

SECURITIES AND EXCHANGE COMMISSION

FORM 10QSB

Optional form for quarterly and transition reports of small business issuers under section 13 or 15(d)

Filing Date: **2004-08-12** | Period of Report: **2004-06-30**  
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FILER

**CNH HOLDINGS CO**

CIK: **821356** | IRS No.: **112867201** | State of Incorpor.: **NV** | Fiscal Year End: **0331**  
Type: **10QSB** | Act: **34** | File No.: **000-17304** | Film No.: **04969453**  
SIC: **5045** Computers & peripheral equipment & software

Mailing Address  
17304 PRESTON ROAD  
SUITE 975  
DALLAS TX 75252

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17304 PRESTON ROAD  
SUITE 975  
DALLAS TX 75252  
9723814699

UNITED STATES  
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: June 30, 2004

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 0-17304

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

Nevada  
\_\_\_\_\_  
(State or other jurisdiction  
of incorporation or organization)

11-2867201  
\_\_\_\_\_  
(IRS Employer  
Identification No.)

17304 Preston Road, Suite 975, Dallas, TX 75252  
(Address of principal executive offices)

(972) 381-4699  
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 practical date: June 30, 2004  
3,958,358

Transitional Small Business Disclosure Format (check one). Yes ; No

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**PART I**

**Item 1. Financial Statements**

CNH HOLDINGS COMPANY AND SUBSIDIARY  
(Formerly a Development Stage Company)  
CONSOLIDATED BALANCE SHEETS

	(Unaudited) June 30, 2004	March 31, 2004
Current Assets:		
Cash	\$ 77,316	\$ 963
Accounts Receivable	160,262	142,576
Inventory	6,660	4,460
Prepaid Expenses	1,072	--
Deposit	3,020	3,020
Receivable from XBridge	32,365	30,077
Total Current Assets	<u>280,695</u>	<u>181,096</u>
Fixed Assets:		
Computer Equipment	13,903	10,008
Trade Show Booth & Fixtures	6,570	6,570
Office Equipment	1,252	
Less Accumulated Depreciation	<u>(3,655)</u>	<u>(1,776)</u>
Net Fixed Assets	<u>18,070</u>	<u>14,802</u>
Intangible Assets:		
Licensing Rights	375,500	375,500
Less Amortization	<u>(21,904)</u>	<u>(17,210)</u>
Net Intangible Assets	<u>353,596</u>	<u>358,290</u>
Total Assets	<u>\$ 652,361</u>	<u>\$ 554,188</u>

CNH HOLDINGS COMPANY AND SUBSIDIARY

(Formerly a Development Stage Company)

CONSOLIDATED BALANCE SHEETS

(continued)

	<b>(Unaudited)</b>	<b>March 31,</b>
	<b>June 30,</b>	<b>2004</b>
	<b>2004</b>	<b>2004</b>
Current Liabilities:		
Accounts Payable	\$ 1,132,685	\$ 868,220
Accrued Liabilities	91,496	101,629
Accrued Interest	7,982	6,727
Related Party Payables	17,000	17,000
Short Term Notes Payable	75,000	75,000
Total Current Liabilities	<u>1,324,163</u>	<u>1,068,576</u>
Long-Term Liabilities		
Related Party Payable	55,755	--
Long-Term Notes Payable	12,000	12,000
Total Long-Term Liabilities	<u>67,755</u>	<u>12,000</u>
Total Liabilities	<u>1,391,918</u>	<u>1,080,576</u>
Deferred Income	<u>58,353</u>	<u>25,556</u>
Stockholders' Equity:		
Common Stock, Par value \$.001		
Authorized 10,000,000 shares,		
Issued 3,958,358 shares at June 30, 2004 and		
March 31, 2004	3,958	3,958
Paid-In Capital	594,909	594,909
Retained Deficit	<u>(1,396,777)</u>	<u>(1,150,811)</u>
Total Stockholders' Equity	<u>(797,910)</u>	<u>(551,944)</u>
Total Liabilities and Stockholders' Equity	<u>\$ 652,361</u>	<u>\$ 554,188</u>

See accompanying notes.

CNH HOLDINGS COMPANY AND SUBSIDIARY  
(Formerly a Development Stage Company)  
CONSOLIDATED STATEMENTS OF OPERATIONS

	<b>For the Three Months Ended</b>	
	<b>June 30,</b>	
	<u>2004</u>	<u>2003</u>
Revenues	\$ 364,043	\$ --
Cost of Goods Sold	71,970	--
Gross Profit	<u>292,073</u>	--
Expenses:		
Sales & Marketing	3,480	--
General & Administrative	531,643	10,440
Total Expenses	<u>535,123</u>	<u>10,440</u>
Other Income (Expenses)		
Interest Expense	(2,916)	--
Net Loss	<u>\$ (245,966)</u>	<u>\$ (10,440)</u>
Basic & Diluted		
Earnings (Loss) per Share	<u>\$ (0.06)</u>	<u>\$ --</u>
Weighted Average Shares	<u>3,958,358</u>	<u>4,001,175</u>

See accompanying notes.

