

ASIA8, INC.
Form 10-K
April 14, 2011

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

FORM 10-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended **December 31, 2010**.

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

For the transition period from _____ to _____ .

Commission file number: **000-27735**

ASIA8, INC.

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of
incorporation or organization)

77-0438927

(I.R.S. Employer
Identification No.)

404 W. Powell Lane, Suite 303-304, Austin, Texas 78753

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (480) 505-0070

Securities registered under Section 12(b) of the Act: none.

Securities registered under Section 12(g) of the Act: common stock (title of class), \$0.001 par value.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. Smaller reporting company.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

The aggregate market value of the registrant's common stock, \$0.001 par value (the only class of voting stock), held by non-affiliates (19,637,775 shares) was approximately \$3,142,044 based on the price of \$0.16 at which the registrant's common stock was last authorized for issuance in 2009.

At April 14, 2011 the number of shares outstanding of the registrant's common stock, \$0.001 par value (the only class of voting stock), was 24,411,360.

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PART I

ITEM 1. BUSINESS

As used herein the terms Company, it, its, we, our, and us refer to Asia8, Inc., its subsidiaries, and its predecessors, unless context indicates otherwise.

Corporate History

Asia8, Inc. was incorporated in Nevada as H&L Investments, Inc. in September of 1996. On December 22, 1999 we changed our name to Asia4sale.com, Inc. on acquiring Asia4Sale.com, Ltd., a Hong Kong registered software development company. The Company sold Asia4Sale.com, Ltd. in January of 2005.

We acquired a 49% interest in World Wide Auctioneers, Inc., a Nevada registered corporation, holding 100% of a British Virgin Island registered company World Wide Auctioneers, Ltd (WWA), an international equipment auction company on June 30, 2000. WWA, based in the United Arab Emirates (UAE) holds unreserved auctions on a consignment basis for the sale of construction, industrial and transportation equipment. On August 8, 2003 World Wide Auctioneers, Inc. sold 100% of WWA to a Nevada registered company, WWA Group, Inc. (WWA Group) in a stock exchange transaction. The stock exchange caused us to acquire a minority equity investment in WWA Group which we account for using the equity method, whereby our percentage of the net income or losses of WWA Group are accounted in our own results as other income or losses. WWA Group sold WWA to Seven International Holdings, Ltd. (Seven), a Hong Kong registered company, on October 31, 2010, in exchange for Seven's assumption of the assets and liabilities of WWA subject to certain exceptions. The disposition did not affect WWA Group's interest in Asset Forum, LLC., its ownership of proprietary on-line auction software or its equity interest and debt position in Infrastructure Developments Corp. (Infrastructure) in which it currently holds an unconsolidated 17.75% equity position.

The Company maintains the exclusive rights to distribute Unic Cranes, Atomix boats and Renhe Mobile House products or Wing Houses in the UAE though sales of these respective products have decreased to nil over the last twenty four months due primarily to the recent global downturn. Although the downturn in the UAE has generally abated the demand for the products we have under contract has been slow to recover causing us to discontinue distribution efforts in relation to the Unic Crane and Atomix boat products.

Our business office is located 404 W. Powell Lane, Suite 303-304, Austin, Texas, 78753, and our telephone number is (480) 505-0070. Our registered statutory office is located at the UPS Store 1650 3395 South Jones Boulevard, Las Vegas, Nevada 89146.

The Company

Wholly Owned and Operated Business Divisions

The Company coordinates its efforts with those of WWA Group to increase the value of its investment by developing business operations that are in some way related to those of WWA Group. We maintain the exclusive rights to distribute a wide array of products within the UAE including Unic Hydraulic Cranes that are manufactured in Japan, Atomix Pleasure Boats that are manufactured in China, and Wing Houses that are manufactured in China. All three products are of high quality and priced by the manufacturers near the high end of the market when compared with their respective competitors. Since obtaining these distribution rights we have sold 37 Unic cranes, 7 Atomix Boats, and 5 Wing Houses.

Despite our initial success in distributing products under license, the onset of recessionary economic conditions in 2008 throughout the Gulf Region stifled new construction projects which reduced the demand for Unic Cranes and Atomix Boats to a point where continued sales on a competitive basis were untenable. Currently, we no longer market either Unic Cranes or Atomix Boats. Product distribution efforts are now focused entirely on Wing Houses on a joint basis with Intelspec International, Inc., a wholly owned subsidiary of Infrastructure in which WWA Group holds an equity interest.

The Wing House mobile shelter system was specifically designed to meet the need for an efficient, cost-effective mobile structure capable of serving as an office, residence, or storage space. Each Wing House unit is delivered as a standard 40 foot container with all ISO fittings in place for easy transport. These units can be placed anywhere with a swinglift and opened into an 850 square-foot living or working environment within 4 to 5 hours. The Wing House is an ideal solution for any application requiring low-cost, rapidly-mobile living or office space. The units are effectively insulated and carry a 5-star energy use rating, making them ideal for use in the hot climate conditions of the Gulf Region. The units are pre-wired for telephone, internet, and television, and can be ordered with pre-installed air conditioning and blinds. All units are delivered complete with all electrical wiring including lighting, sockets and switches, complete plumbing and a hot water system, external lighting, built-in cabinetry, and a fully fitted bathroom. The Wing House retails at approximately \$65,000 and faces virtually no equivalent competition. The Wing House is built in China by Renhe Manufacturing.

WWA Group Equity Interest

We own 7,291,516 shares of WWA Group or approximately 32% of its common stock. WWA Group was a diversified industrial services company founded on heavy equipment auctions that expanded into shipping, equipment rentals, construction, earthmoving, and other complimentary services. WWA Group sold WWA to Seven on October 31, 2010.

