

KILROY REALTY CORP
Form SC 13G
February 14, 2011

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

SCHEDULE 13G

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO

RULES 13d-1(b) (c), and (d) AND AMENDMENTS THERETO FILED

PURSUANT TO RULE 13d-2(b)

Kilroy Realty Corporation

(Name of Issuer)

Common Stock

(Title of Class of Securities)

49427F108

(CUSIP Number)

December 31, 2010

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on the following pages)

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CUSIP No. 49427F108

- (1) Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

AEW Capital Management, L.P.

- (2) Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)

- (3) SEC Use Only

- (4) Citizenship or Place of Organization
Delaware

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With:

- | | |
|-----|-------------------------------------|
| (5) | Sole Voting Power
1,729,790 |
| (6) | Shared Voting Power
None |
| (7) | Sole Dispositive Power
2,356,590 |
| (8) | Shared Dispositive Power
None |

- (9) Aggregate Amount Beneficially Owned by Each Reporting Person
2,356,590 shares of Common Stock

- (10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

- (11) Percent of Class Represented by Amount in Row (9)
5.61%

- (12) Type of Reporting Person (See Instructions)
PN

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CUSIP No. 49427F108

- (1) Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

AEW Capital Management, Inc.

- (2) Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)

- (3) SEC Use Only

- (4) Citizenship or Place of Organization
Massachusetts

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With:

- | | |
|-----|-------------------------------------|
| (5) | Sole Voting Power
1,729,790 |
| (6) | Shared Voting Power
None |
| (7) | Sole Dispositive Power
2,356,590 |
| (8) | Shared Dispositive Power
None |

- (9) Aggregate Amount Beneficially Owned by Each Reporting Person
2,356,590 shares of Common Stock

- (10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

- (11) Percent of Class Represented by Amount in Row (9)
5.61%

- (12) Type of Reporting Person (See Instructions)
CO

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CUSIP No. 49427F108

STATEMENT ON SCHEDULE 13G

Item 1(a).

Name of Issuer:

Kilroy Realty Corporation

Item 1(b).

Address of Issuer's Principal Executive Offices:

12200 W. Olympic Blvd.

Suite 200

Los Angeles, CA 90064

Item 2(a).

Names of Person Filing:

AEW Capital Management, L.P.

Item 2(b).

AEW Capital Management, Inc.

Business Mailing Address for the Person Filing:

World Trade Center East

Two Seaport Lane

Item 2(c).

Boston, MA 02110-2021

Citizenship:

Delaware for AEW Capital Management, L.P.

Item 2(d).

Massachusetts for AEW Capital Management, Inc.

Title of Class of Securities:

Common Stock

Item 2(e).

CUSIP Number:

49427F108

Item 3.

If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b), check whether the person filing is a:
Not Applicable

- Item 4. Ownership:**
- (a) Amount beneficially owned:
2,356,590 shares of Common Stock
 - (b) Percent of Class Owned:
5.61%
 - (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote:
1,729,790 shares of Common Stock
 - (ii) Shared power to vote or to direct the vote:
None
 - (iii) Sole power to dispose or to direct the disposition of:
2,356,590 shares of Common Stock
 - (iv) Shared power to dispose or to direct the disposition of:
None

Item 5. Ownership of Five Percent or Less of a Class:
Not Applicable

Item 6. Ownership of More than Five Percent on Behalf of Another Person:
Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company:
Not Applicable

Item 8. Identification and Classification of Members of the Group:
Not Applicable

Item 9. Notice of Dissolution of Group:
Not Applicable

Item 10. Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2011

AEW CAPITAL MANAGEMENT, L.P.

By: AEW Capital Management, Inc., its
general partner

By: /s/ James J. Finnegan
Name: James J. Finnegan
Title: Vice President

AEW CAPITAL MANAGEMENT, INC.

By: /s/ James J. Finnegan
Name: James J. Finnegan
Title: Vice President

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the undersigned agree to the joint filing on behalf of each of them of a statement on Schedule 13G (including amendments thereto) with respect to the Common Stock of Brandywine Realty Trust and further agree that this agreement be included as an exhibit to such filing. Each party to the agreement expressly authorizes each other party to file on its behalf any and all amendments to such statement. Each party to this agreement agrees that this joint filing agreement may be signed in counterparts.

