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

FORM 10-QSB

(Mark One)

[X] QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended _____December 31,1998________

[ ] TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE EXCHANGE ACT
For the transition period from _____________ to ____________
Commission file number ______________________________________

INTERUNION FINANCIAL CORPORATION
(Exact name of small business issuer as specified in its charter)

Delaware	52-2002396
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)

249 Royal Palm Way, Suite 301 H, Palm Beach, Fl	33480
(Address of principal executive offices)	(Zip Code)

(561) 820 - 0084	(561) 655 - 0146
(Issuer's telephone number)	(Issuer's telecopier number)

(Former name, former address and former fiscal year, if changed since last report)

Check whether the issuer (1) filed all reports required to be filed by section 13 or 15(d) of the Exchange Act during the past 12 months (or 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 [X] No [ ]

APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PRECEDING FIVE YEARS

Check whether the registrant filed all documents and reports required to be filed by Section 12, 13 or 15 (d) of the Exchange Act after the distribution of securities under a plan confirmed by a court. Yes [ ] No [ ]

APPLICABLE ONLY TO CORPORATE ISSUERS

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date: $0.001 Par Value Common Shares - 1,908,285 as of January 31,1999.

Transitional Small Business Disclosure Format (Check One) Yes [ ] No [X]

PART I - FINANCIAL INFORMATION

ITEM 1 - FINANCIAL STATEMENTS

INTERUNION FINANCIAL CORPORATION
UNAUDITED CONSOLIDATED STATEMENT OF OPERATIONS AND DEFICIT
FOR THE PERIOD ENDED DECEMBER 31

<TABLE>
<CAPTION>

	Three Months Ended 1998	Three Months Ended 1997	Nine Months Ended 1998	Nine Months Ended 1997
<S>	<C>	<C>	<C>	<C>
REVENUES				
Investment Banking	$ 200,907	$ 284,966	$ 466,396	$ 2,710,760
Investment Management	309,838	81,050	1,049,826	283,495
Interest Income	16,757	49,831	76,584	85,405
	527,502	415,847	1,592,806	3,079,660
EXPENSES				
Selling, General & Administration	772,663	755,660	2,098,629	3,100,834
Amortization & Depreciation	99,890	57,756	238,289	173,947
Foreign Exchange Loss (Gain)	1,833	17,004	(60,964)	(237)
Interest Expense	75,666	37,627	191,429	82,626
	950,052	868,047	2,467,383	3,357,170
PROFIT (LOSS) FROM CONTINUING OPERATIONS - BEFORE INCOME TAXES	(422,550)	(452,200)	(874,577)	(277,510)
PROVISION FOR INCOME TAXES (RECOVERABLE)	2,873	(134,370)	2,873	(70,000)
EQUITY IN NET EARNING (LOSSES) OF CONSOLIDATED AFFILIATES	(4,962)	---	(29,957)	---
PROFIT (LOSS) FROM CONTINUING OPERATIONS	(430,385)	(317,830)	(907,407)	(207,510)
Loss from Discontinued Operations	---	---	---	691
Gain on Disposal of Discontinued Assets	---	---	---	803,483
NET PROFIT (LOSS) FOR THE PERIOD	(430,385)	(317,830)	(907,407)	596,664
FOREIGN EXCHANGE TRANSLATION EFFECT	715	(7,467)	(197,528)	(7,123)
RETAINED EARNINGS (DEFICIT) - Beginning of Period	(2,253,884)	(652,640)	(1,578,619)	(1,567,478)
RETAINED EARNINGS (DEFICIT) - END OF PERIOD	$ (2,683,554)	$ (977,937)	$ (2,683,554)	$ (977,937)
FINANCIAL OVERVIEW				
Common Shares Outstanding	1,908,285	1,220,250	1,908,285	1,220,250
Weighted Average Shares Outstanding - Basic	1,930,035	1,200,542	1,817,454	1,206,543
Weighted Average Shares Outstanding - Diluted	2,893,364	1,616,078	2,592,721	1,636,440
EPS - From Continuing Operations (Basic)	(0.22)	(0.26)	(0.50)	(0.17)
EPS - From Discontinuing Operations (Basic)	0.00	0.00	0.00	0.67
EPS (Basic)	(0.22)	(0.26)	(0.50)	0.49
EPS - From Continuing Operations (FD)	(0.22)	(0.26)	(0.50)	(0.17)
EPS - From Discontinuing Operations (FD)	0.00	0.00	0.00	0.49
EPS (FD)	(0.22)	(0.26)	(0.50)	0.36