WWA is headquartered in Dubai, UAE though it has conducted auctions throughout the world. Since 2001, WWA has auctioned over \$1 billion worth of vehicles and equipment holding 43 large un-reserved equipment auctions and 23 video and internet auctions from Dubai and Doha, Qatar. Equipment auctioned in Dubai and Doha included more than 42,000 items from 4,700 consignors sold to over 7,100 bidders. Gross auction sales from these primary locations amount to in excess of \$800 million through this period, in addition to over \$200 million in gross auction sales realized from other auction locations at which WWA operates pursuant to joint ventures or franchise relationships. WWA's primary auctioned items include mobile and stationary earthmoving and construction equipment such as crawler tractors, excavators, wheel loaders, cranes, trucks and trailers, generators, compressors, agricultural tractors, and forklifts. Much of the equipment can be used in multiple industries and in diverse geographic locations. WWA also sells light vehicles and other related items such as boats and motorcycles. WWA generates commission and service income from these auctions that comprises a large portion of WWA's total gross operating revenue. Much of WWA's remaining gross operating revenue was the result of ship charter receipts.

WWA Group holds a majority interest in Asset Forum, an Arizona based company that provides an international listing service that matches sellers with buyers for heavy equipment and real estate. We have supplemented Asset Forum's distinctive listing service with our on-line auction software to perform the actual bidding and selling function of items for on-line auction. The Asset Forum business model is based on advertising assets for sale in a free listing by owner format that provides listing services for owners over a broad range of asset categories. The platform includes a unique forum function that enables the viewer to post comments on the items displayed and permits buyers to deal directly with sellers which we have enhanced with our proprietary WWA BidLive software. Asset Forum's combination of open forum, owner direct and customized auctions in one marketplace for buyers and sellers attracted thousands of asset listings in 2010.

WWA Group holds a minority equity interest in Infrastructure, a project management company focused on specialized projects and subcontracts in the \$1 million to \$10 million range throughout the Middle East, Africa and Asia. Managed by engineers with extensive experience in construction, disposal, environmental remediation, telecommunications, and technical project management, Infrastructure seeks out project management opportunities in oil and gas infrastructure and support activities, permanent and temporary forward base camp installation and communications, construction endeavors, debris disposal and reclamation, earthmoving and mining operations. US Military contracts in Southeast Asia have been a significant source of recent work, with Infrastructure's projects including:

- Design/build construction of a Close Quarters Battle (CQB) Training Facility, Camp Erawan, Thailand; the project consists of the construction for the U.S. Navy of a two-story shoot house for military training; awarded May, 2009, completed January 21, 2010.
- Construction of seven (7) new barracks, wash facilities, food-preparation facilities and dining facilities, along with the repair of existing, and construction of additional roads, sidewalks, wells, lighting and electrical distribution, for the U.S. Navy's GPOI Training Facilities, Kampong Spoe, Cambodia; awarded August 2009, completed April 29, 2010.
- Blank Purchase Agreements for heavy equipment and adviser and troop transportation, in support of the 2010 US Army Angkor Sentinel exercise in Cambodia, part of the Global Peace Operations Initiative, which aims to train, and where appropriate equip, 75,000 Peacekeepers worldwide; commenced August 2010, ongoing for one year.
- Design/build contract for the US Navy's Lido Phase II project in Indonesia consisting of designing and building a two storey barrack, dining facilities, a mess hall, a kitchen, roads, parking areas, and site utilities; contract awarded September 29, 2010.

Infrastructure also manages a limestone removal project in Ras Al Khaimah, U.A.E. through its wholly owned subsidiary, Power Track Projects, FZE, and markets prefabricated housing products ideally suited for use as field offices, staff or employee housing, or storage on construction or other project sites located away from existing facilities.

Competition

Wing House

The Wing House mobile shelter faces no direct competition as a prefabricated expandable container-based mobile shelter system, though a variety of site-built shelter options provides indirect competition. Typical portable cabins

used for temporary office in the region are much cheaper than the Wing Houses, but they (i) have a life span of less than half that of a Wing House, (ii) cannot be moved and re-used without virtually rebuilding the units, (iii) can only be trucked as 35 square meters of cabin space per truck (as opposed to Wing House 80 square meter per truck folded in), and (iv) have inferior wiring, lighting, bath fixtures, and insulation.

WWA Group

Asset Forum competes with auction companies worldwide for Internet buyers. There are numerous on-line auctioneers of used equipment and property, mainly based in the U.S. and Japan, including Ritchie Brothers Auctioneers, Inc., which offers live on-line bidding at their physical auctions. We believe that buyer acceptance of on-line equipment and property auctions have reached a point where significant net returns are possible. We do not believe there is currently any significant competition from on-line auction companies and expect that our WWA BidLive software in partnership with Asset Forum we will be able to successfully penetrate the on-line major equipment market.

Infrastructure has recently been most active in the Southeast Asian construction and project management business. This activity has generated sufficient experience to analyze current and prospective competition. To date this competition has come almost exclusively from large local and regionally based construction firms, typically based in Thailand. The following companies have emerged as consistent competitors for projects pursued by Infrastructure's in key markets:

- Thailand Burke Construction, Romchat Development Co, Ltd, Civil 9, NSM
- Cambodia ENDEC, Burke Construction, Romchat Development Co, Civil9
- Indonesia Burke Construction, Imembra

Infrastructure's key advantage over these firms is that it has very low overhead structure and management that has specific experience in certain technical industries.

Marketability

Despite the relative downturn in construction products across the Gulf Region there continues to be a market for our Wing House product. Many of the construction projects in progress require, temporary mobile housing and offices. Although our Wing Houses are priced above the market for temporary office or labor housing, this disadvantage is offset by the superior quality, easy mobility and long life of the Wing House system. We are further encouraged that government safety policies for temporary camps and offices are becoming more restrictive making our Wing Houses an attractive option. We continue to believe that our efforts to market Wing Houses will result in sales over the near term and become an important source of revenue going forward.

