

Edgar Filing: ECOLOGICAL SERVICES INC - Form 8-K/A

ECOLOGICAL SERVICES INC
Form 8-K/A
July 23, 2004

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K
Amendment No. 1

Current Report
Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934

Date of Report: (Date of earliest event reported) : December 1, 2003

Commission File No. 0-24370

SKREEM ENTERTAINMENT CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

33-0611748

(State or other jurisdiction of
incorporation or organization)

(IRS Employer Identification No.)

11637 Orpington, Orlando, FL 32817

(Address of principal executive offices)

407-207-0400

(Issuer telephone number)

Stanford Capital Corporation
10th Floor, Chiyu Bank Bld.
No. 78. Des. Voeux Rd., Central Hong Kong

Former Name and Address

Item 1. Changes in Control of the Registrant

As a result of the acquisition of Skreem Entertainment Corporation, control of the Registrant changed to the former shareholder of Skreem Entertainment Corporation. The new principal shareholders, their shareholdings and percentages are as follows:

Shareholder	Shares Owned	Percentage
Martin Consultants, Inc	15,000,000	57.71%
Jeff Martin.	7,000,000	26.93%

Edgar Filing: ECOLOGICAL SERVICES INC - Form 8-K/A

Item 2. Acquisitions or Dispositions of Assets

- A. On December 1, 2003, the acquisition of Stanford Capital International Ltd. was recinded in exchange for 50,000 per split common shares of the Registrant.
- B. On January 30, 2004, the Registrant acquired all of the issued and outstanding shares of Skreem Entertainment Corporation ("Skreem") for 22,000,000 post reverse split common shares. Skreem is in the business of searching for recording talent and promoting and funding such talent.

Item 5. Other Events.

On March 16, 2004, the Registrant filed a Certificate of Amendment with the Delaware Secretary of State changing the Company's name to Skreem Entertainment Corporation and reverse splitting the Company's shares on a one (1) for (5) five basis.

Item 7. Financial Statements and Exhibits

a) Financial Statements of the Business Acquired

SKREEM ENTERTAINMENT CORPORATION

INDEX TO FINANCIAL STATEMENTS

	Pages
Report of Independent Auditors	F-1
Balance Sheets as of December 31, 2003 and 2002	F-2
Statements of Operations for the years ended December 31, 2003 and 2002 and the period from Inception (August 19, 1999) to December 31, 2003	F-3
Statements of Changes in Shareholders' Deficit From inception (August 19, 1999) to December 31, 2003	F-4
Statements of Cash Flows for the years ended December 31, 2003 and 2002 and the period from Inception (August 19, 1999) to December 31, 2003	F-5
Notes to Financial Statements	F-6
Unaudited Balance Sheet as of March 31, 2004	F-13
Unaudited Statements of Operations for the three months Ended March 31, 2004 and 2003 and the period from Inception (August 19, 1999) to March 31, 2004	F-14
Unaudited Statements of Cash Flows for the three months Ended March 31, 2004 and 2003 and the period from Inception (August 19, 1999) to March 31, 2004	F-15
Notes to Unaudited Financial Statements	F-16

Edgar Filing: ECOLOGICAL SERVICES INC - Form 8-K/A

Unaudited Proforma Financial Information

F-17

INDEPENDENT AUDITOR'S REPORT

The Board of Directors and Shareholders
Skreem Entertainment Corporation

We have audited the accompanying balance sheets of Skreem Entertainment Corporation (a development stage company) (the "Company"), as of December 31, 2003 and 2002, and the related statements of operations, shareholders' deficit and cash flows for the years then ended and for the period from August 19, 1999 (date of inception) through December 31, 2003. 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 auditing standards generally accepted in the United States of America. 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 Skreem Entertainment Corporation as of December 31, 2003 and 2002, and the results of its operations, and its cash flows for the years then ended and for the period August 19, 1999 (date of inception), through December 31, 2003 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 1 to the financial statements, the Company is in the development stage and has suffered recurring losses from operations and had a net capital deficit, which raise substantial doubt about its ability to continue as a going concern. Management plans to continue funding the operation through an affiliate owned by the sole shareholder and also plans to sell the Company. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ Thomas Leger & Co. L.L.P.