</TABLE>

See Accompanying Notes to Un-audited Consolidated Financial Statements

INTERUNION FINANCIAL CORPORATION
UNAUDITED CONSOLIDATED BALANCE SHEET

<TABLE>
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	As at December 31, 1998	As at December 31, 1997	As at March 31, 1998	As at March 31, 1997
<S>	<C>	<C>	<C>	<C>
CURRENT ASSETS				
Cash and cash equivalents	$ 349,070	$ 675,664	$ 2,873,731	$ 349,738
Due from brokers and dealers	875,325	388,874	2,012	166,062
Due from clients	96,936	651,889	715,871	5,967,989
Marketable securities	33,542	288,462	35,169,986	29,457,965
Accounts receivable	629,794	449,785	882,491	226,663
Income tax receivable	---	9,198	7,789	22,197
Notes receivable	807,607	1,090,932	616,579	---
Prepaid expenses and other current assets	34,576	118,270	56,733	151,483
	2,826,850	3,673,074	40,325,192	36,342,097
Property & equipment, net	1,273,289	1,453,816	1,425,192	1,609,905
Notes receivable, non-current portion	615,175	306,673	952,106	---
Other long-term assets	84,710	84,710	84,710	256,945
Investment in unconsolidated affiliates	4,151,401	3,029,987	3,488,322	---
Goodwill, net	1,950,719	377,901	2,468,210	394,332
Net assets related to discontinued assets	---	---	---	217,228
	8,075,294	5,253,087	8,418,540	2,478,410
	$ 10,902,144	$ 8,926,161	$ 48,743,732	$ 38,820,507
CURRENT LIABILITIES				
Due to brokers and dealers	$ 88,689	$ 216,241	$ 34,663,322	$ 33,012,864
Due to clients	892,891	712,342	3,057,747	1,320,874
Accounts payable and accrued liabilities	532,069	577,642	1,063,956	257,470
Notes payable	818,441	1,278,941	1,703,441	---
Bank loan	699,378	---	---	---
	3,031,468	2,785,166	40,488,466	34,591,208
Due to related parties	628,428	20,056	---	---
Other liabilities	67,713	---	77,033	---
Notes payable, long-term portion	615,175	192,059	1,485,801	---
Discontinued liabilities	---	---	---	504,962
Deferred income tax liability	---	---	---	85,000
	1,311,316	212,115	1,562,834	589,962
SHAREHOLDERS' EQUITY				
Capital Stock and additional paid-in capital	9,242,914	6,906,817	8,271,051	5,206,815
Accumulated comprehensive income	(202,579)	(16,320)	(5,051)	(9,197)
Retained Earnings (Deficit)	(2,480,975)	(961,617)	(1,573,568)	(1,558,281)
	6,559,360	5,928,880	6,692,432	3,639,337
	$ 10,902,144	$ 8,926,161	$ 48,743,732	$ 38,820,507