WWA GROUP

Asset Forum has attracted thousands of asset listings in 2010, and plans to leverage these listings to increase its depth and breadth in the on-line auction business. WWA Group's innovative WWA BidLive software has a potential to provide a strategic platform for other auctioneering businesses.

Engineering services of the type offered by Infrastructure are in considerable demand. The recent global economic slowdown has seen some reduction in projects offered for tender and an increase in competition for tenders, but Infrastructure is currently bidding on tens of millions worth of projects and investigating more. We can offer no assurance that any of these bids will be awarded to Infrastructure, but we have confidence in the company's abilities and competitive position, and the figure indicates that sufficient opportunities exist for further expansion.

**Patents, Trademarks, Licenses, Franchises,
Concessions, Royalty Agreements and Labor Contracts**

We neither own nor have applied for any patents or trademarks. We do not license any of our technology from other companies. However, we have an exclusive distribution agreement with Renhe for the Wing Houses

WWA Group has no patents or trademarks but does hold various Internet domain names and auction licenses in Dubai and other locations. WWA Group has received protection for the exclusive use of the name WWA and its logo in the UAE by the UAE Ministry of Economy. Infrastructure has no patents or trademarks but does hold various Internet domain names.

Marketing and Advertising Methods

The Company markets the Wing Houses through traditional media, internet web sites and emails in addition to promoting the product in conjunction with WWA Group.

WWA Group markets its services through all of the major media including direct marketing and the internet. Infrastructure markets its services by participating in the qualified bidding procedures required by each prospective client.

Dependence on Major Customers or Suppliers

We are not dependent on one or a few customers, as we have a product targeted to a wide range of buyers.

WWA Group is not dependent on major customers or suppliers. Infrastructure is likewise not dependent on major customers or suppliers for its operations though recent projects are tied to government related projects.

Governmental and Environmental Regulation

Environment

Our operations are subject to the general corporate laws and regulations of those countries in which we, WWA Group or its related interests currently operate relating to, among other things, imports and exports of equipment, worker safety and the use, storage, discharge and disposal of environmentally sensitive materials. The expansion of operations into other countries may subject us to additional national, federal, provincial, state and local laws, rules and regulations relating to, among other things, imports and exports of equipment, worker safety and the use, storage, discharge and disposal of environmentally sensitive materials. The development or expansion of operations depends upon the receipt of required licenses, permits and other governmental authorizations. Under some of the laws regulating the use, storage, discharge and disposal of environmentally sensitive materials, an owner or lessee of real estate may be liable for the costs of removal or remediation of certain hazardous or toxic substances located on or in, or emanating from, such property, as well as related costs of investigation and property damage. Laws of this nature often impose liability without regard to whether the owner or lessee knew of, or was responsible for, the presence of hazardous or toxic substances.

Climate Change Legislation and Greenhouse Gas Regulation

Many studies over the past couple decades have indicated that emissions of certain gases contribute to warming of the Earth's atmosphere. In response to these studies, many nations have agreed to limit emissions of greenhouse gases or GHGs pursuant to the United Nations Framework Convention on Climate Change, and the Kyoto Protocol. Although the United States is not participating in the Kyoto Protocol, several states have adopted legislation and regulations to reduce emissions of greenhouse gases. Restrictions on emissions of methane or carbon dioxide that may be imposed in various nations and states could adversely affect our operations and demand for our products.

Additionally, the United States Supreme Court has ruled, in *Massachusetts, et al. v. EPA*, that the EPA abused its discretion under the Clean Air Act by refusing to regulate carbon dioxide emissions from mobile sources. As a result of the Supreme Court decision the EPA issued a finding that serves as the foundation under the Clean Air Act to issue other rules that would result in federal greenhouse gas regulations and emissions limits under the Clean Air Act, even without Congressional action, which could adversely affect the products we sell and the demand for our products.

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Finally, acts of Congress, particularly such as the American Clean Energy and Security Act of 2009, also known as the Waxman-Markey cap-and-trade legislation, approved by the United States House of Representatives on June 26, 2009, as well as the decisions of lower courts, large numbers of states, and foreign governments which affect climate change regulation could have a material adverse effect on our business, financial condition, and results of operations.

Doing Business with Nationals of Countries identified by the U.S. as State Sponsors of Terrorism

The U.S State Department and the U.S. Treasury Department of Foreign Assets Control (OFAC) have identified Iran, Sudan and Syria as state sponsors of terrorism, and forbid the sale of goods or services by U.S. persons or companies to these countries or to agents of the respective governments of these countries.

On April 27, 2007 WWA Group received a cease and desist order from OFAC proscribing the sale of equipment or services, or facilitating the sale of equipment or services to persons with registered addresses in Iran, Syria or Sudan. WWA Group has never sold equipment at auction or delivered equipment to countries or to agents of the respective governments of these countries which OFAC has identified as state sponsors of terrorism However, WWA Group has in the past sold equipment to private individuals or companies resident in Iran, Sudan or Syria who may have, on their own accord, exported such purchased equipment to their countries of residence. Therefore, since May of 2007, in compliance with the OFAC cease and desist order, WWA Group has enforced a policy of prohibiting the sale of equipment to any persons or companies that register to bid using addresses in Iran, Sudan or Syria.

WWA Group believes that it is in compliance in all material respects with all laws, rules, regulations and requirements that affect WWA Group s business, including but not limited to, the cease and desist order delivered OFAC. Further, WWA Group believes that compliance with such laws, rules, regulations and requirements does not impose a material impediment on its ability to conduct business.