Thomas Leger & Co. L.L.P.

June 15, 2004
Houston, Texas

F-1

SKREEM ENTERTAINMENT CORPORATION
(A Development Stage Company)

Edgar Filing: ECOLOGICAL SERVICES INC - Form 8-K/A

BALANCE SHEETS
DECEMBER 31, 2003 AND 2002

ASSETS	2003 ----	2002 ----
CURRENT ASSETS		
Cash and cash equivalents	\$ 14,603	\$ 3,17
Prepaid expenses	4,408	
	-----	-----
Total current assets	19,011	3,17
	-----	-----
PROPERTY AND EQUIPMENT, net	8,168	10,89
DEPOSITS	19,920	
	-----	-----
TOTAL ASSETS	\$ 47,099	\$ 14,06
	=====	=====
LIABILITIES AND SHAREHOLDERS' DEFICIT		
CURRENT LIABILITIES		
Accounts payable and accrued liabilities	\$ 20,561	\$ 9,254
Accrued interest payable to affiliates	6,205	143,493
Notes payable to affiliates	369,000	1,055,600
	-----	-----
Total current liabilities	395,766	1,208,347
	-----	-----
SHAREHOLDERS' DEFICIT		
Preferred stock, par value \$0.001, 5,000,000 shares authorized, no shares issued and outstanding	-	-
Common stock, par value \$0.001, 50,000,000 shares authorized, 63,000 and 20,000 shares issued and outstanding, respectively	63	20
Paid-in capital	1,581,940	-
Deficit accumulated during the development stage	(1,930,670)	(1,194,306)
	-----	-----
Total shareholders' deficit	(348,667)	(1,194,28
	-----	-----
TOTAL LIABILITIES AND SHAREHOLDERS' DEFICIT	\$ 47,099	\$ 14,06
	=====	=====

The accompanying notes are an integral part of these financial statements

Edgar Filing: ECOLOGICAL SERVICES INC - Form 8-K/A

SKREEM ENTERTAINMENT CORPORATION
(A Development Stage Company)
STATEMENT OF OPERATIONS

	For the Years Ended December 31		August 19, 1999 (Date of Inception to to Dec. 31, 2003)
	2003	2002	
REVENUES	\$ 376	\$ 2,550	\$ 2,926
EXPENSES			
Operating expenses	(470,331)	(188,575)	(950,460)
General and administrative expenses	(103,775)	(37,962)	(245,096)
Salaries and benefits	(91,505)	(88,155)	(388,504)
Impairment of loan receivable	-	-	(130,000)
Loss from operations	(665,235)	(312,142)	(1,711,134)
OTHER INCOME (EXPENSE)			
Interest expense	(71,129)	(72,448)	(219,536)
NET LOSS	\$ (736,364)	\$ (384,590)	\$ (1,930,670)

The accompanying notes are an integral part of these financial statements

F-3

SKREEM ENTERTAINMENT CORPORATION
(A Development Stage Company)
STATEMENTS OF CHANGES IN SHAREHOLDERS' DEFICIT
FROM AUGUST 19, 1999 (DATE OF INCEPTION) TO DECEMBER 31, 2003

	Common Stock Shares	Amount	Paid In Capital
Balance at inception, August 19, 1999	-	\$ -	\$ -

Edgar Filing: ECOLOGICAL SERVICES INC - Form 8-K/A

	----	----
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss	\$ (736,364)	\$ (384,590)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation expense	6,220	5,359
Impairment of loan receivable	-	-
Changes in operating assets and liabilities:		
Increase in prepaid expenses	(4,408)	-
Increase in other assets	(19,920)	-
Increase in accounts payable and accrued liabilities	11,307	-
Increase in interest payable to affiliates	71,095	72,447
	-----	-----
Total adjustments	64,294	77,806
Net cash used in operating activities	(672,070)	(306,784)
	-----	-----
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of property and equipment	(3,497)	(2,365)
Loan receivable	-	-
	-----	-----
Net cash used by investing activities	(3,497)	(2,365)
	-----	-----
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from notes payable to affiliates	687,000	305,500
Principal payments on notes payable to affiliates	-	-
	-----	-----
Net cash provided by financing activities	687,000	305,500
	-----	-----
Net increase (decrease) in cash and cash equivalents	11,433	(3,649)
CASH AND CASH EQUIVALENT AT BEGINING OF YEAR	\$ 3,170	\$ 6,819
	-----	-----
CASH AND CASH EQUIVALENT AT END OF YEAR	\$ 14,603	\$ 3,170
	=====	=====