</TABLE>

See Accompanying Notes to Un-audited Consolidated Financial Statements

INTERUNION FINANCIAL CORPORATION
UNAUDITED CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE PERIOD ENDED

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	9 Months to December 31,		12 Months to March 31,	
	1998	1997	1998	1997
<S>	<C>	<C>	<C>	<C>
OPERATING ACTIVITIES				
Net income (loss)	$ (907,407)	$ 596,664	$ (15,287)	$ (230,153)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities				
Amortization	238,289	173,947	240,886	240,912
Gain on disposition of discontinued operations	---	---	(804,174)	---
Non cash compensation	---	60,000	60,000	117,500
Deferred income tax	---	(85,000)	(85,000)	85,000
Unrealized gain (loss) on marketable securities	15,608	109,396	159,831	(529,854)
	(653,510)	855,007	(443,744)	(316,595)
Increase (decrease) in due to/from brokers and dealers, net	(35,447,946)	(33,602,371)	1,814,508	31,515,327
Increase (decrease) in due to/from clients, net	(1,545,921)	4,707,568	6,988,991	(5,588,459)
Increase (decrease) in marketable securities	35,198,633	28,110,107	(5,871,852)	(26,352,526)
Increase (decrease) in accounts receivable and sundry assets	282,643	(176,910)	(452,610)	(184,970)
Decrease (increase) in accounts payable and accrued liabilities	(531,887)	320,172	633,103	(56,560)
Increase in assets and liabilities related to discontinued operations	---	(287,734)	(287,734)	129,296
CASH PROVIDED (USED) BY OPERATING ACTIVITIES	(2,697,988)	(74,161)	2,380,662	(854,487)
FINANCING ACTIVITIES				
Capital stock and additional paid-in capital issued	133,000	270,000	270,000	727,339
Increase (decrease) in due to related parties	628,428	20,056	---	---
Proceeds (repayment) of notes payable	(916,763)	1,278,941	1,508,712	(119,462)
Proceeds (repayment) of bank loan	699,378	---	---	---
CASH PROVIDED (USED) BY FINANCING ACTIVITIES	544,043	1,568,997	1,778,712	607,877
INVESTING ACTIVITIES				
Property and equipment, net	(6,532)	(12,688)	(2,032)	(10,866)
Long term investments, net	(364,184)	(478,148)	(485,336)	(66,945)
Notes receivable	---	(678,074)	(1,299,935)	---
CASH PROVIDED (USED) BY INVESTING ACTIVITIES	(370,716)	(1,168,910)	(1,787,303)	(77,811)
INCREASE (DECREASE) IN CASH	(2,524,661)	325,926	2,372,071	(324,421)
CASH - Beginning of period	2,873,731	349,738	349,738	674,159
CASH - Acquired on acquisition	---	---	151,922	---

CASH - END OF PERIOD	$ 349,070	$ 675,664	$ 2,873,731	$ 349,738

</TABLE>

See Accompanying Notes to Un-audited Consolidated Financial Statements

INTERUNION FINANCIAL CORPORATION
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
FOR THE NINE MONTHS ENDED DECEMBER 31, 1998

1. Interim information is unaudited; however, in the opinion of management, all adjustments necessary for a fair statement of interim results have been included in accordance with Generally Accepted Accounting Principles. All adjustments are of a normal recurring nature unless specified in a separate note included in these Notes to Unaudited Consolidated Financial Statements. The results for interim periods are not necessarily indicative of results to be expected for the entire fiscal year. These financial statements and notes should be read in conjunction with the Company's annual consolidated financial statements and the notes thereto for the fiscal year ended March 31, 1998, included in its Form 10-KSB for the year ended March 31,1998.

2. During the period, the Company issued:

- 35,000 shares of common stock and 17,500 common stock purchase warrants for net proceeds of $140,000. A $7,000 fees was paid to an intermediary;

- 231,918 shares of common stock as partial payment for a $1,140,000 note due July 1998 and 1999, in conjunction with its acquisition of Leon Frazer, Black & Associates Limited and Black Investment Management Limited. The balance of the note: C$250,000 (US $170,000) was paid in cash in July 1998 and C$150,000 (US $98,000) is still outstanding;

- 27,244 shares of common stock to Leon Frazer, Black & Associates Limited and $3,688 in cash, in order to acquire the 8.55% it did not own in InterUnion Asset Management ("IUAM"), making IUAM a wholly owned subsidiary;

- 10,000 shares of common stock as a fee for a loan extension.

In addition, during the period the Company cancelled 69,860 shares of common stock it received in reduction of a note receivable.

The shareholders approved the increase of the authorized number of common shares to 5,000,000.

3. Earning per share is computed using the weighted average number of common shares outstanding during the period. Loss per share is computed using the weighted average number of common shares outstanding during the period.