On August 5, 2009 WWA Group received a Pre-Penalty Notice (Notice) OFAC. The Notice was issued based on OFAC s belief that WWA Group has engaged in certain transactions prohibited by Executive Order(s) and or Regulations promulgated pursuant to the International Emergency Economic Powers Act, 50 U.S.C. §§ 1701 *et seq.* in connection with the facilitation of auction related services to Iran and Sudan. The perceived violations have caused OFAC to propose a civil monetary penalty of \$4,665,600 be imposed on WWA Group subject to adjustment based on evidence presented in connection with its financial ability to pay such a penalty.

WWA Group has provided a written response to OFAC that presents evidence to negate the perception that it has operated in contravention of the laws of the U.S. and the parties are currently in discussions.

Employees

The Company has one employee, who also serves as an officer and director. Our chief executive officer spends approximately 10 hours per week on our business. We use sales consultants, brokers, attorneys, and accountants as necessary to assist in the development of our business.

Reports to Security Holders

The Company's annual report contains audited financial statements. We are not required to deliver an annual report to security holders and will not automatically deliver a copy of the annual report to our security holders unless a request is made for such delivery. We file all of our required reports and other information with the Securities and Exchange Commission (the Commission). The public may read and copy any materials that are filed by the Company with the Commission at the Commission's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. The public may obtain information on the operation of the Public Reference Room by calling the Commission at 1-800-SEC-0330. The statements and forms filed by us with the Commission have also been filed electronically and are available for viewing or copy on the Commission maintained Internet site that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the Commission. The Internet address for this site can be found at <http://www.sec.gov>.

ITEM 1A. RISK FACTORS

The Company's operations and securities are subject to a number of risks. Below we have identified and discussed the material risks that we are likely to face. Should any of the following risks occur, they will adversely affect our operations, business, financial condition and/or operating results as well as the future trading price and/or the value of our securities.

Risks Related to the Company's Business

IF THE COMPANY DOES NOT GENERATE SUFFICIENT CASH FLOW FROM OPERATIONS AND IS UNABLE TO OBTAIN ADDITIONAL CAPITAL TO OPERATE ITS BUSINESS, IT MAY NOT BE ABLE TO EFFECTIVELY CONTINUE OPERATIONS

As of December 31, 2010, the Company had a working capital deficit of \$212,075. We will have to obtain additional working capital from debt or equity placements to continue operations. Although, we have a commitment for the provision of additional working capital, this commitment may prove to be insufficient. Should we be unable to secure additional capital, such condition would cause us to reduce expenditures which would have a material adverse effect on our business.

MARKET ACCEPTANCE OF THE PRODUCTS WE HAVE DISTRIBUTION RIGHTS TO IS CRITICAL TO OUR GROWTH

The Company expects to generate revenue from the sale of mobile shelters though results to date do not indicate a willingness to pay for our product. Since market acceptance of our products is critical we can offer no assurance that revenue will be generated from the sale of Wing Houses. Should be unable to procure customers for our products our results of operations will continue to be negatively impacted.

WE COMPETE WITH LARGER AND BETTER-FINANCED CORPORATIONS

Competition within the international market for mobile shelters is intense. While the products we are entitled to distribute are distinguished by next-generation innovations that are more sophisticated, flexible and cost effective than many competitive products currently in the market place, a number of entities offer mobile shelters and new competitors may enter the market in the future. Some of our existing and potential competitors have longer operating histories, greater name recognition, larger customer bases and significantly greater financial, technical and marketing resources than we do, including well known multi-national corporations.

AS A DISTRIBUTOR WE DEPEND ON THE PERFORMANCE OF A THIRD PARTY MANUFACTURER

The Company relies on Renhe Manufacturing China to procure Wing House mobile shelters for distribution. Our business plan is reliant on the delivery of products from this manufacturer, which reliance reduces the level of control we have and exposes us to significant risks such as inadequate capacity, late delivery, substandard quality and higher prices, all of which could adversely affect our results.

OUR CHIEF EXECUTIVE OFFICER DOES NOT OFFER HIS UNDIVIDED ATTENTION TO THE COMPANY DUE TO HIS DUAL RESPONSIBILITIES

Our chief executive officer does not offer his undivided attention to our business as he also serves as the chief executive officer of WWA Group. His responsibilities cause him to divide his time, the majority of which is dedicated to the management of WWA Group. The division of time however does not necessarily indicate a division of interests as the Company owns approximately 32% of the outstanding shares of WWA Group. Nonetheless, his dual responsibilities may compromise the Company's ability to successfully conduct its business operations.

THE COMPANY'S SUCCESS DEPENDS ON ITS ABILITY TO RETAIN KEY PERSONNEL

The Company's future success will depend substantially on the continued services and performance of Eric Montandon. The loss of the services of Eric Montandon could have a material adverse effect on our business prospects, financial condition and results of operations. Our future success also depends on the Company's ability to identify, attract, hire, train, retain and motivate technical, managerial and sales personnel. Competition for such personnel is intense, and we cannot assure that we will succeed in attracting and retaining such personnel. Our failure to attract and retain the necessary technical, managerial and sales personnel would have a material adverse effect on our business prospects, financial condition and results of operations.

OUR BUSINESS IS SUBJECT TO GOVERNMENTAL REGULATIONS

International, national and local standards set by governmental regulatory authorities set the regulations by which products are certified across respective territories. Further, climate change legislation and greenhouse gas regulation is becoming increasingly ubiquitous. The products which we intend to distribute are subject to such regulation in addition to national, state and local taxation. Although we believe that we can successfully distribute our products within current governmental regulations it is possible that regulatory changes could negatively impact our operations and cause us to diminish or cease operations.

SALES OF EQUIPMENT FROM WWA GROUP'S AUCTIONS MAY HAVE ULTIMATELY ENDED UP IN IRAN, SUDAN OR SYRIA.