In evidence whereof, the undersigned have caused this Agreement to be executed on their behalf this 14th day of February, 2011.

AEW CAPITAL MANAGEMENT, L.P.

By: AEW Capital Management, Inc., its
General partner

By: /s/ James J. Finnegan
Name: James J. Finnegan
Title: Vice President

AEW CAPITAL MANAGEMENT, INC.

By: /s/ James J. Finnegan
Name: James J. Finnegan
Title: Vice President

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LIABILITIES AND STOCKHOLDERS' DEFICIT

LIABILITIES

Current Liabilities:

Current maturities of capital leases payable

\$54,028

Accounts payable

196,092

Accrued expenses - related party

251,120

Accrued expenses - other

153,244

Total current liabilities

654,484

Capital leases payable

144,132

Commitments

STOCKHOLDERS' DEFICIT

Common stock, \$0.001 par value, 50,000,000 authorized,

12,720,366 shares issued and outstanding

12,720

Additional paid-in-capital

304,550

Accumulated deficit

(668,777)

Accumulated other comprehensive income

136,998

Total Stockholders' Deficit

(214,509)

TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT

\$584,107

See accompanying summary of accounting policies and notes to financial statements.

ENDO NETWORKS, INC.
STATEMENTS OF OPERATIONS
 Years Ended September 30, 2005 and 2004

	2005	2004
Revenue	\$1,289,498	\$770,522
Cost of Goods Sold	599,483	397,469
Gross Profit	690,015	373,053
Operating Expense:		
Depreciation and amortization	95,684	90,886
General and administrative	808,552	552,262
Total Operating Expense	904,236	643,148
NET LOSS	(\$214,221)	(\$270,095)
Weighted average shares outstanding	12,693,092	12,631,837
Loss per share - basic and fully diluted	(\$0.02)	(\$0.02)

See accompanying summary of accounting policies and notes to financial statements.

ENDO NETWORKS, INC.
 STATEMENTS OF STOCKHOLDERS' DEFICIT
 Years Ended September 30, 2005 and 2004

	Common Shares	Stock Amount	Additional Paid In Capital	Accumulated Deficit	Accumulated Other Comprehensive Income	Total
Balance, September 30, 2003	12,568,866	\$ 12,569	\$ 292,446	\$ (184,461)		\$120,554
Common stock issued for services	96,500	96	6,659			6,755
Net loss				(270,095)		(270,095)
Foreign currency translation adjustment					\$ 44,115	44,115
Total comprehensive loss						(225,980)
Balance September 30, 2004	12,665,366	12,665	299,105	(454,556)	44,115	(98,671)
Common stock issued for services	55,000	55	5,445			5,500
Net loss				(214,221)		(214,221)
Foreign currency Translation adjustment					92,883	92,883
Total comprehensive loss						(121,338)
Balance						

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September 30, 2005	12,720,366	\$12,720	\$304,550	(\$668,777)	\$136,998	(\$214,509)
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See accompanying summary of accounting policies and notes to financial statements.

ENDO NETWORKS, INC.**STATEMENTS OF CASH FLOWS**

Years Ended September 30, 2005 and 2004

	2005	2004
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	(\$214,221)	(\$270,095)
Adjustments to reconcile net loss to net cash provided by operations:		
Items not requiring cash:		
Bad debt	20,717	18,000
Depreciation and amortization	254,029	341,181
Common stock issued for services	5,500	6,755
Changes in assets and liabilities:		
Accounts receivable	41,475	(5,177)
Prepaid expenses	12,413	(12,999)
Accounts payable	(88,336)	128,752
Accrued expenses	121,175	149,078
NET CASH PROVIDED BY OPERATING ACTIVITIES:	152,752	355,495
CASH FLOWS FROM INVESTING ACTIVITIES:		
Capital expenditures	<u>(202,242)</u>	<u>(267,511)</u>
NET CASH USED IN INVESTING ACTIVITIES	(202,242)	(267,511)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Payments on lease financing	<u>(14,616)</u>	<u>(136,137)</u>
NET CASH USED IN FINANCING ACTIVITIES	(14,616)	(136,137)
Effect of foreign exchange rate changes on cash	52,494	44,115
NET CHANGE IN CASH	(11,612)	(4,038)

Cash, beginning of period	11,612	15,650
Cash, end of period	\$ -	\$11,612

See accompanying summary of accounting policies and notes to financial statements.