4. During the period, the Company exercised 13,761,702 Receptagen Ltd. ("RCG") Share Purchase Warrants to hold 30,117,582 common shares. The Company also holds 7,970,938 Share Purchase Warrants with an exercise price of C$0.035 that expire on June 30, 2000. The Company will continue to account for its interest in RCG

on the cost basis as: (i) although the restructuring plans have been altered due to market conditions affecting small capitalization companies and this particular sector, it is still in progress; (ii) the Company does not intend to increase its percentage ownership of RCG; and (iii) the Company's interest in RCG has been diluted in view of the cash raised by RCG for its operations. It should be noted that should the Company maintain its current ownership interest in RCG, by the end of the current fiscal year the Company may be required, under applicable accounting principles, to change its method of accounting from the cost basis to the equity method of accounting. Such a change in accounting policy may cause the Company to record a charge against income.

5. On January 25, 1998, the Company reorganized its investment management companies under the name of InterUnion Asset Management Limited ("IUAM"). IUAM also raised C$5,000,000 (US$3,300,000) by the issuance to Working Ventures Canadian Fund of preferred shares that can be converted into common shares in order to represent 31% of the issued and outstanding common shares of IUAM.

6. As of April 1, 1998, the Company adopted Statement of Financial Accounting Standards No. 130, "Reporting Comprehensive Income". This statement establishes standards for reporting and display of comprehensive income and its components. Comprehensive income is net income plus certain items that are recorded directly to shareholders' equity bypassing net income. The only such item currently applicable to the Company is foreign currency translation adjustments.

For the period ended September 30, 1998 and 1997, total comprehensive income was ($1,104,935) and $589,541, respectively. The adoption of this Statement had no effect on the Company's results of operations or financial position as the only item that is added to Net income (loss) is foreign currency adjustments.

ITEM 2 - MANAGEMENT'S DISCUSSION AND ANALYSIS

(1) OVERVIEW

During the first nine months of fiscal 1999, InterUnion reported consolidated revenues of $1.6 million versus $3.0 million a year earlier. The revenues during the third quarter were $527 thousand versus $416 thousand a year earlier.

Selected financial data from InterUnion's financial statements is (figures in 000's except per share data):

<TABLE>
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	9 mos. ended Dec.- 98	9 mos. ended Dec.- 97	9 mos. ended Dec. - 96
<S>	<C>	<C>	<C>
Working Capital	(205)	888	1,372
Cash Flow	(653)	855	(126)
Total Assets	10,902	8,926	5,655
Shareholders' Equity	6,559	5,928	3,426
Common Share, #	1,908,285	1,220,250	969,714
Book Value Per Share	3.44	4.86	3.53

</TABLE>

The most significant event that has affected the Company this quarter was actually completed at the end of January 1999. The Company amalgamated its ownership of the various Toronto based wealth and investment managers into its Canadian subsidiary, InterUnion Asset Management Limited ("IUAM"). The purpose of this amalgamation under one holding company was effected in order to allow the Company to form a "pure form" corporation able to raise capital and proceed with its acquisition program by offering cash and/or shares on a tax effective basis to the owners of target companies. As a result of this amalgamation, the Company was able to raise $3.3 million (C$5 million) through the issuance of preferred shares to Working Ventures Canadian Fund ("WVCF") representing 31% ownership interest of IUAM.

(2) NET REVENUES

During the first nine months of fiscal 1999, InterUnion reported consolidated revenues of $1.6 million versus $3.0 million a year earlier, for a decrease of 46.8%. Investment banking revenues decreased by 82.8% to $466,396 from $2,710,760 the previous year. Investment management revenues increased by 270.3% to $1,049,826 from $283,495 the previous year. The decrease of revenues can be attributed to the following factors: (i) time and effort dedicated by management of the Company to restructure its ownership of IUAM and satisfy due diligence requirements in order to successfully close a financing in an environment unfriendly to small capitalized companies and to a certain extent, financial service companies as a consequence of the markets remaining bearish in this sector; (ii) lack of institutional support of the small cap market thus reducing the flow of agency trading activity; (iii) concentration of human and financial resources in the M&A sector which, although generating monthly work fees, is subject to payout at the end of a process which can be lengthy; and (iv) diversion from client oriented activities of administration and audit personnel in order to build the investment management sector. Such diversion has been considered successful as the investment management business raised $3.3 million (C$5 million) in January 1999. The increase in investment management revenues is due to: (i) the acquisition in late fiscal 1998 of The Glen-Ardith Frazer Corporation; and (ii) a portion of Guardian Timing Services revenue being based on performance. Due to the nature of the increase and the rate of increase, it may not be sustainable even though the funds raised will be used for the acquisition of investment managers.