Due to the proximity of Iran, Sudan and Syria to WWA Group's auction site, sales records, and statistics on regional spending for used construction equipment, there is reason to believe that some percentage of the equipment sold at WWA Group's auctions prior to May 2007 may have ultimately ended up in Iran, Sudan or Syria. Although WWA Group has never sold equipment to Iran, Sudan or Syria, countries which the U.S. State Department and OFAC have identified as state sponsors of terrorism, and WWA Group has never made any effort to attract consignors or bidders from any country recognized as a state sponsor of terrorism, it is possible that some small percentage of equipment purchased at the auctions was sold to persons or entities that re-exported such equipment to these countries, particularly to Iran.

WWA Group does not believe that the small percentage of sales in question has had any impact on its operations or reputation. However, despite the fact that WWA Group has no knowledge of delivery of equipment purchased at its auctions to Iran, Sudan or Syria, OFAC has proposed that a fine of \$4,665,600 be imposed on WWA Group subject to some consideration of its ability to pay such a penalty. WWA group is currently in discussions with OFAC in an effort to reduce the proposed fine. Should WWA Group be unable to agree on a significant decrease in the proposed penalty the imposition of such a penalty would severely diminish WWA Group's ability to continue as a going concern.

Future Risks Related to the Company's Stock

THE COMPANY INTENDS TO APPLY TO HAVE ITS STOCK QUOTED ON THE OTCBB

The Company has no public trading market for its shares, and we cannot represent to you that a market will ever develop. Nonetheless, we do intend to seek a quotation on the OTCBB. However, there can be no assurance that we will obtain a quotation on the OTCBB or that obtaining a quotation will generate a public trading market for our shares. Further, if we obtain a quotation on the OTCBB, this may limit our ability to raise money in an equity financing since many institutional investors do not consider OTCBB stocks for their portfolios. Therefore, an investor's ability to trade our stock might be restricted as only a limited number of market makers quote OTCBB stock. Trading volumes in OTCBB stocks are historically lower, and stock prices for OTCBB stocks tend to be more volatile, than stocks traded on an exchange or the NASDAQ Stock Market. We may never qualify for trading on an exchange or the NASDAQ Stock Market.

THE COMPANY'S STOCK PRICE COULD BE VOLATILE

Should a public market for our shares develop, the future market price could be subject to significant volatility and trading volumes could be low. Factors affecting our market price will include:

- perceived prospects;
- negative variances in our operating results, and achievement of key business targets;
- limited trading volume in shares of our common stock in the public market;
- sales or purchases of large blocks of our stock;
- changes in, or our failure to meet, earnings estimates;

- changes in securities analysts' buy/sell recommendations;
- differences between our reported results and those expected by investors and securities analysts;
- announcements of new contracts by us or our competitors;
- announcements of legal claims against us;
- market reaction to any acquisitions, joint ventures or strategic investments announced by us;
- developments in the financial markets;
- general economic, political or stock market conditions.

In addition, our future stock price may fluctuate in ways unrelated or disproportionate to our operating performance. General economic, political and stock market conditions that may affect the market price of our common stock are beyond our control. The market price of our common stock at any particular time may not remain the market price in the future. In the past, securities class action litigation has been instituted against companies following periods of volatility in the market price of their securities. Any such litigation, if instituted against us, could result in substantial costs and a diversion of management's attention and resources.

We incur significant expenses as a result of the Sarbanes-Oxley Act of 2002, which expenses may continue to negatively impact our financial performance.

We incur significant legal, accounting and other expenses as a result of the Sarbanes-Oxley Act of 2002, as well as related rules implemented by the Commission, which control the corporate governance practices of public companies. Compliance with these laws, rules and regulations, including compliance with Section 404 of the Sarbanes-Oxley Act of 2002, as discussed in the following risk factor, has substantially increased our expenses, including legal and accounting costs, and made some activities more time-consuming and costly.

Our internal controls over financial reporting may not be considered effective in the future, which could result in a loss of investor confidence in our financial reports and in turn have an adverse affect on SHAREHOLDER PERCEPTION.

Pursuant to Section 404 of the Sarbanes-Oxley Act of 2002 we are required to furnish a report by our management on our internal controls over financial reporting. Such report must contain, among other matters, an assessment of the effectiveness of our internal controls over financial reporting as of the end of the year, including a statement as to whether or not our internal controls over financial reporting are effective. This assessment must include disclosure of any material weaknesses in our internal controls over financial reporting identified by management. If we are unable to continue to assert that our internal controls are effective, our shareholders could lose confidence in the accuracy and completeness of our financial reports, which in turn could have an adverse affect on shareholder perception.

the Company does not pay dividends.

The Company does not pay dividends. We have not paid any dividends since inception and have no intention of paying any dividends in the foreseeable future. Any future dividends would be at the discretion of our board of directors and would depend on, among other things, future earnings, our operating and financial condition, our capital requirements, and general business conditions. Therefore, shareholders should not expect any type of cash flow from their investment.

ITEM 1B. UNRESOLVED STAFF COMMENTS

Not applicable.

ITEM 2. PROPERTIES

The Company currently shares its office on an informal basis with WWA Group at 404 W. Powell Lane, Suite 303-304, Austin, Texas, 78753 and pays no rent for the use of this office. Management does not believe that it will need to maintain a separate office at any time in the foreseeable future in order to maintain operations.

ITEM 3. LEGAL PROCEEDINGS

The Company is currently not a party to any legal proceedings.

ITEM 4. (REMOVED AND RESERVED)

Removed and reserved.

