

CONSULIER ENGINEERING INC

Form 10QSB/A

June 06, 2003

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**U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 10-QSB/A

(Mark One)

- QUARTERLY REPORT UNDER SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended March 31, 2003

- TRANSITION REPORT UNDER SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934**

Commission file number **0-17756**

Consulier Engineering, Inc.

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

Florida

59-2556878

(State or other jurisdiction
of incorporation or organization)

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

2391 Old Dixie Highway, Riviera Beach, FL 33404

(Address of principal executive offices)
(561) 842-2492

(Issuer's telephone number)

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

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:

As of May 15, 2003, there were 4,980,243 outstanding
shares of common stock, par value \$0.01 per share.

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	March 31, 2003	December 31, 2002
	<u>(unaudited)</u>	
ASSETS		
Current:		
Cash	\$ 262,313	\$ 262,303
Receivables, net	478,588	471,203
Due from principal shareholder (Note 2)	93,986	529,174
Inventories (Note 3)	1,325,330	1,336,162
Deferred income taxes	202,606	202,606
Other current assets	12,713	12,785
	<u>2,375,536</u>	<u>2,814,233</u>
Total current assets	2,375,536	2,814,233
Property and equipment, net	1,274,408	1,286,505
Limited partnership interests (Note 4)	4,702,943	4,009,575
Notes receivable - related parties	1,420,680	1,420,714
Deferred income taxes	111,136	47,136
	<u>\$9,884,703</u>	<u>\$9,578,163</u>
	\$9,884,703	\$9,578,163
LIABILITIES AND STOCKHOLDERS EQUITY		
LIABILITIES:		
Current:		
Accounts payable and accruals	\$ 336,383	\$ 429,785
Bonus Payable	50,000	50,000
Income taxes payable	146,358	26,312
Notes payable - related parties	183,935	186,587
	<u>716,676</u>	<u>692,684</u>
Total current liabilities	716,676	692,684
Bonds payable	327,805	323,920
	<u>1,044,481</u>	<u>1,016,604</u>
Total liabilities	1,044,481	1,016,604
STOCKHOLDERS EQUITY:		
Common stock of \$.01 par value:		
Authorized - 25,000,000 shares; Issued - 5,198,298 shares	51,983	51,983
Additional paid-in capital	3,124,253	3,124,253
Retained earnings	6,198,298	5,919,635
	<u>9,374,534</u>	<u>9,095,871</u>
	9,374,534	9,095,871
Less: Treasury stock at cost - 218,055 shares	(417,911)	(417,911)
Other comprehensive loss	(39,861)	(39,861)
Notes receivable for common stock	(76,540)	(76,540)
	<u>8,840,222</u>	<u>8,561,559</u>
Total stockholders equity	8,840,222	8,561,559

\$9,884,703

\$9,578,163

See accompanying notes to consolidated financial statements.

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	Three Months Ended March 31,	
	2003	2002
	(Unaudited)	
Revenues:		
Net sales	\$ 490,149	\$ 788,492
Operating costs and expenses:		
Cost of goods sold	247,243	469,290
Selling, general and administrative	372,963	380,162
Total operating costs and expenses	620,206	849,452
Operating loss	(130,057)	(60,960)
Other income (expense):		
Investment income related parties (Note 4)	612,778	314,408
Interest income related parties	16,772	10,885
Interest expense	(5,252)	(6,140)
Undistributed income (loss) of equity investees (Note 4)	(79,552)	110,422
Other income	19,974	54,628
Total other income	564,720	484,203
Income before income taxes	434,663	423,243
Income tax provision	156,000	152,162
Net income	\$ 278,663	\$ 271,081
Basic and diluted earnings per share (Note 5)	\$ 0.06	\$ 0.05

See accompanying notes to consolidated financial statements.