(3) EXPENSES

During the first nine months, the Company reduced its expenses from $3,357,170 to $2,467,383 from a year earlier, representing a decrease of 26.5%. This decrease is attributable to the reduction in Selling, General and Administration relating to a drop in financing activity, which was reduced by 32.3%, to $2,098,629 from $3,100,834.

The reduction in expenses was offset by increases in interest charges due to the notes payable assumed in the acquisition of Leon Frazer, Black & Associates Limited, Black Investment Management Limited and InterUnion Asset Management Limited in fiscal 1998. The interest expense is to be reduced in the following quarters as most of the debt was reduced by the issuance of common shares.

(4) NET INCOME

Net loss from operations (basic) for the nine months ending December 31, 1998 was $907,407or $0.50 per share versus a loss of $207,510 or $0.17 per share a year earlier. The decrease in EPS is due to the decrease in revenue. This decrease is due to lower revenues in general but essentially to the fact that marketing of investment banking services and placement of shares for corporate clients, the main source of revenue for the Company, were kept on the sidelines in order to ensure the conclusion of the financing of IUAM. Due to its limited capital resources combined with limited human resources, the Company could only focus on what, in the opinion of management, represented the best potential return for its shareholders. During the first nine months of fiscal 1998, InterUnion recorded a gain from discontinued operations of $691 and a gain on disposal of discontinued assets of $803,483.

The basic weighted average number of common shares outstanding for the nine months ending December 31, 1998 is 1,817,454 versus 1,206,543 a year earlier. The increase is due to the issuance of shares in the form of Regulation "S" financings, for the acquisition of investment managers and the settlement of liabilities that arose from these acquisitions.

(5) LIQUIDITY AND CAPITAL RESOURCES

In order to meet its growth plans and fund any operating cash requirements, the Company's policy is to issue additional capital stock, when possible. To date the Company has done this either through the issuance of common stock under Regulation "D" or Regulation "S". The following are details of these private placements during the previous three fiscal years:

<TABLE>
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Date	# of Shares	Amount	Type
<S>	<C>	<C>	<C>
June 1995	62,500	$ 125,000	Regulation "D"
October 1995	100,000	200,000	Regulation "D" & "S"
March 1996	160,000	320,000	Regulation "D"
September 1996	277,142	759,710	Regulation "S"
May 1998	17,002	68,008	Regulation "S"
June 1998	35,000	140,000	Regulation "S"
July 1998	262,142	1,048,568	Regulation "S"
December 1998	10,000	40,000	Regulation "S"

</TABLE>

When market conditions do not allow the issuance of Common Shares, the Company issues other instruments such as Promissory Notes and/or Preferred Shares. The Company was debt free until the restructuring of RCG and the acquisition of the investment management business. In the RCG restructuring, the entirety of the debt assumed by the Company has been matched by receivables from RCG with similar terms. Furthermore, the Company has received, as security, all the assets of RCG including the intellectual properties.

In order to meet its cash requirements for accelerating the full payment of its interest in the investee companies, the Company borrowed $500,000 in July 1998 and a further $100,000 in November 1998 from RIF Capital Inc, a shareholder of the Company. In addition, the Company has a credit facility with a Canadian chartered bank, of which $700,000 (C$1,070,000) had been drawn down as of December 31,1998. This credit facility was reimbursed in its entirety at the end of January 1999.

In January 1999, the Company signed a letter of intent for up to $3 million in credit facility. These funds can be drawn down for new projects within the Company's investment banking objectives or the acquisition of non Canadian wealth and investment managers.

