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RAPTOR INVESTMENTS INC  
Form 10QSB  
May 23, 2003

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
FORM 10-QSB

(MARK ONE)

QUARTERLY REPORT UNDER SECTION 13 OR 15(D) OF THE SECURITIES  
EXCHANGE ACT OF 1934 FOR THE QUARTERLY PERIOD ENDED SEPTEMBER 30, 2002 .

TRANSITION REPORT UNDER SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT  
FOR THE TRANSITION PERIOD FROM 01/01/03 TO 03/31/03

COMMISSION FILE NUMBER 0-23026

RAPTOR INVESTMENTS, INC.  
(EXACT NAME OF SMALL BUSINESS ISSUER AS SPECIFIED IN ITS CHARTER)

FLORIDA

22-3261564

-----  
(STATE OR OTHER JURISDICTION  
OF INCORPORATION OR ORGANIZATION)

-----  
(I.R.S. EMPLOYER IDENTIFICATION  
NO.)

105 N.W. 13 AVENUE, POMPANO BEACH, FLORIDA 33069

-----  
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

954-695-0195  
(ISSUER'S TELEPHONE NUMBER INCLUDING AREA-CODE)

(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 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 X NO

APPLICABLE ONLY TO CORPORATE ISSUERS

STATE THE NUMBER OF SHARES OUTSTANDING OF EACH OF THE ISSUER'S CLASSES OF COMMON  
STOCK AS OF THE LATEST PRACTICABLE DATE:

COMMON STOCK, \$.01 PAR VALUE - 48,887,681 SHARES AS OF March 31, 2003.

TRANSITIONAL SMALL BUSINESS DISCLOSURE FORMAT (CHECK ONE):

YES X NO  
--- ---

RAPTOR INVESTMENTS, INC.  
AND SUBSIDIARIES  
CONDENSED CONSOLIDATED  
FINANCIAL STATEMENTS  
AS OF MARCH 31, 2003

RAPTOR INVESTMENTS, INC.  
AND SUBSIDIARIES

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RAPTOR INVESTMENTS, INC. AND SUBSIDIARIES  
CONDENSED CONSOLIDATED BALANCE SHEET  
AS OF MARCH 31, 2003  
(UNAUDITED)

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ASSETS	
CURRENT ASSETS	
Cash	\$ 342,095
Restricted cash	262,724
Investments, net	1,000
Accounts receivable, net	927,187
Inventories	233,443
Due from stockholder	16,470
Other current assets	10,076
	-----
Total Current Assets	1,792,995
	-----
PROPERTY AND EQUIPMENT - NET	1,105,623
	-----
OTHER ASSET	
Building option	500,000
Deposits	11,050
Goodwill	1,111,077
	-----
Total Other Assets	1,622,127
	-----
TOTAL ASSETS	\$ 4,520,745
	=====
LIABILITIES AND STOCKHOLDERS' DEFICIENCY	
CURRENT LIABILITIES	
Cash overdraft	\$ 83,987
Accounts payable and accrued expenses	1,077,106
Loans payable - related parties	101,442
Capital lease - current	111,528
	-----
Total Current Liabilities	1,374,063
	-----
LONG-TERM LIABILITIES	
Capital lease - non-current	428,190
Line of credit	2,825,000
Note payable	400,000
	-----
Total Long-Term Liabilities	3,653,190
	-----
TOTAL LIABILITIES	5,027,253
	-----
STOCKHOLDERS' DEFICIENCY	
Preferred stock, \$.01 par value, 5,000,000 shares authorized, Class A, \$.01 par value, 15 shares issued and outstanding	1
Common stock, \$.01 par value, 100,000,000 shares authorized, 48,887,681 shares issued and outstanding	488,878
Additional paid-in capital	9,710,020
Note receivable - stockholder	(1,580,404)

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Treasury stock	(49,107)
Other comprehensive loss	(6,885)
Accumulated deficit	(8,890,311)
Stock subscription receivable	(178,700)
	-----
Total Stockholders' Deficiency	(506,508)
	-----
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIENCY	\$ 4,520,745
	=====

See accompanying notes to condensed consolidated financial statements.

