under operating leases expiring at various dates through 2005.

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The future minimum payments required under these operating leases are as follows:

Year Ending September 30, -----		
2003	\$	40,166
2004		6,783
2005		2,220
		-----
	\$	49,169
		=====

Rent expense for the three months ended December 31, 2002 and 2001, the nine months ended September 30, 2002 and the year ended December 31, 2001, was \$10,042, \$13,881, \$39,364 and \$55,525, respectively.

### SUBSEQUENT EVENTS: -----

Subsequent to December 31, 2002, the Company entered into an acquisition agreement with Wentworth III, Inc. Among other items, the acquisition is contingent upon shareholder/partner approval of the Company and Wentworth III. For financial statement purposes, the Company will be considered the acquiring company. For legal purposes, however, Wentworth III will remain the surviving entity, therefore, the combined entity will retain Wentworth III, Inc.'s capital structure and all the partnerships' units will be converted into common stock of Wentworth III, Inc.

Subsequent to December 31, 2002, \$376,000 of notes payable that were outstanding at December 31, 2002, were converted into 56.82 partnership units of the Company.

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## PRO FORMA FINANCIAL INFORMATION

### INTRODUCTION

In February 2003, Whitco Company ("WC") entered into a reverse acquisition agreement with Wentworth III, Inc. ("Wentworth"), a registered blank check company. Wentworth's assets and liabilities were nominal at the date of the agreement. The transaction is to be accounted for as a reverse merger acquisition, which results in a recapitalization of WC in as much as it is deemed to be the acquiring entity for accounting purposes.

The accompanying unaudited pro forma combining, condensed balance sheet combines the balance sheet of WC as of December 31, 2002 with the balance sheet of Wentworth. As a condition to the merger, certain noteholders converted \$376,000 of notes that were outstanding at December 31, 2002 into partnership units which are to be exchanged into Wentworth common stock.

The accompanying unaudited pro forma combining, condensed statements of operations combine the operations of WC and Wentworth for the twelve months ended December 31, 2002, as if the acquisition and conversion of notes was completed as of the beginning of the period presented under the purchase method

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of accounting.

These statements are not necessarily indicative of future operations or the actual results that would have occurred had the merger been consummated at the beginning of the periods indicated.

The unaudited pro forma combined, condensed financial statements should be read in conjunction with the historical financial statements and notes thereto, included elsewhere in this document.

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WHITCO COMPANY, LLP  
WENTWORTH III, INC.

PRO FORMA  
COMBINING, CONDENSED BALANCE SHEET

(unaudited)

	WHITCO COMPANY, LLP DECEMBER 31, 2002	WENTWORTH III, INC. DECEMBER 31, 2002	MERGE
	-----	-----	-----
ASSETS			
-----			
CURRENT ASSETS:			
Cash	\$ -	\$ 47,125	\$
Trade receivables	1,780,197	-	
Inventory	1,060,143	-	
Prepaid expenses and other	44,460	-	
	-----	-----	-----
Total current assets	2,884,800	47,125	
PROPERTY AND EQUIPMENT, net	136,219	-	
OTHER ASSETS			
Goodwill	2,971,362	-	
Other	15,792	-	
	-----	-----	-----
TOTAL ASSETS	\$ 6,008,173	\$ 47,125	\$
	=====	=====	=====
LIABILITIES AND STOCKHOLDERS' EQUITY			
-----			
CURRENT LIABILITIES:			
Revolving note payable	\$ 1,172,105	-	\$
Current portion of notes payable:	257,646	-	
Other current liabilities	1,697,506	39,035	(b) 141,



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PRO FORMA INCOME TAXES	147,734	(65,994)	81,740	(18,525)	(
PRO FORMA INCOME TAXES	(58,062)	22,838	(35,224)	6,873	
	-----	-----	-----	-----	-----
NET INCOME (LOSS)	\$ 89,672	\$ (43,156)	\$ 46,516	\$ (11,652)	\$ (
	=====	=====	=====	=====	=====
BASIC AND DILUTED NET LOSS PER SHARE				\$ -	\$
				=====	=====
COMMON STOCK OUTSTANDING				200,000	(c) 3,1
				=====	=====

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WHITCO COMPANY, LLP  
WENTWORTH III, INC.

PRO FORMA NOTES TO COMBINING, CONDENSED FINANCIAL INFORMATION

- (a) To reflect the conversion of \$376,000 of notes payable that were outstanding as of December 31, 2002 into partnership units that will be exchanged into shares of Wentworth common stock, and to reflect the reduction of the related interest expense, totaling \$14,100 for the twelve months ended December 31, 2002.
- (b) To reflect expenses related to the merger, which are primarily related to investment banker, legal and accounting fees. The Company estimates it will incur \$529,250 of merger expenses. \$141,250 will be paid in cash and the remainder in common stock valued at \$388,000.
- (c) To reflect the issuance of 3,191,368 shares in conjunction with the acquisition.

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We have not authorized any dealer, salesperson or other person to give any information or to represent anything not contained in this prospectus. You must not rely on any unauthorized information or representations. This prospectus does not constitute an offer to sell or buy any securities in any jurisdiction where it is unlawful to do so. The information contained in this prospectus is current only as of its date.

Until May 20, 2003 (90 days from the date of this prospectus), all dealers effecting transactions in these securities, whether or not participating in this offering, may be required to deliver a prospectus. This is in addition to a dealer's obligation to deliver a prospectus when acting as an underwriter and with respect to an unsold allotment or subscription.

50,000 Shares

Wentworth III, Inc.

\_\_\_\_\_, 2003

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 24. Indemnification of Directors and Officers.