Table of Contents**CONSULIER ENGINEERING, INC. AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF CASH FLOWS**

	Three Months Ended March 31,	
	2003	2002
(Unaudited)		
OPERATING ACTIVITIES:		
Net income	\$ 278,663	271,081
Adjustments to reconcile net income to net cash (used in) provided by operations:		
Depreciation	26,577	26,450
Amortization	3,885	3,885
Undistributed (income) loss of equity investee	79,552	(110,422)
Investment income related party	(612,778)	(314,408)
Deferred income taxes	(64,000)	
Changes in operating assets and liabilities:		
Decrease (increase) in receivables and other current assets	75,141	(39,752)
Decrease in inventories	10,832	49,541
Increase (decrease) in income tax payable	120,046	(582,838)
Decrease in accounts payable and accruals	(93,402)	(28,058)
NET CASH USED IN OPERATIONS	(175,484)	(724,522)
INVESTING ACTIVITIES:		
Property and equipment additions, net of dispositions	(12,400)	(5,666)
Distributions from partnership interest	530,323	314,101
Increase (decrease) in related party loans, net	(2,617)	32,442
Decrease in due from principal shareholder	435,188	442,054
Purchase of investment	(775,000)	
NET CASH PROVIDED BY INVESTING ACTIVITIES	175,494	782,931
INCREASE IN CASH	10	58,410
CASH, BEGINNING OF PERIOD	262,303	150,032
CASH, END OF PERIOD	\$ 262,313	\$ 208,442

See accompanying notes to consolidated financial statements.

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CONSULIER ENGINEERING, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 1. Basis of Presentation

The accompanying unaudited consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with instructions to Form 10-QSB and Regulation S-B. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments, consisting of normal recurring accruals considered necessary for a fair presentation, have been included. Operating results for the three months ended March 31, 2003 are not necessarily indicative of the results that may be expected for the year ending December 31, 2003. For further information, refer to the consolidated financial statements and footnotes thereto included in the Company's annual report on Form 10-KSB for the year ended December 31, 2002.

In order to maintain consistency and comparability between periods presented, certain amounts have been reclassified from the previously reported financial statements in order to conform to the financial statement presentation of the current period.

The consolidated financial statements include *Consulier Engineering, Inc.* (the Company or Consulier), and its wholly-owned subsidiaries, *Consulier Business Services, Inc.*, (CBSI) and *C-6 Products, Inc.* (C-6), as well as *South East Automotive Acquisition Corp.* (South East). All intercompany balances and transactions between the Company and its wholly-owned subsidiaries have been eliminated. The Company sold seventy percent of the common stock of its wholly-owned subsidiary, Southeast, to executive officers of Southeast, in exchange for 45,000 shares of the Company's common stock, and a promissory note of approximately \$1,700,000 payable to the Company by Southeast for its pre-existing debt to the Company, secured by Southeast's assets, the common stock in Southeast and the purchasers' personal guarantees, limited to the cash in Southeast at December 31, 2002 of approximately \$228,000. The note bears interest at 6% and is payable in monthly installments of principal and interest of approximately \$9,600 beginning February 20, 2003 through January 20, 2033. The effective date of the sale was subsequent to the close of business on December 31, 2002 and the closing was held on February 5, 2003.

Although the Company will retain a minority interest in Southeast, due to the significant portion of the sales proceeds being in the form of a note receivable collateralized by substantially all assets of Southeast, the Company will continue to account for Southeast as a consolidated subsidiary.

Note 2. Due from Principal Shareholder

Prior to 2001, capital and income distributions from the Company's investment in AVM (see Note 4) were distributed directly from AVM to the Company on a monthly basis. Beginning in 2001 and ending in July 2002, the Company had been advancing its cash distributions from AVM to its principal shareholder. These distributions are included in due from principal shareholder of \$93,986 and \$529,174, respectively, at March 31, 2003 and December 31, 2002 on the consolidated balance sheets.

Table of Contents**Note 3. Inventories**

Inventories, stated at the lower of cost, determined on a first-in, first-out basis, or market, are summarized as follows:

	March 31, 2003	December 31, 2002
Raw materials	\$ 819	\$ 819
CRA-Z Soap	29,693	29,693
Finished goods	1,434,818	1,445,650
Obsolescence Reserve	(140,000)	(140,000)
	\$ 1,325,330	\$ 1,336,162

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CONSULIER ENGINEERING, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 4. Partnership Interests and Concentration of Credit Risk

The limited partnership interests consist of Consulier's investment in AVM, L.P., BioSafe Systems, LLC. and Systems Technologies, LLC.