PART II

ITEM 5. MARKET FOR COMMON EQUITY, RELATED STOCKHOLDER MATTERS, AND ISSUER PURCHASES OF EQUITY SECURITIES

As of the date of this filing, there is no public market for our securities. The Company has future plans to file for trading on the OTCBB which is sponsored by the Financial Industry Regulatory Authority (FINRA). However, there can be no assurance that the Company will ever be accepted for trading on the OTCBB. Since there is no public trading of our securities, there is no high or low bid pricing to report.

Capital Stock

The following is a summary of the material terms of the Company's capital stock. This summary is subject to and qualified by our articles of incorporation and bylaws.

Common Stock

As of April 14, 2011 there were 1,633 shareholders of record holding a total of 24,411,360 shares of fully paid and non-assessable common stock of the 50,000,000 shares of common stock, par value \$0.001, authorized. The board of directors believes that the number of beneficial owners is substantially greater than the number of record holders because a portion of our outstanding common stock is held in broker street names for the benefit of individual investors. The holders of the common stock are entitled to one vote for each share held of record on all matters submitted to a vote of stockholders. Holders of the common stock have no preemptive rights and no right to convert their common stock into any other securities. There are no redemption or sinking fund provisions applicable to the common stock.

Preferred Stock

As of April 14, 2011 there were 2,280 shares of Series 1 preferred issued and outstanding of the 25,000,000 shares of preferred stock, par value of \$0.001, authorized. Preferred shares are convertible into 400 shares of the Company's common stock, bear interest at 9% per annum, and have no redemption provision.

The Company's preferred shares may have such rights, preferences and designations as determined by the board of directors and may be issued in different series. Series 1 is the only series currently outstanding.

Warrants

As of April 14, 2011 the Company had no outstanding warrants to purchase shares of our common stock.

Stock Options

As of April 14, 2011 the Company had no outstanding stock options to purchase shares of our common stock

Dividends

The Company has not declared any cash dividends since inception and does not anticipate paying any dividends in the foreseeable future. The payment of dividends is within the discretion of the board of directors and will depend on our earnings, capital requirements, financial condition, and other relevant factors. There are no restrictions that currently limit the Company's ability to pay dividends on its common stock other than those generally imposed by applicable state law.

Transfer Agent and Registrar

The Company's transfer agent and registrar is Interwest Transfer Company, 1981 E. Murray-Holladay Road, Holladay, Utah, 84117-5164. Interwest's phone number is (801) 272-9294.

Purchases of Equity Securities made by the Issuer and Affiliated Purchasers

None.

Recent Sales of Unregistered Securities

None.

ITEM 6. SELECTED FINANCIAL DATA

Not required.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This *Management's Discussion and Analysis of Financial Condition and Results of Operations* and other parts of this current report contain forward-looking statements that involve risks and uncertainties. Forward-looking statements can also be identified by words such as anticipates, expects, believes, plans, predicts, and similar terms. Forward-looking statements are not guarantees of future performance and our actual results may differ significantly from the results discussed in the forward-looking statements. Factors that might cause such differences include but are not limited to those discussed in the subsection entitled *Forward-Looking Statements and Factors That May Affect Future Results and Financial Condition* below. The following discussion should be read in conjunction with our financial statements and notes thereto included in this current report. Our fiscal year end is December 31.

Discussion and Analysis

General

The Company's current focus is to work together with WWA Group and Infrastructure to increase the value of its investment and to leverage those relationships to develop the distribution of Wing House mobile shelter systems. We anticipate that we will require additional capital to market this business and recognize that the recent economic downturn in the global economy has decreased demand for our products that depend on the vitality of the construction sector industry in the Gulf Region.

Wing House Mobile Shelters

We are displaying and using Wing House office units in WWA Group's former auction yard in Dubai, UAE and are actively marketing the unit to the thousands of visitors to WWA's yard each year. We are offering the units for sale or rental on a 60 day delivery schedule from order date. We are negotiating financing with the manufacturer to spur sales efforts though demand for this type of housing has receded. Infrastructure is tendering and winning various contracts in Asia that may lead to more in house created demand for the units. The Company and Infrastructure will share gross profits made on any sales or rentals generated by Infrastructure's efforts.

WWA Group

WWA Group's auctions have developed a significant customer base and have achieved consistent revenue and profits that have led to a dominant market share in Dubai, its primary operating market. The Company invested in WWA in 2000, anticipating potential future value appreciation in that investment, and possible synergies with our management's experience in Asian product sourcing and WWA's core auction and selling business. WWA Group sold WWA to Seven on October 31, 2010.

Since the relationship between the Company and WWA Group is one of common control, we benefit from the contacts and business development opportunities generated by its business activities. We intend to provide additional financial and business support to WWA Group as necessary to help grow the value of our equity interest, and to provide us opportunities that are related to and generated by WWA Group.

The value of our investment in WWA Group has depreciated over time though we believe that it may appreciate in the future. We also believe that our relationships with WWA Group and Infrastructure combined with our access to their selling channels will assist us in the marketing of Wing Houses.

Expansion Plans into other Businesses

The Company is currently targeting operating businesses and assets that are priced at current market levels that do not rely on expanding economies to generate profit. Since the Company's ability to raise capital for acquisitions is limited our current intention is to rely on stock for stock exchange transactions as a means by which to expand into new business opportunities.

Results of Operations

During the year ending December 31, 2010, the Company failed to realize revenues from the sale of its products, which failure resulted in a continuation of net losses for the period. Nevertheless, the Company remains optimistic that Wing Houses are still in demand, and that a global economic recovery in 2010 alongside the efforts of Infrastructure will generate sales of Wing Houses.

Revenue

Revenue for the twelve month periods ended December 31, 2010 and December 31, 2009 was \$0. The lack of revenues over the comparative periods can be primarily attributed to the effect that a global recession has had on the

demand for products for which we act as a distributor. We expect revenue in future periods with a return to normalization in the global markets.