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RAPTOR INVESTMENTS, INC. AND SUBSIDIARIES  
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS  
(UNAUDITED)

	For the Three Months Ended March 31, 2003	For the Three Months Ended March 31, 2002
	-----	-----
REVENUE	\$ 2,664,208	\$ --
COST OF GOODS SOLD	1,989,868	--
	-----	-----
GROSS PROFIT	674,340	--
	-----	-----
OPERATING EXPENSES		
Selling expenses	188,230	--
Settlement of vendor payables	(292,919)	--
Other general and administrative	567,542	346,014
	-----	-----
Total Operating Expenses	462,853	346,014
	-----	-----
INCOME (LOSS) FROM OPERATIONS	211,487	(346,014)
	-----	-----
OTHER INCOME (EXPENSE)		
Interest income	95	15,684
Interest expense	(138,821)	(3,400)
	-----	-----
Total Other Income (Expense)	(138,726)	12,284
	-----	-----

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NET INCOME (LOSS)	\$ 72,761	\$ (333,730)
	=====	=====
NET INCOME (LOSS) PER SHARE		
Net income (loss)	\$ 72,761	\$ (333,730)
Preferred stock dividends	45,000	--
	-----	-----
NET INCOME (LOSS) AVAILABLE TO COMMON SHAREHOLDERS	\$ 27,761	\$ (333,730)
	=====	=====
Net income (loss) per common share - basic and diluted	\$ --	\$ --
	=====	=====
Weighted average number of common shares outstanding - basic and diluted	48,887,681	40,794,124
	=====	=====

See accompanying notes to condensed consolidated financial statements

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RAPTOR INVESTMENTS, INC. AND SUBSIDIARIES  
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS  
(UNAUDITED)

	For the Three Months Ended March 31, 2003	For the Three Months Ended March 31, 2002
	-----	-----
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net Income (Loss)	\$ 72,761	\$ (333,730)
Adjustments to reconcile net income (loss) to net cash used in operating activities:		
Stock issued for services	167,150	100,000
Depreciation	22,958	--
Non-cash gain on settlement of vendor payables	(292,919)	--
Changes in operating assets and liabilities:		
(Increase) decrease in:		
Accounts receivable	23,939	8,496
Inventories	(94,854)	--
Accrued interest receivable	--	(15,684)
Other current assets	3,900	1,400
Deposits	(8,525)	3,870
Increase (decrease) in:		
Cash overdraft	56,659	2,203
Accounts payable	(26,767)	71,959
	-----	-----

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Net Cash Used In Operating Activities	(75,698)	(161,486)
	-----	-----
CASH FLOWS FROM INVESTING ACTIVITIES:		
Proceeds from contract receivable	--	39,900
Purchases of property and equipment	(2,814)	--
Restricted cash	92,911	--
	-----	-----
Net Cash Provided By Investing Activities	90,097	39,900
	-----	-----
CASH FLOWS FROM FINANCING ACTIVITIES:		
Payments on loan payable - related party	(48,683)	5,000
Proceeds from note receivable - stockholder	--	13,000
Payments on capital lease	(32,998)	--
Proceeds from notes payable	400,000	--
	-----	-----
Net Cash Provided By Financing Activities	318,319	18,000
	-----	-----
NET INCREASE (DECREASE) IN CASH	322,718	(103,586)
CASH - BEGINNING OF PERIOD	9,377	105,134
	-----	-----
CASH - END OF PERIOD	\$ 342,095	\$ 1,548
	=====	=====
SUPPLEMENTAL DISCLOSURE OF-CASH FLOW INFORMATION:		
Cash paid for interest expense	\$ 138,821	\$ --
	=====	=====

See accompanying notes to condensed consolidated financial statements.

RAPTOR INVESTMENTS, INC. AND SUBSIDIARIES  
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
AS OF MARCH 31, 2003  
(UNAUDITED)

NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND ORGANIZATION

(A) BASIS OF PRESENTATION

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in The United States of America and the rules and regulations of the Securities and Exchange Commission for interim financial information. Accordingly, they do not include all the information necessary for a comprehensive presentation of financial position and results of operations.

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It is management's opinion, however that all material adjustments (consisting of normal recurring adjustments) have been made which are necessary for a fair financial statements presentation. The results for the interim period are not necessarily indicative of the results to be expected for the year.

For further information, refer to the financial statements and footnotes for the year ended December 31, 2002 included in the Company's Form 10-KSB.

### (B) USE OF ESTIMATES

In preparing financial statements in conformity with generally accepted accounting principles, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and revenues and expenses during the reported period. Actual results could differ from those estimates.

### (C) PRINCIPLES OF CONSOLIDATION

The condensed consolidated financial statements include the accounts of Raptor Investments, Inc. and its wholly owned subsidiaries LBI Properties, Inc., LBI Eweb Communities, Inc., and J&B Wholesale Produce, Inc., (from July 2, 2002, date of acquisition) (collectively, the "Company"). All intercompany accounts and transactions have been eliminated in consolidation.