The accompanying notes are an integral part of these financial statements

Edgar Filing: ECOLOGICAL SERVICES INC - Form 8-K/A

1. NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of the business

Skreem Entertainment Corporation (the "Company") is a development stage company that was incorporated in Nevada on August 19, 1999. The Company was formed to promote, finance and manage artists and projects in the music industry.

Basis of presentation

The financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America.

Cash and cash equivalents

Cash and cash equivalents consist of cash on hand and on deposit at a major financial institution. The Company considers highly liquid investments with original maturities of three months or less when purchased to be cash equivalents.

Advances to Artists

The Company advances monies to artists upon the artist signing the "Exclusive Recording Artist Agreement." An advance paid to an artist shall be reported as an asset if the past performance and current popularity of the artist to whom the advance is made provide a sound basis for estimating that the amount of the advance will be recoverable from future royalties to be earned by the artist. Any portion of advances that subsequently appear not to be fully recoverable from future royalties to be earned by the artist shall be charged to expense during the period in which the loss becomes evident.

Property and equipment

Property and equipment are stated at cost. Provisions for depreciation are computed using the double-declining method based on the estimated useful lives of the assets, generally five to seven years. Expenditures that increase the value or extend the life of the asset are capitalized, while cost of maintenance and repairs are expensed as incurred. Leasehold improvements are amortized on a straight-line basis over the shorter of the useful life of the improvement or the term of the lease. When assets are retired or otherwise disposed of, the cost and related accumulated depreciation are removed from the accounts, and any resulting gain or loss is recognized.

In accordance with Statement of Financial Accounting Standards (SFAS) No. 144, "Accounting for the Impairment or Disposal of Long-lived Assets," the Company examines the possibility of decrease in value of fixed assets when events or changes in circumstances reflect the fact that their recorded value may not be recoverable.

Record masters

A record master borne by the Company is reported as a cost of production when the past performance and current popularity of the artist does not provide a sound basis for estimating that the cost will be recovered from future sales.

Operating expenses

Operating expenses include music production costs, artist compensation costs, and other operating expenses. The Company enters into production, promotion and related consulting agreements in the ordinary course of business.

Edgar Filing: ECOLOGICAL SERVICES INC - Form 8-K/A

1. NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued

Use of estimates

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

Income taxes

From inception of the Company through August 31, 2003, the Company's sole shareholder has elected to be taxed under Subchapter S of the Internal Revenue Code. As a result, corporate income or loss passes through to the shareholder and therefore, no provision for federal or state income taxes is recorded by the Company. On August 31, 2003, the Company converted certain debt and accrued interest owed to affiliates to equity. The affiliates were a corporation and a partnership which made the Company ineligible to be taxed under subchapter S of the Internal Revenue Code. Subsequent to August 31, 2003, the Company accounts for income tax using Statements of Financial Accounting (SFAS) No. 109 "Accounting for Income Taxes."

Recent accounting pronouncements

In January 2003, and as revised in December 2003, the Financial Accounting Standards Board ("FASB") issued Interpretation No.46 ("FIN 46") "Consolidation of Variable Interest Entities." Until this interpretation, a company generally included another entity in its consolidated financial statements only if it controlled the entity through voting interest. FIN 46 requires a variable interest entity, as defined, to be consolidated by a company if that company is subject to a majority of the risk of loss from the variable interest entity's activities or entitled to receive a majority of the entity's residual returns. Certain provisions of FIN 46 were deferred until the period ending after March 15, 2004. The adoption of FIN 46 for provisions effective during 2003 did not have a material impact on the Company's financial position, cash flows or results of operations.