NOTES TO FINANCIAL STATEMENTS

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Business

ENDO Networks, Inc. (ENDO) is an interactive media, promotion, application, and advertising aggregator deploying through wireless capable public access portals to retail and restaurant locations across North America. ENDO also develops application software and client controlled media including television and radio.

Cash Equivalents

ENDO considers all highly liquid investment instruments purchased with original maturities of three months or less when acquired to be cash equivalents.

Revenue Recognition

ENDO recognizes revenue when persuasive evidence of an arrangement exists, delivery has occurred, the sales price is fixed or determinable and collectibility is probable. ENDO recognizes revenue from the sale of advertising related products and services like interactive advertising, studio promotion, and event management as the services are performed.

Revenue derived from professional services provided on a time and materials basis is recognized as services are performed.

For time and material contracts, revenue is recognized and billed by multiplying the number of hours expended by our professionals in the performance of the contract by the established billing rates. For fixed fee projects, revenue is generally recognized using the proportionate performance method. Provisions for estimated losses on uncompleted contracts are made on a contract-by-contract basis and are recognized in the period in which such losses are

determined.

ENDO maintains allowances for doubtful accounts on all its accounts receivable for estimated losses resulting from the inability of its customers and others to make required payments. If the financial condition of ENDO's customers and others were to deteriorate, resulting in an impairment of their ability to make payments, additional allowances may be required.

Use of Estimates

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

Intangible assets

Intangible assets are recorded at cost. Cost is amortized over the estimated useful life of the asset unless that life is determined to be indefinite.

Intangible assets not subject to amortization are tested for impairment on at least an annual basis. If the fair value of the intangible asset is determined to be less than the carrying amount, an impairment loss is recognized in the amount of that difference.

Intangible assets subject to amortization are reviewed for impairment in accordance with the provisions applying to long-lived assets.

Furniture and Equipment

Furniture and equipment are stated at cost. Depreciation of furniture and equipment is calculated on straight-line method over the estimated useful lives of the assets. Impairment losses are recorded on long-lived assets used in operations when indicators of impairment are present and the undiscounted cash flows estimated to be generated by those assets are less than the assets' carrying amount. No impairment losses have been recorded since inception.

Impairment of long-lived assets

The Company monitors the recoverability of long-lived assets, including property and equipment and intangible assets, based upon estimates using factors such as expected future asset utilization, business climate, and undiscounted cash flows resulting from the use of the related assets or to be realized on sale. The Company's policy is to write down assets to the estimated net recoverable amount, in the period in which it is determined likely that the carrying amount of the asset will not be recoverable.

Income Taxes

Income taxes are computed using the asset and liability method. Under the asset and liability method, deferred income tax assets and liabilities are determined based on the differences between the financial reporting and tax basis of assets and liabilities and are measured using the currently enacted tax rates and laws. A valuation allowance is provided for the amount of deferred tax assets that, based on available evidence, are not expected to be realized.

Loss per Share

The basic net loss per common share is computed by dividing the net loss applicable to common stockholders by the weighted average number of common shares outstanding.

Diluted net loss per common share is computed by dividing the net loss applicable to common stockholders, adjusted on an "as if converted" basis, by the weighted average number of common shares outstanding plus potential dilutive securities. For the year ended September 30, 2005 and 2004 potential dilutive securities had an anti-dilutive effect and were not included in the calculation of diluted net loss per common share. These securities consisted of 634,000 of stock options at September 30, 2005 and 2004.