### NOTE 2 INVENTORIES

Inventories consist of purchased produce, fruit and vegetables and is valued at the lower of cost or market. Cost is determined using the first-in, first-out (FIFO) method.

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RAPTOR INVESTMENTS, INC. AND SUBSIDIARIES  
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
AS OF MARCH 31, 2003  
(UNAUDITED)

### NOTE 3 NOTE PAYABLE

During 2003, the Company issued a 10% note payable of \$800,000 due March 8, 2008 with interest only payments due monthly. The Company initially received \$400,000 for working capital and will receive the remaining \$400,000 to exercise its option on acquiring a cold storage facility. The Company intends to close on the facility during the second quarter of 2003. The note is secured by the assets of J&B Produce.

### NOTE 4 STOCK ISSUANCES

#### (A) COMMON STOCK WARRANTS

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During 2003, the Company issued 1,500,000 common stock warrants at an exercise price of \$.05 to consultants for services. Using the Black-Scholes model, the warrants were valued at \$167,150 using the following assumptions; no annual dividend, volatility of 315%, risk-free interest rate of return of 3.0% and a term of one year.

### (B) PREFERRED STOCK DIVIDENDS

As of March 31, 2003, the Company has not paid accrued dividends of \$135,000 on the Class A preferred stock.

## NOTE 5 COMMITMENTS AND CONTINGENCIES

### (A) LAWSUITS

The Company is involved in various unresolved legal actions and administrative claims related to the prior operations and management of the Company. The Company has accrued \$468,000 in legal fees at March 31, 2003 related to these legal matters. The Company is currently in negotiations with an insurance company to recover a portion of this amount. In addition, the Company's legal counsel is currently holding approximately \$243,000 of funds for settlement of the outstanding liabilities.

During the first quarter of 2003, management determined that certain amounts related to the prior operations and management of the Company had been settled and the Company recorded a gain on the settlement of vendor payables of \$292,919.

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RAPTOR INVESTMENTS, INC. AND SUBSIDIARIES  
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
AS OF MARCH 31, 2003  
(UNAUDITED)

### (B) STOCK REPURCHASE

The Company entered into an agreement to repurchase certain outstanding shares of common stock from two former officers and directors at a tender price of \$0.20 per share. The tender price offer is guaranteed by the Company's President and Chief Financial Officer. The total shares owned by the former officers and directors is approximately 1,691,000. As of the date of this report, the Company is in default of the agreement.

## NOTE 6 SEGMENT INFORMATION

The Company operates in two business segments, Produce and Other. The Company operates the Produce segment through its wholly owned subsidiary J&B Wholesale Produce, Inc. ("J&B"). J&B receives its revenues from selling produce wholesale to restaurants and stores. Raptor Investments, Inc., LBI Properties, Inc. and LBI Eweb Communities, Inc. do not meet the quantitative thresholds for a reportable segment and are therefore included in the Other segment. The accounting policies of the segments are the same as described in the summary of significant accounting

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policies. The Company evaluates segment performance based on income from operations. All intercompany transactions between segments have been eliminated. As a result, the components of operating loss for one segment may not be comparable to another segment. The following is a summary of the Company's segment information for the period ended March 31:

2003	Produce -----	Other -----	Total -----
Revenues	\$ 2,664,208	\$ --	\$ 2,664,208
Segment profit (loss)	(5,948)	78,709	72,761
Total assets	3,845,051	675,694	4,520,745
Additions to long-lived assets	2,814	--	2,814
Depreciation and amortization	22,958	--	22,958

2002

Revenues	\$ --	\$ --	\$ --
Segment loss	--	(333,730)	(333,730)
Total assets	--	741,840	741,840
Additions to long-lived assets	--	--	--
Depreciation and amortization	--	--	--

### NOTE 7 GOING CONCERN

As shown in the accompanying condensed consolidated financial statements, the Company incurred a negative cash flow from operations of \$75,698, has an accumulated deficit of \$8,890,311 and a stockholders' deficiency of \$506,508. These factors raise substantial doubt about the Company's ability to continue as a going concern.

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RAPTOR INVESTMENTS, INC. AND SUBSIDIARIES  
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
AS OF MARCH 31, 2003  
(UNAUDITED)

Management's plan for the Company in regards to these matters is to continue to grow the produce operations of the business through the J&B Produce subsidiary, which management believes will provide the necessary revenue and earnings to enhance shareholder value. Management intends to focus the business on profitable core customers and reduce costs using inventory controls. The Company is also actively seeking to refinance its long-term line of credit on terms more favorable to the Company. Management believes that the actions presently taken to reduce operating costs and obtain refinancing provide for the Company to operate as a going concern.