In April 2003, the FASB issued SFAS No. 149, "Amendment of Statement 133 on Derivative Instruments and Hedging Activities" ("SFAS 149"), which amends SFAS 133 for certain decisions made by the FASB Derivatives Implementation Group. In Particular, SFAS 149: (1) clarifies under what circumstances a contract with an initial net investment meets the characteristic of a derivative, (2) clarifies when a derivative contains a financing component, (3) amends the definition of an underlying to conform it to language used in FASB Interpretation No. 45 "Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others," and (4) amends certain other existing pronouncements. This Statement is effective for contracts entered into or modified after June 30, 2003, and for hedging relationships designated after June 30, 2003. In addition, most provisions of SFAS 149 are to be applied prospectively. The adoption of SFAS 149 did not have a material impact on the Company's financial position, cash flows or results of operations.

Edgar Filing: ECOLOGICAL SERVICES INC - Form 8-K/A

1. NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued

In May 2003, the FASB issued SFAS No. 150, "Accounting for Certain Financial Instruments with Characteristics of Both Liabilities and Equity" ("SFAS 150"). SFAS 150 changes the accounting for certain financial instruments that under previous guidance issuers could account for as equity. It requires that those instruments be classified as liabilities in balance sheets. The guidance in SFAS 150 is generally effective for all financial instruments entered into or modified after May 31, 2003, and otherwise is effective on July 1, 2003. The adoption of SFAS 150 did not have a material impact on the Company's financial position, cash flows or results of operations.

Going Concern

The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The Company sustained losses of \$736,364 and \$384,590 at December 31, 2003 and December 31, 2002, respectively. The Company had an accumulated deficit of \$1,930,670 at December 31, 2003. These factors raise substantial doubt about the ability of the Company to continue as a going concern for a reasonable period of time. The Company is highly dependent on its ability to continue to obtain investment capital from an affiliate in order to fund the current and planned operating levels. The financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or the amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern. The Company's continuation as a going concern is dependent upon its ability to continue receiving investment capital from an affiliate to complete promotion of the Company's artists, continue production of music and achieve a level of success that will enable it to sustain its operations. No assurance can be given that the Company will be successful in these efforts.

2. PROPERTY AND EQUIPMENT

Property and equipment is comprised of the following at December 31, 2003 and 2002:

	2003 -----	2002 -----
Furniture	\$ 18,161	\$ 18,161
Music equipment	17,164	13,665
	-----	-----
	35,325	31,826
Less: accumulated depreciation	(27,157)	(20,935)
	\$ 8,168	\$ 10,891
	=====	=====

Depreciation expense was \$6,220 and \$5,359 for the years ended December 31, 2003 and 2002, respectively.

3. DEPOSITS

At December 31, 2003, the Company had deposits of \$15,366 for the rental of a vehicle and \$4,554 for the rental of housing for the Artists and Manager of "3rd Wish" .

Edgar Filing: ECOLOGICAL SERVICES INC - Form 8-K/A

F-8

4. INCOME TAXES

From inception of the Company through August 31, 2003, the Company's sole shareholder has elected to be taxed under Subchapter S of the Internal Revenue Code. As a result, corporate income or loss passes through to the shareholder and therefore, no provision for federal or state income taxes is recorded by the Company. On August 31, 2003, the Company converted certain debt and accrued interest owed to affiliate to equity. The affiliates were a corporation and a partnership which made the Company ineligible to be taxed under subchapter S of the Internal Revenue Code. Subsequent to August 31, 2003, the Company accounts for income tax using Statements of Financial Accounting (SFAS) No. 109 "Accounting for Income Taxes."

The following table sets forth a reconciliation of federal income tax for the year ended December 31, 2003:

	2003

Pro-rata loss before income taxes	\$ (245,455)
Income tax benefit computed at statutory rates	(83,455)
Valuation allowance	83,210
Permanent differences, nondeductible expenses	245

Tax benefit	\$ -
	=====

As of December 31, 2003, the Company has net operating loss carryforwards of approximately \$244,734. The carryforwards begin to expire in the year 2023. The Company's net operating loss carry forwards may be subject to annual limitations, which could reduce or defer the utilization of the losses as a result of an ownership change as defined in section 382 of the Internal Revenue Code. The tax effects of the temporary differences between reportable financial statement income and taxable income are recognized as a deferred tax asset and liability.