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CNH HOLDINGS COMPANY AND SUBSIDIARY  
(Formerly a Development Stage Company)  
CONSOLIDATED STATEMENTS OF CASH FLOWS

	<b>(Unaudited)</b>	
	<b>For the Three Months Ended</b>	
	<b>June 30,</b>	
	<b>2004</b>	<b>2003</b>
<b>CASH FLOWS FROM OPERATING</b>		
<b>ACTIVITIES:</b>		
Net Loss	\$ (245,966)	\$ (10,440)
Adjustments used to reconcile net loss to net cash provided by (used in) operating activities:		
Depreciation & Amortization	6,573	4,377
Deferred Income	32,797	--
(Increase) Decrease in Accounts Receivable	(17,686)	(145)
(Increase) Decrease in Inventory	(2,200)	(1,115)
(Increase) Decrease in Prepaid Expenses	(1,072)	--
(Increase) Decrease in Xbridge Receivable	(2,288)	--
Increase (Decrease) in Accrued Liabilities	(10,133)	--
Increase (Decrease) in Accounts Payable	264,465	7,085
Increase (Decrease) in Accrued Interest	1,255	--
Net Cash Used in Operating Activities	25,745	(238)
<b>CASH FLOWS FROM INVESTING</b>		
<b>ACTIVITIES:</b>		
Purchase of Equipment	(5,147)	(4,411)
Net cash provided by Investing Activities	(5,147)	(4,411)
<b>CASH FLOWS FROM FINANCING</b>		
<b>ACTIVITIES:</b>		
Sale of Common Stock	--	--
Shareholder Loans	55,755	4,795
Stock to be Issued	--	--
Net Cash Provided by Financing Activities	55,755	4,795
Net (Decrease) Increase in Cash & Cash Equivalents	76,353	146
Cash and Cash Equivalents at Beginning of Period	963	--
Cash and Cash Equivalents at End of Period	\$ 77,316	\$ 146

CNH HOLDINGS COMPANY AND SUBSIDIARY  
(Formerly a Development Stage Company)  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
(continued)

**(Unaudited)**  
**For the Three Months Ended**  
**June 30,**

2004	2003

SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:

Cash paid during the year for:

Interest	\$	1,130	\$	--
Franchise and income taxes	\$	--	\$	--

SUPPLEMENTAL DISCLOSURE OF NON-CASH INVESTING AND FINANCING  
ACTIVITIES:

Common Stock Exchanged for Licensing Rights	\$	--	\$	375,500
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See accompanying notes.

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CNH HOLDINGS COMPANY AND SUBSIDIARY  
(Formerly a Development Stage Company)  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE THREE MONTHS ENDED JUNE 30, 2004 AND 2003

NOTE 1 – NATURE OF OPERATIONS AND GOING CONCERN

The accompanying financial statements have been prepared in conformity with accounting principles generally accepted in the United States, which contemplates the Company as a going concern. However, the Company has sustained substantial operating losses in recent years and has used substantial amounts of working capital in its operations. Realization of a major portion of the assets reflected on the accompanying balance sheet is dependent upon continued operations of the Company which, in turn, is dependent upon the Company's ability to meet its financing requirements and succeed in its future operations. Management believes that actions presently being taken to revise the Company's operating and financial requirements provide them with the opportunity for the Company to continue as a going concern.

These financial statements do not reflect adjustments that would be necessary if the Company were unable to continue as a "going concern". While management believes that the actions already taken or planned, will mitigate the adverse conditions and events which raise doubt about the validity of the "going concern" assumption used in preparing these financial statements, there can be no assurance that these actions will be successful.

If the Company were unable to continue as a "going concern", then substantial adjustments would be necessary to the carrying values of assets, the reported amounts of its liabilities, the reported revenues and expenses, and the balance sheet classifications used.

Interim Reporting

The unaudited financial statements as of June 30, 2004, and for the three month period then ended reflect, in the opinion of management, all adjustments (which include only normal recurring adjustments) necessary to fairly state the financial position and results of operations for the three months. Operating results for interim periods are not necessarily indicative of the results which can be expected for full years.

Organization and Basis of Presentation

CNH Holdings Company, a Nevada corporation (the Company), was incorporated in Delaware on April 15, 1987, under the name of I.S.B.C. Corp. The Company subsequently changed its name first to Coral Companies, Inc., and then to CNH Holdings Company. Domicile was changed to Nevada in 1997. The Company conducted an initial public and secondary offerings during the 1980 's.