Recently Issued Accounting Pronouncements

In December 2004, the FASB issued Statement No. 123(R) (revised 2004) (FAS 123(R)). In addition, in March 2005 the Securities and Exchange Commission (SEC) issued Staff Accounting Bulletin Topic 14, Share-Based Payment (SAB 107) which provides interpretations

regarding the interaction between FAS 123(R) and certain SEC rules and regulations and provided the staff's views regarding the valuation of share-based payment arrangements for public companies. FAS 123(R) focuses primarily on accounting for transactions in which an entity obtains employee services in share-based payment transactions, including stock option awards. FAS 123(R) revises FASB Statement No. 123, Accounting for Stock-Based Compensation and supersedes APB Opinion No. 25. FAS 123(R) will require us to measure the cost of employee services received in exchange for stock option awards based on the grant-date fair value of such awards. That cost will be recognized over the period during which an employee is required to provide service in exchange for the award, which is usually the vesting period. We will report such costs as part of our general and administrative expenses. On April 14, 2005, the Securities and Exchange Commission announced amended compliance dates for SFAS 123(R). The SEC previously required companies to adopt this standard no later than July 1, 2005, but the new rules now require us to adopt FAS 123(R) as of the beginning of the first annual or interim reporting period that begins after December 15, 2005. We will recognize the cumulative effect of initially applying this statement as of the effective date. Currently, the cumulative effect of initially applying FAS 123(R) has not been determined and is subject to change depending on future events.

Stock-Based Compensation

The Company accounts for its stock-based compensation plans under Accounting Principles Board (APB) Opinion No. 25, Accounting for Stock Issued to Employees.

Foreign Currency Translation

As nearly all operations are conducted in Canada, the Canadian dollar is the functional currency. All balance sheet accounts have been translated at the current exchange rate as of September 30, 2005. Statement of operations items have been translated at average currency exchange rates during the years ended September 30, 2005 and 2004. The resulting translation adjustment is recorded as a separate component of comprehensive loss within stockholders deficit.

Software Capitalization

ENDO adopted Statement of Position (SOP) 98-1, "Accounting for the Costs of Computer Software Developed or Obtained for Internal Use". In accordance with this standard, certain direct development costs associated with internal-use software are capitalized, including external direct costs of material and services, and payroll costs for employees devoting time to the software projects. These costs are amortized over a period not to exceed five years beginning when the asset is substantially ready for use. Costs incurred during the preliminary project stage, as well as maintenance and training, are expensed as incurred.

Advertising

Advertising and promotional costs are expensed when incurred. These expenses were \$2,822 and \$3,830 for the periods ended September 30, 2005 and 2004 respectively.

Financial instruments

The carrying amount of the Company's financial instruments, which include accounts receivable, accounts payable and accrued liabilities, capital leases payable approximate fair value. It is

management's opinion that the Company is not exposed to significant interest, currency or credit risk arising from these financial instruments unless otherwise noted.

NOTE 2 GOING CONCERN

For the years ended September 30, 2005 and 2004, ENDO incurred losses totaling \$214,221 and \$270,095, respectively, and at September 30, 2005 had a working capital deficit of \$511,547. Because of these recurring losses, ENDO will require additional working capital to develop and/or renew its business operations.

ENDO intends to raise additional working capital either through private placements, public offerings and/or bank financing. As of December 29, 2005, no financing agreements have been closed.

There are no assurances that ENDO will be able to either (1) achieve a level of revenues adequate to generate sufficient cash flow from operations; or (2) obtain additional financing through either private placement, public offerings and/or bank financing necessary to support ENDO's working capital requirements. To the extent that funds generated from any private placements, public offerings and/or bank financing are insufficient, ENDO will have to raise additional working capital. No assurance can be given that additional financing will be available, or if available, will be on terms acceptable to ENDO. If adequate working capital is not available ENDO may not continue its operations. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

NOTE 3 - FURNITURE AND EQUIPMENT

Furniture and equipment consisted of the following as of September 30, 2005:

Estimated

	Useful	
	Lives	
Automobiles	3	\$ 3,337
Kiosk equipment	3	229,671
Furniture and equipment	5-7	664,095
Computer equipment and software	3-5	33,664
Intellectual property	2	344,160
Application development (software)	3	36,043
		1,310,970
Less: accumulated depreciation and		
Amortization		(869,800)
		\$ 441,170

Depreciation and amortization expense was \$254,029 and \$341,181 for the periods ending September 30, 2005 and 2004, respectively.