AVM, L.P

Consulier owns approximately 10% of AVM's capital as of March 31, 2003 and December 31, 2002. Based on capital and earnings distributions provided in the partnership agreement, Consulier was allocated approximately 5% and 8%, respectively, of AVM's earnings during the three-month periods ended March 31, 2003 and 2002. Under the partnership agreement, Consulier may withdraw all or any portion of its capital account upon 30 days written notice. AVM's general partner may also expel Consulier from the partnership through payment of the balance of Consulier's capital account.

	Three Months Ended March 31, (000)	
	2003	2002
Revenue	\$ 17,435	\$ 13,500
Cost and expenses	10,369	6,903
Net Income	\$ 7,066	\$ 6,597
Consulier's share of earnings	\$ 613	\$ 314

BioSafe Systems, LLC

The Company owns a 40% interest in BioSafe Systems, LLC. Bio Safe Systems, LLC's total assets (unaudited) at March 31, 2003 and December 31, 2002 were approximately \$1,861,000 and \$1,725,000 respectively. The investment is recorded at \$874,124 and \$788,371 at March 31, 2003 and December 31, 2002, respectively, further, equity in income for the three-month periods ended March 31, 2003 and 2002 was \$85,753 and \$47,957, respectively.

Systems Technologies, LLC

During 2002 the Company purchased a 14.25% interest in Systems Technologies, LLC, a Nevada limited liability company (ST, LLC), as of March 31, 2003 the Company's interest in ST, LLC totaled 22%. ST, LLC is a member of Patient Care Technology Systems, LLC, a California limited liability company (PCTS). ST, LLC's primary asset is its approximate 60% (at March 31, 2003) investment in PCTS. As of March 31, 2003 PCTS's summarized financial information was as follows: total assets of approximately \$509,000, total liabilities of approximately \$231,000, and net operating loss of \$832,000. The Company's investment in ST, LLC is recorded at \$1,968,365 which is the initial investment of \$2,200,000 net of equity in the loss of ST, LLC of \$231,635 including \$165,305 during the three months ended March 31, 2003. The Company's principal shareholder owns approximately 71% of ST, LLC, therefore the Company is accounting for its investment using the equity method. The Company can require the Company's principal shareholder to purchase its interest in ST, LLC for cash equal to the Company's capital account balance in ST, LLC at any time with 60 days written notice.

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**CONSULIER ENGINEERING, INC. AND SUBSIDIARIES
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Interest in South East consists of a note receivable and 30% of South East stock (see note 1).

South East Automotive Acquisition Corp.

As of March 31, 2003, South East's summarized financial information is: total assets of \$1,853,671, total liabilities of \$2,013,526, and a net operating loss of \$27,646, for the first quarter of 2003.

Note 5. Earnings Per Share

	Three Months Ended March 31,	
	2003	2002
Numerator:		
Net income, numerator for basic and diluted earnings per share	\$ 278,663	\$ 271,081
Denominator:		
Denominator for basic earnings per share, weighted average shares	4,980,243	4,951,150
Effect of dilutive securities:		
Stock options		
Warrants	17,235	11,124
Dilutive potential common shares	17,235	11,124
Denominator for diluted earnings per share, adjusted weighted average shares		
	4,997,478	4,962,274
Basic earnings per share	\$ 0.06	\$ 0.05
Diluted earnings per share	\$ 0.06	\$ 0.05

At March 31, 2003, no stock options were outstanding.

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CONSULIER ENGINEERING, INC. AND SUBSIDIARIES

Item 2. Management's Discussion and Analysis or Plan of Operation

Results of Operations

The following compares the results of operations for the three months ended March 31, 2003 to the three months ended March 31, 2002:

During the quarter ended March 31, 2003, sales increased \$33,000 from the comparable amounts recorded during the quarter ended March 31, 2002, without regard to Southeast Automotive Parts, as discussed below. Net Income for the quarter of 2003 was \$278,663, or \$0.06 per share, compared to \$271,081, or \$0.05 per share, in the first quarter of 2002. Although net income was approximately the same, increase in cost of sales and selling, general and administrative expenses were offset by an increase in other income.

Other income consisting of investment income and interest income/expense increased \$80,517, primarily attributable to a \$298,370 increase in earnings from AVM, offset by the \$24,669 decrease in undistributed income from BioSafe, and an undistributed loss from ST, LLC of \$165,305.