Significant components of the deferred tax assets are set out below along with a valuation allowance to reduce the net deferred tax asset to zero. In order to comply with generally accepted accounting principles, management has decided to establish the valuation allowance because of the potential that the tax benefits underlying deferred tax asset may not be realized. Significant components of the Company's deferred tax asset at December 31, 2003 are as follows:

4. INCOME TAXES -

Deferred tax assets:	2003

Net operating loss carry forwards	\$ (83,210)
Less: valuation allowance	83,210

Edgar Filing: ECOLOGICAL SERVICES INC - Form 8-K/A

Net deferred tax assets \$ -
=====

F-9

5. NOTES PAYABLE TO AFFILIATES

Notes payable to affiliates consist of the following:

	2003	2002
	-----	-----
Notes payable upon demand to Martin Consultants, Inc., secured by the assets of the Company, interest at 8%	\$ 369,000	\$ 1,005,600
Note payable upon demand to JT Investments, Ltd., unsecured, interest at 10%	-	50,000
	-----	-----
	\$ 369,000	\$ 1,055,600
	=====	=====

The Company's Board of Directors held a meeting on August 30, 2003 and unanimously approved a proposal received from Martin Consultants, Inc. and JT Investments, Ltd., affiliates of the Company, to convert the debt and accrued interest owed by the Company to equity. The affiliates are owned by the sole shareholder of the Company. The notes payable and related accrued interest of \$1,373,600 and \$208,383, respectively were reclassified to equity on August 31, 2003 and Martin Consultants, Inc. was issued 43,000 shares of common stock.

6. RELATED PARTY TRANSACTIONS

Accounts payable due to an affiliate consisted of \$9,254 for health insurance as of December 31, 2003 and 2002. Additionally, notes payable due to affiliates as of December 31, 2003 and 2002 are presented at Note 5.

The Company promotes an artist who is the son of the Company's sole shareholder. Total advances to the son are \$121,090 and \$32,599 as of December 31, 2003 and 2002, respectively.

7. OPERATING LEASES

The Company leases a vehicle and housing for the Artists and Manager of "3rd Wish" in Germany. Total rent expense was \$42,637 for the year ended December 31, 2003. There was no rent expense for the year ended December 31, 2002.

Future minimum noncancelable lease payments for years ending December 31, 2003 are as follows:

2004	\$ 66,683
2005	17,516

	\$ 84,199

=====

F-10

8. NU-SOL AGREEMENT AND IMPAIRMENT

During May 2000, the Company entered into a financing agreement with Nu-Sol Productions, Inc. (NU-SOL). The purpose of the agreement shall be for NU-SOL to produce, manufacture, market, and commercially exploit the first LP by Precious Francis "Precious" entitled "Big Girls Don't Cry" and singles derived therefrom (the Property) and the Company funding the costs and expenses of \$130,000 with respect to the production, manufacturing, marketing, and exploitation of the Property. All net revenues shall be distributed first to the Company until the Company recoups 100% of the \$130,000 advanced plus an additional \$39,000, and thereafter 30% of all net revenues derived. The Company had originally recorded the advance to NU-SOL as a loan receivable and during 2001, the Company deemed the amount advanced uncollectible and recorded an impairment charge.

9. COMMITMENTS

On July 26, 2002, the Company entered into a Music Publishing Agreement, a Personal Management Agreement and an Exclusive Artist Recording Agreement with the Artists of "3rd Wish."

Additionally, on July 14, 2003, the Company entered into an Exclusive Artist Recording Agreement with Precious Dawn Francis.

10. SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION

No cash was paid during the year ended December 31, 2003 and 2002 for interest or income taxes.

Non-cash financing transactions:

A reclassification of notes payable and accrued interest to equity of \$1,581,983 was approved by the Board of Directors during 2003 and is presented at Note 5.

11. CONCENTRATIONS OF RISK

The Company is economically dependent on an affiliate owned by the Company's sole shareholder.