Operating Expenses

Operating expenses for the twelve month period ended December 31, 2010 were \$55,756 as compared to expenses of \$489,279 for the twelve month period ended December 31, 2009. The decrease in expenses over the comparative periods can be attributed mainly to decreases in general and administrative expenses and depreciation expenses. We expect that operating expenses will continue to decrease until such time as the capital becomes available to us to expand our marketing efforts.

Depreciation and amortization expenses for the twelve month period ended December 31, 2010 and December 31, 2009 were \$719 and \$226,999 respectively. The decrease in depreciation and amortization expenses over the comparative periods can be attributed mainly to the decrease in operations. Depreciation and amortization expenses are expected to increase as we acquire additional assets in the process of expanding our distribution activities.

Other Expenses

Other expenses for the twelve month period ended December 31, 2010 were \$557,050 as compared to other expenses of \$884,256 in the twelve month period ended December 31, 2009. The other expenses in the current period can be primarily attributed to the loss on equity investments tied to our interest in WWA Group. We expect to continue to realize other expenses related to the business operations of WWA Group in the near term.

Net Losses

Net losses for the twelve month period ended December 31, 2010 were \$612,806 as compared to net losses of \$1,373,535 for the twelve month period ended December 31, 2009. The decrease in net losses in the current period can be primarily attributed to the loss on our equity investments aided by decreases in general and administrative expenses and amortization and depreciation costs. We expect to continue to realize net losses until such time as our operations produce revenue and our equity investments provide us a return on investment.

Capital Expenditures

The Company did not spend any significant amounts on capital expenditures during the year ended December 31, 2010.

Income Tax Expense (Benefit)

The Company may have an income tax benefit resulting from net operating losses to offset any future operating profit. However, the Company has not recorded this benefit in the financial statements because it cannot be assured that it will utilize the net operating losses carried forward in future years.

Impact of Inflation

The Company believes that inflation has had a negligible effect on operations over the past three years.

Liquidity and Capital Resources

As of December 31, 2010, the Company had a working capital deficit of \$212,075. Our current assets totaled \$38,660 comprised of cash totaling \$35,066 and other assets of \$3,594. Our total assets were \$1,706,764 consisting primarily of our equity investments totaling \$1,168,104. At December 31, 2009 our current and total liabilities were \$250,735.

Cash flow used in operating activities for the year ended December 31, 2010 was \$55,444 as compared to cash flow used in operating activities of \$80,275 for the year ended December 31, 2009. The change in cash flow used in operating activities in the current period can be attributed primarily to the decrease in losses. We expect that cash flow used in operating activities will continue to decrease as net losses decrease.

Cash flow provided by investing activities for the year ended December 31, 2010 was \$0 as compared to cash flow provided by investing activities of \$15,000 for the year ended December 31, 2009. Cash flow provided by investing activities in the prior period can be primarily attributed to proceeds from the sale of fixed assets. We expect to use cash flow in investing periods in future periods as capital becomes available to expand our marketing operations.

Cash flow provided by financing activities for the year ended December 31, 2010 was \$88,000 as compared to \$40,845 for the year ended December 31, 2009. Cash flow provided by financing activities in the current twelve month period can be attributed primarily to an increase in a note payable. We expect to continue to have cash flow provided by financing activities in the near term in order to continue operations.

The Company owns shares of WWA Group as an equity investment. The shares are restricted common stock in a publicly traded company with a current face market value of over \$218,745. We could sell a portion of these shares, subject to the limitations imposed by Rule 144, as a source of operating funds.

The Company's current assets are insufficient to conduct its business operations over the next twelve (12) months. We will have to seek at least \$100,000 in debt or equity financing over the next twelve months to fund our marketing efforts for our Wing Houses and to evaluate other business opportunities. The Company has no current commitments or arrangements with respect to, or immediate sources of this funding. Further, no assurances can be given that funding is available. The Company's shareholders are the most likely source of new funding in the form of loans or equity placements though none have made any commitment for future investment and the Company has no agreement formal or otherwise. The Company's inability to obtain sufficient funding will have a material adverse affect on its ability to continue business operations.

The Company does not expect to pay cash dividends in the foreseeable future.

The Company had no lines of credit or other bank financing arrangements.

The Company has no defined benefit plan or contractual commitment with any of its officers or directors.

The Company has no current plans for the purchase or sale of any plant or equipment

Off Balance Sheet Arrangements

As of December 31, 2010, the Company has no significant off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures, or capital resources that is material to stockholders.

Critical Accounting Policies

In the notes to the audited financial statements for the year ended December 31, 2010 included in our Form 10-K, the Company discusses those accounting policies that are considered to be significant in determining the results of operations and our financial position. The Company believes that the accounting principles we utilized conform to accounting principles generally accepted in the United States of America.

The preparation of financial statements requires our management to make significant estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses. By their nature, these judgments are subject to an inherent degree of uncertainty. On an on-going basis, we evaluate estimates. We base our estimates on historical experience and other facts and circumstances that are believed to be reasonable, and the results form the basis for making judgments about the carrying value of assets and liabilities. The actual results may differ from these estimates under different assumptions or conditions. With respect to revenue recognition, we apply the following critical accounting policies in the preparation of our financial statements.

Revenue Recognition

The Company intends to generate revenue through the sale of its products on a private, commercial, and industrial basis. Revenue from product sales is recognized at the time the product is shipped and invoiced and collectability is reasonably assured. The Company believes that certain revenue should be recognized as title passes to the customer at the time of shipment.