PART I ITEM 2

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

FORWARD LOOKING STATEMENTS  
-----

When used in this Quarterly Report, the words or phrases "will likely result", "are expected to", "will continue", "is anticipated", "estimate", "projected", "intends to" or similar expressions are intended to identify "forward looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. The Company's forward-looking statements reflect the company's best judgment based on current information and are subject to certain risks and uncertainties that could cause actual results to differ materially from those expressed in, or implied by, these statements. Readers are cautioned that they should not place undue reliance on any forward-looking statements because such statements speak only as of the date they are made.

PLAN OF OPERATION  
-----

The Company closed on the Acquisition of J&B Wholesale Produce, Inc. on July 2, 2002 and the Acquisition was reported on Form 8-K, which form is incorporated herein and made a part hereof by reference.

The Company completed the acquisition of LBI E Web Communities, Inc. LBI E Web is an Internet related holding company that currently owns the following five domain names: FinanceItOnTheWeb.com (a financial services directory site), Brassbulls.com (a public relations and financial information site), MyEnumber.com (an online address book and one stop Rolodex), Homewaiter.com (a food delivery and information site), and Mimesaro.com (a Spanish food delivery and information site). The Brassbulls.com website was completed in April 2002 and is fully operational. LBI E Web plans to create a network of self-developed websites covering a diverse universe of subjects.

The Company continues to pursue business consulting contracts from publicly traded and privately held companies. The Company plans to provide consultation in various areas including: mergers and acquisitions; venture capital; public relations; restructuring and financing. The Company plans to market its services to publicly traded and privately held companies through referrals and advertising in various business publications.

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### LIQUIDITY AND CAPITAL RESOURCES

As of March 31, 2003, the Company had a stockholder's deficiency of \$4,520,745. As of March 31, 2003 the Company incurred net profit of \$72,761. The Company plans to generate revenue in the future by retaining business consulting clients in the private and public sector. In addition, the Company plans to seek the acquisition of additional income producing assets such as J&B Wholesale Produce, Inc.

Management feels that liquidity, cash available for operations, and business conditions generally are favorable to the continued operations, and expansion, of the company's J&B Wholesale Produce Operations. The material positive changes in the financial condition of the company, from the like period in fiscal 2002, are attributable to the acquisition of and operations of J&B Wholesale Produce. J&B continues to pursue more, and higher yielding, produce customers, which should improve long-term liquidity.

The company anticipates that a closing on the real property which houses J&B Wholesale Produce, Inc. will take place within the second or third quarter of 2003. The funds to close on the property will be provided by the lender, Gelpid Associates LLC. The loan for the closing funds has already been approved and closed and the funds are readily available.

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### PART II OTHER INFORMATION

#### ITEM 1. LEGAL PROCEEDINGS

-----

The company included a full report of all litigation pending in it's annual report for the period ending December 31, 2002. That report is incorporated herein and made a part hereof by reference. Everything contained within this quarterly report is subject to the information contained within that annual report. In the opinion of management there are no outstanding litigation issues which threaten the viability of the company as an ongoing concern.

From time to time, the Company is involved as plaintiff or defendant in various legal proceedings arising in the normal course of its business. While the ultimate outcome of these various legal proceedings cannot be predicted with certainty, it is the opinion of management that the resolution of these legal actions should not have a material effect on the Company's financial position, results of operations or liquidity.

#### ITEM 2. CHANGES IN SECURITIES AND USE OF PROCEEDS

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On June 27, 2002 the Company issued fifteen (15) shares of Preferred Stock, Class A, to Mr. Christian T. Chiari in exchange for certain financial consulting services provided to the Company by Mr. Chiari, including the acquisition by Mr. Chiari of funding from Gelpid Associates, LLC in order that the Company could close on it's acquisition of J&B Wholesale Produce, Inc. The acquisition of J&B Wholesale Produce, Inc., and a description of the transaction between the Company and Gelpid Associates LLC is contained within the 8-K filing of the Company which is incorporated herein and made a part hereof by reference.

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The Preferred Stock, Class A, has an annual dividend of \$12,000 per share, payable in equal quarterly installments beginning with the date of issue. The Preferred Stock, Class A is convertible, in whole, but not in part, into so many shares of the Common Stock of the Company as equals one half of one percent (0.5%) of the total number of shares of issued and outstanding Common Stock of the Company on the date of conversion. However, no shares of Preferred Stock, Class A, is convertible into more than 375,000 Common shares.