The following certificate of incorporation and statute provisions are the only charter and statute provisions, by-laws, contracts or other arrangements known to the registrant that insure or indemnify a controlling person, director or officer of the registrant in any manner against liability which he or she may incur in his or her capacity as such.

Article SEVENTH of the registrant's certificate of Incorporation provides that:

No director shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty by such director as a director. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by applicable law, (i) for breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit. No amendment to or repeal of this Article Seventh shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director prior



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to such amendment.

Section 145 of the Delaware General Corporation Law ("GCL"), provides that:

(a) A corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that the person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the person's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that the person's conduct was unlawful.

(b) A corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that the person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

(c) To the extent that a present or former director or officer of a corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in subsections (a) and (b) of this section, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

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(d) Any indemnification under subsections (a) and (b) of this section (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the present or former director, officer, employee or agent is proper in the circumstances because the person has met the applicable standard of conduct set forth in subsections (a) and (b) of this section. Such determination shall be made, with respect to a person who is a director or officer at the time of such determination, (1) by a

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majority vote of the directors who are not parties to such action, suit or proceeding, even though less than a quorum, or (2) by a committee of such directors designated by majority vote of such directors, even though less than a quorum, or (3) if there are no such directors, or if such directors so direct, by independent legal counsel in a written opinion, or (4) by the stockholders.

(e) Expenses (including attorneys' fees) incurred by an officer or director in defending any civil, criminal, administrative or investigative action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the corporation as authorized in this section. Such expenses (including attorneys' fees) incurred by former directors and officers or other employees and agents may be so paid upon such terms and conditions, if any, as the corporation deems appropriate.

(f) The indemnification and advancement of expenses provided by, or granted pursuant to, the other subsections of this section shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office.

(g) A corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the corporation would have the power to indemnify such person against such liability under this section.

(h) For purposes of this section, references to "the corporation" shall include, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors, officers, and employees or agents, so that any person who is or was a director, officer, employee or agent of such constituent corporation, or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under this section with respect to the resulting or surviving corporation as such person would have with respect to such constituent corporation if its separate existence had continued.

(i) For purposes of this section, references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to any employee benefit plan; and references to "serving at the request of the corporation" shall include any service as a director, officer, employee or agent of the corporation which imposes duties on, or involves services by, such director, officer, employee or agent with respect to an employee benefit plan, its participants or beneficiaries; and a person who acted in good faith and in a manner such person reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the corporation" as referred to in this section.

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(j) The indemnification and advancement of expenses provided by, or granted pursuant to, this section shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

(k) The Court of Chancery is hereby vested with exclusive jurisdiction to hear and determine all actions for advancement of expenses or indemnification brought under this section or under any bylaw, agreement, vote of stockholders or disinterested directors, or otherwise. The Court of Chancery may summarily determine a corporation's obligation to advance expenses (including attorneys' fees).

Item 25. Other Expenses of Issuance and Distribution.

Type of Expense	Amount of Anticipated Expense
-----	-----
Legal fees.....	\$ 25,000.00*
Accounting fees.....	10,000.00*
Printing costs.....	500.00*
Transfer agent fee.....	250.00
Miscellaneous fees and expenses.....	250.00*
	-----
Total expenses.....	\$ 36,000.00
	=====

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\* Estimated

Item 26. Recent Sales of Unregistered Securities.

None.

Item 27. Exhibits and Financial Statement Schedules.

EXHIBITS

Item 27.

- \*\* 3.1 Certificate of Incorporation
- \*\* 3.2 By-Laws
- \*\* 4.1 Specimen Certificate of Common Stock
- \*\* 4.2 Escrow Agreement
- \*\* 4.3 Form of Subscription Agreement
- \*\* 5.1 Opinion of Willkie Farr & Gallagher
- \* 10.1 Securities Exchange Agreement, dated as of February 12, 2003 by Wentworth III, Inc. and Whitco Company, L.L.P.
- \* 23.1 Consent of Hein & Associates LLP
- \* 23.2 Consent of Hein & Associates LLP
- \* 23.3 Consent of Grant Thornton LLP
- \* 23.4 Consent of Goldstein Golub Kessler LLP

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\* Filed with this amendment.  
\*\* Previously filed.

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Item 28. Undertakings.

The registrant hereby undertakes:

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(1) For determining liability under the Act, to treat each post-effective amendment (including those that contain a form of prospectus) as a new registration statement for the securities offered, and the offering of the securities at that time to be the initial bona fide offering of those securities.

(2) Insofar as indemnification for liabilities arising under the Act may be permitted to directors, officers and controlling persons of the small business issuer pursuant to the foregoing provisions, or otherwise, the small business issuer has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the small business issuer of expenses incurred or paid by a director, officer or controlling person of the small business issuer in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the small business issuer will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

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SIGNATURES

In accordance with the requirements of the Securities Act of 1933, the registrant certifies it has reasonable grounds to believe that it meets all of the requirements of filing on Form SB-2 and authorizes this registration statement to be signed on its behalf by the undersigned, in the City of Denver, State of Colorado on February 20, 2003.

Wentworth III, Inc.

By: /s/ Kevin R. Keating

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Kevin R. Keating, President

In accordance with the requirements of the Securities Act of 1933, this registration statement was signed by the following persons in the capacities and on the dates stated:

Signature	Title
/s/ Kevin R. Keating ----- Kevin R. Keating	President, Chief Financial Officer, Director
/s/ Spencer I. Browne -----	Secretary, Director

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Spencer I. Browne

EXHIBIT INDEX

	Exhibit Number	Description
**	3.1	Certificate of Incorporation
**	3.2	By-Laws
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**	5.1	Opinion of Willkie Farr & Gallagher
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