Going Concern

The Company's auditors have expressed an opinion as to the Company's ability to continue as a going concern as a result of an accumulated deficit of \$2,189,594 as of December 31, 2010. The Company's ability to continue as a going concern is subject to the ability of the Company to realize a profit and /or obtain funding from outside sources. Management's plan to address the Company's ability to continue as a going concern includes: (i) obtaining funding from the private placement of debt or equity; (ii) realizing revenues from the sale of Wing Houses or additional business opportunities; and (iii) obtaining loans and grants from financial or government institutions. Management believes that it will be able to obtain funding to allow the Company to remain a going concern through the methods discussed above, though there can be no assurances that such methods will prove successful.

Forward Looking Statements and Factors That May Affect Future Results and Financial Condition

The statements contained in the section titled *Management's Discussion and Analysis of Financial Condition and Results of Operations* and elsewhere in this current report, with the exception of historical facts, are forward looking statements. Forward looking statements reflect our current expectations and beliefs regarding our future results of operations, performance, and achievements. These statements are subject to risks and uncertainties and are based upon assumptions and beliefs that may or may not materialize. These statements include, but are not limited to, statements concerning:

- our anticipated financial performance;
- the sufficiency of existing capital resources;
- our ability to fund cash requirements for future operations;
- uncertainties related to the growth of our business and the acceptance of our products and services;
- our ability to achieve and maintain an adequate customer base to generate sufficient revenues to maintain and expand operations;

- the volatility of the stock market; and,
- general economic conditions.

We wish to caution readers that our operating results are subject to various risks and uncertainties that could cause our actual results to differ materially from those discussed or anticipated including the factors set forth in the section entitled *Risk Factors* included elsewhere in this report. We also wish to advise readers not to place any undue reliance on the forward looking statements contained in this report, which reflect our beliefs and expectations only as of the date of this report. We assume no obligation to update or revise these forward looking statements to reflect new events or circumstances or any changes in our beliefs or expectations, other than as required by law.

Stock-Based Compensation

The Company has adopted Accounting Standards Codification Topic (ASC) which addresses the accounting for stock-based payment transactions in which an enterprise receives employee services in exchange for (a) equity instruments of the enterprise or (b) liabilities that are based on the fair value of the enterprise's equity instruments or that may be settled by the issuance of such equity instruments.

The Company has no outstanding stock options or related stock option expense.

We account for equity instruments issued in exchange for the receipt of goods or services from other than employees in accordance with ASC 505. Costs are measured at the estimated fair market value of the consideration received or the estimated fair value of the equity instruments issued, whichever is more reliably measurable. The value of equity instruments issued for consideration other than employee services is determined on the earliest of a performance commitment or completion of performance by the provider of goods or services.

Recent Accounting Pronouncements

Please see Note 12 to our financial statements for recent accounting pronouncements.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not required.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Stock-Based Compensation The Company has adopted Accounting Standards Codification Topic (ASC37) which a

Our audited financial statements for the years ended December 31, 2010 and 2009 are attached hereto as F-1 through F-13.

ASIA8, INC. AND SUBSIDIARIES
Years Ended December 31, 2010 and 2009

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Kostandinos Jerry Georgatos,
Certified Public Accountants
29042 Hillview St, Hayward, CA 94544

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors

Asia8 Inc.

We have audited the accompanying balance sheet of Asia8 Inc as of December 31, 2010 and 2009, and the related statements of income, retained earnings, and cash flows for the years 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 the standards of the Public Company Accounting Oversight Board (United States). 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 Asia8 Inc as of December 31, 2010 and 2009, and the results of its operations and its cash flows for the years 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 recurring losses from operations and a net 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/ Kostandinos Jerry Georgatos

Kostandinos Jerry Georgatos

Hayward, California

April 12, 2011

F-2

ASIA8, Inc.
Audited Consolidated Balance Sheets

<u>ASSETS</u>	31-Dec-10	31-Dec-09
CURRENT ASSETS		
Cash	\$ 35,066	\$ 2,510
Other current assets	3,594	0
Total Current Assets	38,660	2,510
FIXED ASSETS, Net	-	719
OTHER ASSETS		
Investments	1,668,104	2,204,634
Total Other Assets	1,668,104	2,204,634
TOTAL ASSETS	\$ 1,706,764	\$ 2,207,863
<u>LIABILITIES AND STOCKHOLDERS' EQUITY</u>		
CURRENT LIABILITIES		
Accounts payable and accrued expenses	\$ 250,735	\$ 139,028
Total Current Liabilities	250,735	139,028
TOTAL LIABILITIES	250,735	139,028
STOCKHOLDERS' EQUITY		
Preferred stock: 25,000,000 shares authorized; \$0.001 par value; 2,280 and 1,000 shares issued and outstanding, respectively	2	2
Common stock: 100,000,000 shares authorized; \$0.001 par value; 24,411,360 and 24,156,078 shares issued and outstanding, respectively	24,411	24,411
Additional paid-in capital	3,621,210	3,621,210
Accumulated deficit	(2,189,594)	(1,576,788)
Total Stockholders' Equity	1,456,029	2,068,835
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$ 1,706,764	\$ 2,207,863

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

Asia 8 Inc			
<u>Audited Consolidated Statements of Operations</u>			
For The Years Ended December 31,			
		2010	2009
REVENUES	\$	-	\$ -
COST OF GOODS SOLD		-	-
GROSS PROFIT		-	-
OPERATING EXPENSES :			
General and administrative		55,037	262,279
Depreciation and amortization		719	226,999
TOTAL OPERATING EXPENSES		55,756	489,279
LOSS FROM OPERATIONS		(55,756)	(489,279)
OTHER INCOME (EXPENSES)			
Other income		0	36,079
Preferred stock dividend		(20,520)	(20,520)
Income from equity investment		(536,530)	(899,815)
TOTAL OTHER INCOME (EXPENSES)		(557,050)	(884,256)
NET INCOME (LOSS)		(612,806)	