NOTE 4 PAYROLL TAXES

The Company is required to remit employer payroll and employee payroll and income tax withholding payments in the month following the payroll period. As of December 31, 2005 payroll tax and income tax withholding payments for the three months ended November 30, 2005 in the amount of \$16,477 are in arrears.

NOTE 5 COMMITMENTS

Capital Leases

ENDO leased equipment under long-term lease agreements. Property and equipment includes equipment under capital leases of \$659,514. Monthly payments for this note are \$5,890 with the final payment due in August 2008. The balance outstanding on the capable lease payable at September 30, 2005 was \$198,160.

Future maturities of these capital leases payable are as follows:

Year Ending September 30,

2006	\$
	54,028
2007	60,280
2008	<u>83,852</u>
	198,160
Less: current portion	<u>(54,028)</u>
Total non-current portion	\$
	144,132

Operating Lease

ENDO leases its office space on a month to month basis. ENDO had no other operating leases for the years ended September 30, 2005 and 2004. Rent expense was \$23,675 and \$34,728 for the periods ended September 30, 2005 and 2004 respectively.

NOTE 6 - INCOME TAXES

For the years ended September 30, 2005 and 2004, ENDO has incurred net losses and, therefore, has no tax liability. The net deferred tax asset generated by the loss carry-forward has been fully reserved. The cumulative net operating loss carry-forward is approximately \$670,000 at September 30, 2005, and will expire in the years 2021 through 2025.

The provision for refundable Federal income tax for the years ending September 30 consists of the following:

	September 30,	September 30,
	2005	2004
Refundable Federal income tax attributable to:		
Current operations	\$(72,800)	\$(91,800)

Less, Change in valuation allowance	72,800	91,800
Net refundable amount	-	-

The cumulative tax effect at the expected rate of 34% of significant items comprising the Company's net deferred tax amounts are as follows:

	September 30,	September 30,
	2005	2004
Deferred tax asset attributable to:		
Net operating loss carryover	\$(227,400)	\$(154,600)
Less, Valuation allowance	227,400	154,600
Net deferred tax asset	-	-

NOTE 7 - STOCKHOLDERS' EQUITY

Common Stock:

ENDO is authorized to issue 50,000,000 common shares of stock at a par value of \$0.001 per share. These shares have full voting rights. At September 30, 2005, there were 12,720,366 shares outstanding. ENDO has not paid a dividend to its shareholders.

During July 2005, ENDO issued 55,000 shares of common stock for services valued \$0.10 per share or \$5,500 which was the fair value of common stock on the date issued.

During July 2004, ENDO issued 96,500 shares of common stock for services valued \$0.07 per share or \$6,755 which was the fair value of common stock on the date issued.

Stock Options:

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Since the Company has elected to follow APB 25, Accounting for Stock Issued to Employees , no compensation cost has been recognized for grants under the employee stock option plans since all grants pursuant to these plans have been made at the current estimated fair values of ENDO's common stock at the grant date.

The following table summarizes stock option activity:

	2005	2004
Outstanding, beginning of the year	634,000	-
Granted	--	634,000
Canceled	--	-
Exercised	--	-
Outstanding, end of year	<u>634,000</u>	<u>634,000</u>
Exercisable at end of year	<u>634,000</u>	<u>634,000</u>

Weighted-average grant-date fair

Value of options, granted during

the year \$ 0.00 \$0.15

Weighted-average remaining, years

Of contractual life	<u>.25</u>	<u>1.25</u>
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The fair value of each option granted is estimated on the date of grant using the Black-Scholes option-pricing model with the following weighted average assumptions used for grants in fiscal 2004: zero dividend yield, expected volatility of 195%, risk-free interest rate of 2.75% and expected lives of 2 years.

The options granted have an exercise price of \$0.50 per share and vest at the date of issuance. The maximum term of the options is two years.