On June 15, 1998, the Company acquired Southport Environmental and Development, Inc. This acquisition, however, was subsequently rescinded by agreement between the parties and made a formal order of the court effective April 19, 2000. This order put the Company in the position which it occupied at June 14, 1998, as if none of the actions which had occurred from that time to the date of rescission had transpired.

CNH HOLDINGS COMPANY, INC. AND SUBSIDIARY  
(Formerly a Development Stage Company)  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE THREE MONTHS ENDED JUNE 30, 2004 AND 2003  
(continued)

NOTE 1 – NATURE OF OPERATIONS AND GOING CONCERN (continued)

On May 5, 2003, Corvero Networks, Inc., a Florida corporation, was formed by CNH Holdings Company as a wholly-owned subsidiary to acquire the use of certain technology known as the XBridge Technology. This technology has as its principal component the Corvero Convergence Platform. The acquisition was accomplished by entering into a license agreement with XBridge Software, Inc., a Texas corporation. See Note 8, for detailed description of acquisition.

The Company was in the development stage from January 1, 1992 to May 5, 2003. Since May 5, 2003, the Company has commenced planned principal operations and is no longer in the development stage.

Nature of Operations

Corvero Networks, Inc. designs and develops XML-based application appliances utilized in the IP Communications and Enterprise Application Integration (EAI) markets. The Corvero Convergence Platform(TM) enables the integration of voice, video and data into the network infrastructure. The Corvero Integration Platform(TM) enables companies to easily share data among multiple applications across the business enterprise, and with multiple trading partners at a fraction of the cost of large, complex solutions.

NOTE 2 – SUMMARY OF ACCOUNTING POLICIES

This summary of accounting policies for CNH Holdings Company, Inc. and Subsidiary (formerly a development stage company) is presented to assist in understanding the Company's financial statements. The accounting policies conform to generally accepted accounting principles and have been consistently applied in the preparation of the financial statements.

Use of Estimates

The financial statements are prepared in conformity with accounting principles generally accepted in the United States of America. In preparing the financial statements, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the balance sheet and statement of operations for the year then ended. Actual results may differ from these estimates. Estimates are used when accounting for allowance for bad debts, collectibility of accounts receivable, amounts due to service providers, depreciation and litigation contingencies, among others.

Principles of Consolidation

The consolidated financial statements include the accounts of CNH Holdings Company, a Nevada corporation and its wholly-owned subsidiary Corvero Networks, Inc. a Florida corporation.

CNH HOLDINGS COMPANY, INC. AND SUBSIDIARY  
(Formerly a Development Stage Company)  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE THREE MONTHS ENDED JUNE 30, 2004 AND 2003  
(continued)

NOTE 2 – SUMMARY OF ACCOUNTING POLICIES (continued)

The results of subsidiaries acquired during the year are consolidated from their effective dates of acquisition. All significant inter-company accounts and transactions have been eliminated.

Cash and Cash Equivalents

For purposes of the statement of cash flows, the Company considers all highly liquid debt instruments purchased with a maturity of three months or less to be cash equivalents to the extent the funds are not being held for investment purposes.

Concentration of Credit Risk

The Company has no significant off-balance sheet concentrations of credit risk such as foreign exchange contracts, options contracts or other foreign hedging arrangements.

Revenue Recognition

Revenue and related costs are reflected in the accounts when earned or incurred.

Depreciation and Amortization

Fixed assets are recorded at cost and depreciated using the straight-line method over the estimated useful lives of the assets which range from three to seven years. Fixed assets consisted of the following at June 30, 2004:

Computer Equipment	\$	13,903
Trade Show Booth & Fixtures		6,570
Office Equipment		1,252
Less accumulated depreciation		<u>(3,655)</u>
Total	\$	<u>18,070</u>

Maintenance and repairs are charged to operations; betterments are capitalized. The cost of property sold or otherwise disposed of and the accumulated depreciation thereon are eliminated from the property and related accumulated depreciation accounts, and any resulting gain or loss is credited or charged to income.

Total depreciation expense for the three months ended June 30, 2004 was \$1,879.

The Company has adopted the Financial Accounting Standards Board SFAS No., 142, "Goodwill and Other Intangible Assets." SFAS 142 requires, among other things, that companies no longer amortize goodwill, but instead test goodwill for impairment at least annually. In addition,

CNH HOLDINGS COMPANY, INC. AND SUBSIDIARY  
 (Formerly a Development Stage Company)  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE THREE MONTHS ENDED JUNE 30, 2004 AND 2003  
 (continued)

NOTE 2 – SUMMARY OF ACCOUNTING POLICIES (continued)

SFAS 142 requires that the Company identify reporting units for the purposes of assessing potential future impairments of goodwill, reassess the useful lives of other existing recognized intangible assets, and cease amortization of intangible assets with an indefinite useful life. An intangible asset with an indefinite useful life should be tested for impairment in accordance with the guidance in SFAS 142.