AUTOMOTIVE PARTS DISTRIBUTION Net sales of South East's automotive parts distribution represented 91% and 99% of Consulier's net sales in the first quarters of 2003 and 2002 respectively. Southeast's net sales decreased approximately \$329,352 from \$776,708 in the first quarter of 2003 compared to the first quarter 2002 primarily due to general economic conditions. The automotive parts distribution segment had loss of \$27,646 in the first quarter of 2003, and net income before income taxes of \$95,989 in the first quarter of 2002.

HOUSEHOLD AND TOOL PRODUCTS C-6 incurred a net income of \$12,922 in the first quarter of 2003, compared to a net loss of \$6,276 in the first quarter of 2002.

INVESTMENT IN AVM Investment income from Consulier's AVM limited partnership interest was \$612,778 in the first quarter of 2003, a 95% increase from the comparable 2002 quarter's income of \$314,408. This represents annualized returns of 132% and 61%, respectively, on Consulier's average investment during each quarter.

INVESTMENT IN BIOSAFE Equity in income of BioSafe was \$83,753 in the first quarter of 2003, a 24% decrease from the comparable 2002 quarter's income of \$110,422. This represents the Company's 40% interest in BioSafe's net income of approximately \$214,000 in the first quarter of 2003, compared to \$276,000 in the first quarter of 2002.

INVESTMENT IN ST, LLC Equity in the loss of ST, LLC was \$165,305, in the first quarter of 2003. The company did not own an interest in ST, LLC in the first quarter of 2002.

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CONSULIER ENGINEERING, INC. AND SUBSIDIARIES

Liquidity and Capital Resources

At March 31, 2003, Consulier's cash totaled \$262,313 as compared to \$262,303 at December 31, 2002. Net cash used by operations was \$175,484 for the first three months of 2003 compared to \$724,522 of net cash used in the first three months of 2002. Net cash provided by investing activities was primarily additional investment in ST, LLC of \$775,000, offset by the net increase of \$216,222 in distributions from AVM.

The ability of Consulier to continue to generate cash flow in excess of its normal operating requirements depends almost entirely on the performance of its limited partnership investment in AVM. Consulier cannot, with any degree of assurance, predict whether there will be a continuation of the net return experienced in the period that the AVM limited partnership interest has been owned. However, Consulier does not expect that the rate of return will decline to the point where Consulier has negative cash flow. Furthermore, although AVM has given Consulier no indication of any intention on its part to redeem the partnership interest, there can be no assurance that AVM will not do so in the future.

During the first quarter of 2003, none of the Company's excess cash funds was advanced to the Company's principal shareholder, under demand receivables.

On April 16, 2002, the Company entered into agreement granting a line of credit of up to \$900,000 to Asset Assistance Group, LLC. The line of credit expired on April 16, 2003.

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CONSULIER ENGINEERING, INC. AND SUBSIDIARIES

Future Outlook

Based on AVM's recent operations and operating results over the past five years, management expects continued annualized returns in 2003 on Consulier's limited partnership investment. However, there is no guarantee that the annualized return of 132% in the first quarter of 2003 will be maintained.

The Company has developed a new formula for its Captain Cra-z Hand and All Purpose Soap and is expecting its first delivery of soap based on this formula from its new domestic manufacturer in the second quarter of 2003. Design changes to packaging to better serve the industrial as well as retail markets will be implemented and launched with the new formula.

In addition to the above, Consulier is expanding its sales and marketing department to develop new retail and distribution outlets nationally and internationally. Specifics of the new marketing plan have not been finalized.

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CONSULIER ENGINEERING, INC. AND SUBSIDIARIES

Safe Harbor Statement under the Private Securities Litigation Reform Act of 1995

Except for the historical information contained in this report, certain matters discussed in Management's Discussion and Analysis are forward looking statements which involve risks and uncertainties including, but not limited to statements regarding Consulier's planned capital expenditure requirements, cash and working capital requirements. Consulier's expectations regarding the adequacy of current financing arrangements, product demand and market growth, other statements regarding future plans and strategies, anticipated events or trends, and similar expressions concerning matters that are not historical facts. It should be noted that Consulier's actual results could differ materially from those contained in such forward looking statements mentioned above due to adverse changes in any number of factors that affect Consulier's business including, without limitation, risks associated with investing in Systems Technologies, BioSafe and AVM and the marketing of Consulier's Captain CRA-Z Soap products, manufacturing and supply risks, reliance upon distributors, regulatory risks, risks of expansion, product liability and other risks described herein.