In late January 1999, the Company reorganized its investment management companies under its Canadian subsidiary, InterUnion Asset Management Limited ("IUAM"). Subsequently, Working Venture Canadian Funds ("WVCF") invested C$5 million in IUAM for a 31% interest. The proceeds of these funds will be used primarily to pursue IUAM's acquisition program. WVCF is a Canadian venture capital fund with over $550 million under management. Management believes that, by establishing a partnership with WVCF, the resulting entity will be substantially stronger and will be able to prosper by drawing on its shareholders strengths.

The Company is still in negotiation with a number of strategic partners, including WVCF, to raise addition funds. Management would like to close an additional $2-5 million in financing for its IUAM subsidiary in its fourth quarter, which should give IUAM sufficient financial resources to finance its growth until it can successfully close an initial public offering within a few years.

(6) CONCLUDING REMARKS

There are no other known trends, events or uncertainties that may have, or are reasonably likely to have, a material impact on the Company's short-term or long-term liquidity that have not been discussed above.

In addition, there is no significant income or loss that has risen from the Company's continuing operations that has not been analyzed or discussed above. In addition, there has not been any material change in any line item that is presented on the financial statements that has not been discussed above.

(7) CERTAIN RISK FACTORS WHICH MAY IMPACT FUTURE OPERATIONS

The Company and its subsidiaries operate in a rapidly changing environment that involves a number of factors, some of which are beyond management's control, such as financial market trends and investors' appetite for new financings. It should also be emphasized that, should the Company not be successful in completing its own financing (either by debt or by the issuance of securities from treasury), its strategy to grow by acquisition will be affected.

Management has compiled a list of both internally and externally supplied information systems that utilize imbedded date codes which could experience operational difficulties in the year 2000. The Company uses third party applications or suppliers for all high level systems and reporting. These systems will either be upgraded and tested to be in compliance for the year 2000 or the Company will take necessary steps to replace the supplier. Management is testing new systems for which it is responsible. It is the Company's objective to be year 2000 compliance for all systems by the end of fiscal 1999, however, no assurances can be given. The Company believes that it has provisioned sufficient amounts to cover future expenditures.

In the opinion of management the financial statements for the periods ending December 31, 1998 accurately reflect the operations of the Company and its subsidiaries. The Company has taken every reasonable step to ensure itself that its quarterly financial statements do not represent a distorted picture to anyone having a business reason to review such statements and who has also reviewed its previous audited annual financial statements for the year ended March 31, 1998.

Forward-looking statements included in Management's Analysis and Discussion reflects management's best judgment based on known factors, and involves risks and uncertainties. Actual results could differ materially from those anticipated in these forward-looking statements. Forward-looking information is provided by InterUnion pursuant to the safe harbor established by recent securities legislation and should be evaluated in the context of these factors.

PART II - OTHER INFORMATION

ITEM 1 - LEGAL PROCEEDINGS

The Company is not a party to any pending legal proceeding nor is its property the subject of a pending legal proceeding for which the claims, exclusive of interest and costs, exceed 10% of the current assets of the Company on a consolidated basis.

ITEM 2 - CHANGES IN SECURITIES

None.

ITEM 3 - DEFAULTS UPON SENIOR SECURITIES

There have been no defaults in the payment of principal or interest with respect to any senior indebtedness of InterUnion Financial Corporation.

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

None

ITEM 5 - OTHER INFORMATION

None.

ITEM 6 - EXHIBITS AND REPORTS ON FORM 8-K

Exhibit 27 Financial Data Schedule (for SEC use only).

SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

InterUnion Financial Corporation

(Registrant)

Date February 10, 1999 /s/ Georges Benarroch, Director

(Signature)*

Date February 10, 1999 /s/ Karen Lynn Bolens, Director

(Signature)*

* Print the name and title of each signing officer under his signature.

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THIS SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM INTERUNION FINANCIAL CORPORATION CONSOLIDATED FINANCIAL STATEMENTS FOR THE NINE MONTHS ENDED DECEMBER 31, 1998 AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH 10-QSB FILING.
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