The following table illustrates the effect on net loss and net loss per share if the Company had applied the fair value provisions of FASB Statement No. 123(R), *Share Based Payment*, to stock-based employee compensation.

	2005	2004
Net loss, as reported	\$(214,221)	\$ (270,095)
Add: Intrinsic value expense recorded	-	-
	U	
Deduct: total stock-based employee compensation expense determined under fair value based method	-	(95,050)
Pro forma net loss	<u>\$(214,221)</u>	<u>\$(365,145)</u>
 <u>Earnings per share :</u>		
Basic and diluted - as reported	(.02)	(.02)
Basic and diluted pro forma	(.02)	(.03)

NOTE 8 - CONCENTRATIONS OF CREDIT RISK

As of September 30, 2005, amounts due from two customers individually amounted to 48% and 14% of total trade accounts receivable.

For the year September 30, 2005 the Company had four customers that individually accounted for 31%, 20%, 13%, and 12% of total revenues. For the year ended September 30, 2004 four customers individually accounted for 44%, 20%, 13% and 12% of total revenues.

NOTE 9 RELATED PARTY TRANSACTIONS

Per the terms of a verbal agreement the Company pays its President approximately \$8,600 per month in consulting fees. The Company has accrued consulting fees due to its President in the amount of \$238,787 at September 30, 2005. At September 30, 2005, an additional \$12,333 is

owed to the President for an advance he made to the Company. These amounts are recorded under accrued expenses related parties in the financial statements.

The Company also pays for the President's home office rent. For the year ended September 30, 2005 the total rent paid by the Company for the President's home office was \$17,900.

Exhibit 31.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER

I, Peter B. Day, certify that:

1.

I have reviewed this annual report on Form 10-KSB of ENDO NETWORKS, INC.

2.

Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;

3.

Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report;

4.

The small business issuer's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the small business issuer and have:

a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the small business issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b. Evaluated the effectiveness of the small business issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

c. Disclosed in this report any change in the small business issuer's internal control over financial reporting that occurred during the small business issuer's most recent fiscal quarter (the small business issuer's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the small business issuer's internal control over financial reporting; and

5.

The small business issuer's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the small business issuer's auditors and the audit committee of the small business issuer's board of directors (or persons performing the equivalent functions):

a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to

adversely affect the small business issuer's ability to record, process, summarize and report financial information; and

b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the small business issuer's internal control over financial reporting.

Date: January 9, 2006

/s/ Peter B. Day

Peter B. Day

Chief Executive Officer

CERTIFICATION OF CHIEF FINANCIAL OFFICER

I, Peter B. Day, certify that:

1.

I have reviewed this annual report on Form 10-KSB of Endo Networks, Inc.

2.

Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;

3.

Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report;

4.

The small business issuer's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the small business issuer and have:

a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the small business issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b. Evaluated the effectiveness of the small business issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

c. Disclosed in this report any change in the small business issuer's internal control over financial reporting that occurred during the small business issuer's most recent fiscal quarter (the small business issuer's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the small business issuer's internal control over financial reporting; and

5.

The small business issuer's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the small business issuer's auditors and the audit committee of the small business issuer's board of directors (or persons performing the equivalent functions):

a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to

adversely affect the small business issuer's ability to record, process, summarize and report financial information; and

b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the small business issuer's internal control over financial reporting.

Date: January 9, 2006

/s/ Peter B. Day

Peter B. Day,

Chief Financial Officer

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

In connection with the Annual Report of Endo Networks, Inc. (the "Company") on Form 10-KSB for the period ending September 30, 2005, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Peter B. Day, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company at the dates and for the periods indicated.

/s/ Peter B. Day

Peter B. Day,

Chief Executive Officer

January 9, 2006

Exhibit 32.2

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

In connection with the Annual Report of Endo Networks, Inc. (the "Company") on Form 10-KSB for the period ending September 30, 2005, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Peter B. Day, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company at the dates and for the periods indicated.

/s/ Peter B. Day

Peter B. Day,
Chief Financial Officer

January 9, 2005