The Company is dependent on the success of the Artists. The talent would be difficult to replace.

12. SUBSEQUENT EVENTS

Exchange Agreement

During January 2004, the Board of Directors agreed to merge the Company with Stanford Capital Corporation ("Stanford") a publicly held corporation organized under the laws of the State of Delaware. Management under the constituent corporations have determined that it is in the best interest of the parties that Stanford acquire 100% of the issued and outstanding securities of the Company in exchange for the issuance of certain shares of Stanford. Stanford agrees to take the name of the Company.

F-11

Edgar Filing: ECOLOGICAL SERVICES INC - Form 8-K/A

12. Subsequent Event - continued

Private Placement Memorandum

The Company has offered a Private Placement Memorandum ("PPM") which offers for sale a maximum of 3,000,000 and a minimum of 1,000,000 shares of its common stock, \$.001 par value at \$.50 per share ("the Offering"). The shares are offered on a "best efforts" basis. The Offering will be made in reliance upon an exemption from registration under the federal securities laws provided by Regulation D as promulgated by the United States Securities and Exchange Commission ("SEC"). The Offering will terminate upon the earlier of (i) the sale of the 3,000,000 shares or (ii) May 31, 2004 unless extended by the Company for sixty days. The Company has issued 507,656 shares with proceeds of \$253,828 through June 15, 2004.

Distribution and Service Agreement

During May 2004, the Company entered into a 5.5 year Distribution and Service Agreement with Cheyenne Records GmbH (Cheyenne). The agreement grants Cheyenne certain exclusive rights to distribute and sell recordings. In addition, Cheyenne will perform certain services in accordance with the agreement.

Music Video Production Agreement

During May 2004, the Company entered into a Music Video Production Agreement with 1171 Production Group (Production Company). Production Company will produce a music video embodying the performance by "3rd Wish". In consideration for services rendered by Production Company, the Company agrees to pay \$100,000 upon the terms and conditions set forth in the agreement. In connection with the music video, the Company has agreed to pay \$40,000 to a third party for the performance of "Baby Bash" in the music video.

F-12

SKREEM ENTERTAINMENT CORPORATION
(A Development Stage Company)
BALANCE SHEET
MARCH 31, 2004 (UNAUDITED)

ASSETS

CURRENT ASSETS	
Cash and cash equivalents	\$ 4,984

Total current assets	4,984

PROPERTY AND EQUIPMENT, net	6,895
DEPOSITS	19,921

TOTAL ASSETS	\$ 31,800
	=====

LIABILITIES AND SHAREHOLDERS' DEFICIT

CURRENT LIABILITIES	
Accounts payable and accrued liabilities	\$ 42,954
Accrued interest payable to affiliates	15,658

Edgar Filing: ECOLOGICAL SERVICES INC - Form 8-K/A

Notes payable to affiliates	525,592	-----
Total current liabilities	584,204	-----
SHAREHOLDERS' DEFICIT		
Preferred stock, par value \$0.001, 5,000,000 shares authorized, no shares issued and outstanding		-
Common stock, par value \$0.001, 50,000,000 shares authorized, 63,000 shares issued and outstanding		63
Paid-in capital	1,581,940	
Deficit accumulated during the development stage	(2,134,407)	-----
Total shareholders' deficit	(552,404)	-----
TOTAL LIABILITIES AND SHAREHOLDERS' DEFICIT	\$ 31,800	=====

F-13

SKREEM ENTERTAINMENT CORPORATION
(A Development Stage Company)
STATEMENTS OF OPERATIONS (UNAUDITED)

	Three Months Ended March 31		August 19 (Date of In to
	2004	2003	Mar. 31,
	----	----	-----
REVENUES	\$ -	\$ 200	\$ 2,926
EXPENSES			
Operating expenses	(144,179)	(83,653)	(1,094,639)
General and administrative expenses	(31,290)	(4,304)	(276,386)
Salaries and benefits	(18,815)	(27,882)	(407,319)
Impairment of loan receivable	-----	-----	(130,000)
	-	-	
Loss from operations	(194,284)	(115,639)	(1,905,418)
OTHER INCOME (EXPENSE)			
Interest expense	(9,453)	(22,746)	(228,989)
	-----	-----	-----