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### ITEM 3. DEFAULTS UPON SENIOR SECURITIES

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None

### ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

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Not Applicable

### ITEM 5. OTHER INFORMATION

The Company completed the acquisition of J&B Wholesale Produce, Inc. ("J&B") on July 1, 2002. J&B is engaged in the wholesale produce business in Florida.

In order to effectuate the purchase, Raptor and J & B borrowed \$2,825,000. from Gelpid Associates LLC ("Gelpid") a Florida Limited Liability Company. A promissory note ("Note") in the amount of \$2,825,000. was executed. The Note has a term of three years, and bears interest at the rate of LIBOR plus ten percent, adjusted monthly. The minimum monthly payment due under the Note is accrued interest only. There is no prepayment penalty under the Note.

The Note is secured by the machinery, equipment, furniture, fixtures, inventory, accounts receivable, work in progress, , motor vehicles, computer hardware and computer software of J & B. UCC-1 Financing Statements have been filed by Gelpid and Gelpid has taken possession of the titles to all of the motor vehicles owned by J&B as per the Terms of the Loan Agreement between Raptor and Gelpid. Contemporaneously with the execution of the Note, Raptor and J & B entered into a loan agreement with Gelpid which permits Gelpid to either appoint one member to the Board of Directors of Raptor and J & B, or at the election of Gelpid to appoint an observer to be present at the meetings of the Board of Directors of Raptor and J & B. Upon the request of Gelpid, Mr. Don A. Paradiso of Pompano Beach, Florida was appointed to the Board during the period. The qualifications of Mr. Paradiso are contained with the annual report of the company for the period ending December 31, 2003, which is incorporated herein and made a part hereof by reference.

The loan agreement requires, in addition to the minimum monthly interest payments under the Note, that the principal balance due under the Note be reduced by an amount equal to the greater of \$250,000. per annum or 50% of net operating earnings of J & B per fiscal quarter.

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ITEM 6. EXHIBITS

(a) EXHIBITS.

The following exhibits are filed herewith.

EXHIBIT NUMBER	DESCRIPTION
(a)	Financial Data Schedule

SIGNATURES

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

RAPTOR INVESTMENTS, INC.

DATED: March 31, 2003

BY: /S/ PAUL LOVITO

PAUL LOVITO,  
CHAIRMAN, PRESIDENT AND  
CHIEF EXECUTIVE OFFICER

BY: /S/ MATTEW LOVITO

MATTHEW LOVITO,  
TREASURER AND CHIEF FINANCIAL OFFICER  
(PRINCIPAL ACCOUNTING OFFICER)

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CERTIFICATIONS

I, Paul F. Lovito Jr., certify that:

1. I have review this Annual Report on form 10KSB of Raptor Investments, Inc.
2. Based on my knowledge, this Annual Report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances

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under which such statements were made, not misleading with respect to the period covered by this Annual Report;

3. Based on my knowledge, the financial statements, and other financial information included in this Annual Report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and of, the periods presented in this Annual Report;
4. The registrant's other certifying officers 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 Annual Report is being prepared;
  - b. Evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date with in 90 days prior to the filing date of this Annual Report (the "Evaluation Date"); and
  - c. Presented in this Annual 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 officers 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 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 officers and I have indicated in this Annual 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 14, 2003

PAUL F. LOVITO JR.  
-----  
CHAIRMAN, PRESIDENT, CHIEF  
EXECUTIVE OFFICER  
AND DIRECTOR

CERTIFICATIONS

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I, Matthew J. Lovito, certify that:

1. I have review this Annual Report on form 10KSB of Raptor Investments, Inc.
2. Based on my knowledge, this Annual Report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this Annual Report;
3. Based on my knowledge, the financial statements, and other financial information included in this Annual Report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and of, the periods presented in this Annual Report;
4. The registrant's other certifying officers 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 Annual Report is being prepared;
  - b. Evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date with in 90 days prior to the filing date of this Annual Report (the "Evaluation Date"); and
  - c. Presented in this Annual 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 officers 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 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 officers and I have indicated in this Annual 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 14, 2003

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MATTHEW J. LOVITO

-----  
CHIEF FINANCIAL OFFICER,  
TREASURER AND DIRECTOR  
(PRINCIPAL FINANCIAL AND  
ACCOUNTING OFFICER)