Item 3. Controls and Procedures

- a. Within the 90 days prior to the date of this report, the Company evaluated the effectiveness of its disclosure controls and procedures pursuant to Exchange Act Rule 13a-14. Based upon that evaluation, the Company's Chief Executive Officer and Principal Accounting and Financial Officer concluded that the Company's disclosure controls and procedures are effective in timely alerting them to material information relating to the Company required to be included in its periodic SEC filings.
- b. There have been no significant changes in the Company's internal controls or in other factors that could significantly affect internal controls subsequent to the date of the evaluation referenced above.

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CONSULIER ENGINEERING, INC. AND SUBSIDIARIES

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

As of March 31, 2003, there were no legal proceedings pending against the Company or its subsidiaries nor did the Company have any knowledge of any proceedings, which were being contemplated.

Item 2. Changes in Securities

During the first quarter of 2003, there were no changes in the instruments defining the rights of the holders of any class of registered securities, nor were the rights evidenced by any class of registered securities limited or qualified by the issuance or modification of any other class of securities.

Item 3. Defaults Upon Senior Securities

During the first quarter of 2003, there have been no material defaults in the payment of principal, interest, or any other material default with respect to any indebtedness, nor has there been any arrearage in the payment of dividends of any class of stock.

Item 4. Submission of Matters to a Vote of Security Holders

During the first quarter of 2003, the Company did not submit any matters to a vote of security holders.

Item 5. Other Information

The Company has no other information to report, which might otherwise be reported under Form 8-K.

Item 6. Exhibits and Reports on Form 8-K

(a) Exhibits required by Item 601 of Regulation S-B

None

(b) Current Reports on Form 8-K

The Company did not file any reports on Form 8-K during the three month period ended March 31, 2003 except to report the Company's sale of 70% of its stock in South East.

(c) Certification Pursuant To Section 906 Of The Sarbanes-Oxley Act Of 2002 18 U.S.C. (Section 1350)

The Company has attached Exhibits 99.1 and 99.2 to this filing to comply with the requirements of the Sarbanes-Oxley Act of 2002.

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CONSULIER ENGINEERING, INC. AND SUBSIDIARIES

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

CONSULIER ENGINEERING, INC

(Registrant)

Date: June 5, 2003

By: /s/ Alan R Simon

Alan R. Simon, Esq.

Secretary and Treasurer (Principal Financial and Accounting Officer)

Date: June 5, 2003

By: /s/ Warren B. Mosler

Warren B. Mosler

Chairman of the Board, President & Chief Executive Officer
(Principal Executive Officer)

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CONSULIER ENGINEERING, INC. AND SUBSIDIARIES

Sarbanes-Oxley Section 302 Certification

I, Alan R. Simon, certify that:

1. I have reviewed this quarterly report on Form 10-QSB of Consulier Engineering, Inc.;
2. Based on my knowledge, this quarterly 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 quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly 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 quarterly report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:
 - a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
 - b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the Evaluation Date); and
 - c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):
 - a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and
6. The registrant's other certifying officer and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: May 27, 2003

By: /s/ Alan R. Simon

Alan R. Simon, Esq.
Secretary and Treasurer
(Principal Financial and Accounting Officer)

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CONSULIER ENGINEERING, INC. AND SUBSIDIARIES

Sarbanes-Oxley Section 302 Certification

I, Warren B. Mosler, certify that:

1. I have reviewed this quarterly report on Form 10-QSB of Consulier Engineering, Inc.;
2. Based on my knowledge, this quarterly 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 quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly 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 quarterly report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:
 - a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
 - b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the Evaluation Date); and
 - c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):
 - a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and
6. The registrant's other certifying officer and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: May 27, 2003

By: /s/ Warren B. Mosler

Warren B. Mosler
Chairman of the Board, President and Chief Executive Officer
(Principal Executive Officer)