Edgar Filing: ECOLOGICAL SERVICES INC - Form 8-K/A

NET LOSS \$ (203,737) ===== \$ (138,385) ===== \$ (2,134,407) =====

F-14

SKREEM ENTERTAINMENT CORPORATION
(A Development Stage Company)
STATEMENTS OF CASH FLOWS (UNAUDITED)

	Three Months Ended March 31,	
	2004	2003
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss	\$ (203,737)	\$ (138,385)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation expense	1,273	1,344
Impairment of loan receivable	-	-
Changes in operating assets and liabilities:		
Decrease in prepaid expenses	4,408	-
Increase in other assets	-	-
Increase in accounts payable and accrued liabilities	22,393	-
Increase in interest payable to affiliates	9,453	22,744
	37,527	24,088
Total adjustments		
Net cash used in operating activities	(166,210)	(114,297)
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of property and equipment	-	(1,944)
Loan receivable	-	-
	-	(1,944)
Net cash used by investing activities	-	(1,944)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from notes payable to affiliates	156,591	115,000
Principal payments on notes payable to affiliates	-	-
	156,591	115,000
Net cash provided by financing activities	156,591	115,000
Net increase (decrease) in cash and cash equivalents	(9,619)	(1,244)

Edgar Filing: ECOLOGICAL SERVICES INC - Form 8-K/A

CASH AND CASH EQUIVALENT AT BEGINING OF PERIOD	\$	14,603	3,
		-----	-----
CASH AND CASH EQUIVALENT AT END OF PERIOD	\$	4,984	1,
		=====	=====

F-15

NOTE 1. - BASIS OF PRESENTATION

The accompanying unaudited financial statements of Skreem Entertainment Corporation have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and with the instructions to Form 10QSB and Item 310(b) of Regulation S-B. They do not include all of the information and footnotes required by accounting principles generally accepted in the United States of America for complete financial statements. In the opinion of management, all adjustments, consisting only of normal recurring adjustments, considered necessary for a fair presentation, have been included in the accompanying unaudited financial statements. Operating results for the periods presented are not necessarily indicative of the results that may be expected for the full year.

These financial statements should be read in conjunction with the financial statements and footnotes, which are included as part of financial statements for the years ended December 31, 2003 and 2002.

F-16

UNAUDITED PRO FORMA COMBINED FINANCIAL INFORMATION

The following unaudited pro forma condensed combined financial statements give effect to the acquisition of all issued and outstanding shares of Skreem Entertainment Corporation (Skreem) by Stanford Capital Corporation (Stanford). The following unaudited pro forma condensed combined financial statements and the accompanying notes should be read in conjunction with the historical financial statements of Skreem which are included elsewhere in this document.

The unaudited pro forma condensed combined financial statements are provided for information purposes only and does not purport to represent what the combined financial position and results of operations would have been had the merger in fact occurred on the dates indicated. The following unaudited pro forma combined balance sheet represents the combined financial position of Stanford and Skreem as of March 31, 2004, assuming that the merger occurred on March 31, 2004. The

Edgar Filing: ECOLOGICAL SERVICES INC - Form 8-K/A

unaudited pro forma combined statements of operations give effect to the proposed merger of Stanford and Skreem by combining the results of operations for the year ended December 31, 2003 and the three month period ended March 31, 2004, assuming the merger occurred in the earliest period. The unaudited pro forma condensed combined financial statements are presented for illustrative purposes only. The pro forma adjustments are based upon available information and assumptions that management believes are reasonable.

F-17

STANFORD CAPITAL CORPORATION AND SKREEM ENTERTAINMENT CORPORATION PRO FORMA COMBINED STATEMENT OF OPERATIONS FOR THE THREE-MONTH PERIOD ENDED MARCH 31, 2004

	STANFORD CAPITAL CORPORATION (Unaudited)	SKREEM ENTERTAINMENT CORPORATION (Unaudited)	PRO FORMA ADJUSTMENTS	PR
	-----	-----	-----	-----
Revenue	\$ -	\$ -	-	\$
Operating expenses	-	(144,179)	-	
General and administrative expenses	-	(59,558)	-	
	-----	-----	-----	-----
Net loss	\$ -	\$ (203,737)	\$ -	\$
	=====	=====	=====	=====
Net loss per common share				
Basic and diluted				
Net loss per share	\$ -	\$ (3.23)		\$
	=====	=====		=====
Weighted average number of common shares outstanding				
Basic	3,996,925	63,000		2

Notes to Pro Forma Financial Statements

- Adjustment to record changes for stock issued and recapitalize Stanford Capital Corporation with the capital structure of Skreem Entertainment Corporation.

Edgar Filing: ECOLOGICAL SERVICES INC - Form 8-K/A

F-18

STANFORD CAPITAL CORPORATION AND
SKREEM ENTERTAINMENT CORPORATION
PRO FORMA COMBINED BALANCE SHEET
MARCH 31, 2004

	STANFORD CAPITAL CORPORATION (Unaudited)	SKREEM ENTERTAINMENT CORPORATION (Unaudited)
	-----	-----
ASSETS		
CURRENT ASSETS		
Cash	\$ -	\$ 4,984
	-----	-----
Total current assets	-	4,984
Property and equipment, net	-	6,895
Deposits	-	19,921
	-----	-----
TOTAL ASSETS	\$ -	\$ 31,800
	=====	=====
LIABILITIES AND SHAREHOLDERS' DEFICIT		
CURRENT LIABILITIES		
Accounts payable and accrued liabilities	\$ -	\$ 42,954
Interest payable to affiliates	-	15,658
Notes payable to affiliates	-	525,592
	-----	-----
Total current liabilities	-	584,204
	-----	-----
TOTAL LIABILITIES	-	584,204
Shareholders' deficit		
Common stock	3,997	63
Paid-in capital	50,726	1,581,940
Deficit accumulated in development stage	(54,723)	(2,134,407)
	-----	-----

Edgar Filing: ECOLOGICAL SERVICES INC - Form 8-K/A

Total shareholders' deficit	-	(552,404)
	-----	-----
TOTAL LIABILITIES AND SHAREHOLDERS' DEFICIT	\$ -	\$ 31,800
	=====	=====

Notes to Pro Forma Financial Statements

- Adjustment to record changes for stock issued and recapitalize Stanford Capital Corporation with the capital structure of Skreem Entertainment Corporation.

F-19

STANFORD CAPITAL CORPORATION AND
SKREEM ENTERTAINMENT CORPORATION
PRO FORMA COMBINED STATEMENT OF OPERATIONS
FOR THE YEAR ENDED DECEMBER 31, 2003

	STANFORD CAPITAL CORPORATION (Unaudited)	SKREEM ENTERTAINMENT CORPORATION (Audited)	PRO FORMA ADJUSTMEN
	-----	-----	-----
Revenue	\$ -	\$ 376	\$
Operating expenses	-	(470,331)	
General and administrative expenses	(2,275)	(266,409)	
	-----	-----	-----
Net loss	\$ (2,275)	\$ (736,364)	\$
	=====	=====	=====
Income (loss) per common share			
Basic and diluted			
Net loss per share	\$ (0.00)	(11.69)	
	=====	=====	
Weighted average number of common shares outstanding			
Basic	3,996,925	63,000	

Edgar Filing: ECOLOGICAL SERVICES INC - Form 8-K/A

Notes to Pro Forma Financial Statements

1. Adjustment to record changes for stock issued and recapitalize Stanford Capital Corporation with the capital structure of Skreem Entertainment Corporation.

F-20

b) Exhibits

- 2.1 * Termination Agreement - terminating the acquisition of Stanford Capital International Ltd.
- 2.2 * Exchange Agreement for the acquisition of Skreem Entertainment Corporation
- 3.1 * Certification of Amendment to the Certificate of Incorporation changing the Company's name to Skreem Entertainment Corporation and reverse splitting the shares on a (1) one for (5) five basis.

* Previously filed.

Signatures

Pursuant to the requirement 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.

SKREEM ENTERTAINMENT CORPORATION

July 22, 2004

/s/ Karen Pollino

Karen Pollino
Secretary

21