Intangible Assets consisted of the following at June 30, 2004:

<u>Intangible Asset</u>	<u>Amortization</u>	<u>Amortization Period</u>
Licensing Rights	\$ 375,500	20 Years
Less accumulated amortization	(21,904)	
Total	<u>\$ 353,596</u>	

Total amortization expense for the three months ended June 30, 2004 was \$4,694.

The estimated amortization for the next five years is as follows:

2004	\$ 18,775
2005	18,775
2006	18,775
2007	18,775
2008	18,775
Total	<u>\$ 93,875</u>

Earnings (Loss) per Share

Basic earnings (loss) per share has been computed by dividing the earnings for the period applicable to the common stockholders by the weighted average number of common shares outstanding during the years.

There are no dilutive outstanding common stock equivalents at June 30, 2004 and 2003.

Reclassification

Certain reclassifications have been made in the 2003 financial statements to conform with the 2004 presentation.

CNH HOLDINGS COMPANY, INC. AND SUBSIDIARY  
(Formerly a Development Stage Company)  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE THREE MONTHS ENDED JUNE 30, 2004 AND 2003  
(continued)

NOTE 2 – SUMMARY OF ACCOUNTING POLICIES (continued)

Deferred Income

Deferred income represents contracts for certain revenue to be received in the future. The deferred income is recognized in subsequent years as services are rendered.

NOTE 3 – CONCENTRATION OF RISK

As of June 30, 2004, the Company receives approximately 90% of its gross revenues from its top three re-sellers. The loss of these re-sellers would adversely impact the business of the Company.

NOTE 4 – INCOME TAXES

As of March 31, 2004, the Company had a net operating loss carryforward for income tax reporting purposes of approximately \$1,150,000 that may be offset against future taxable income through 2024. Current tax laws limit the amount of loss available to be offset against future taxable income when a substantial change in ownership occurs. Therefore, the amount available to offset future taxable income may be limited. No tax benefit has been reported in the financial statements, because the Company believes there is a 50% or greater chance the carry-forwards will expire unused. Accordingly, the potential tax benefits of the loss carry-forwards are offset by a valuation allowance of the same amount.

NOTE 5 – LEASE COMMITMENT

The Company currently leases approximately 4,264 square feet of office space from Memshalah Realty. The lease expires October 31, 2004. The lease payments are approximately \$6,041 per month. The office space is used as the Corporate headquarters. It is located at 17304 Preston Road, Suite 975, Dallas, Texas. The Company is currently allowing one of its customers to use approximately 2,132 square feet of the above office space for approximately \$3,020 in monthly rent.

The minimum future lease payments under these leases for the next five years are:

July 1, 2004 - March 31, 2005	\$	18,123
April 1, 2005 - March 31, 2006		--
April 1, 2006 - March 31, 2007		--
April 1, 2007 - March 31, 2008		--
April 1, 2008 - March 31, 2009		--
Total minimum future lease payments	\$	18,123

CNH HOLDINGS COMPANY, INC. AND SUBSIDIARY  
(Formerly a Development Stage Company)  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE THREE MONTHS ENDED JUNE 30, 2004 AND 2003  
(continued)

NOTE 6 – COMMON STOCK

During May of 2003, the Company issued 440,000 shares of common stock from the exercise of outstanding stock options.

During June of 2003, the Company issued 2,000,000 shares of “restricted” common stock to XBridge Software, Inc. to acquire licensing rights valued at \$375,500.

During the year ended March 31, 2004, 42,819 shares were cancelled and returned to the Company.

NOTE 7 – NOTES PAYABLE

On July 31, 2003, the Company received a loan for \$12,000 from an unrelated third party. This is a convertible note, with an interest rate of 6% due August 1, 2005.

On September 22, 2003, the Company received a loan for \$75,000 from an unrelated third party. This is a convertible note, with interest at 8% due September 22, 2004.

NOTE 8 – RELATED PARTY PAYABLE

During the year ended March 31, 2004, the Company received a loan from a shareholder of \$33,000. This note carries an interest rate of 18%. During the year ended March 31, 2004, the Company had paid \$16,000 towards this note. On July 6, 2004, the Company paid \$19,435.95 in payment of the remainder of this note.

During the years ended March 31, 2002, 2003 and 2004, the Company has received funds in the amount of \$14,020 from related parties to pay general and administrative expenses. These funds have been recorded into paid-in capital.

During the three months ended June 30, 2004, the Company received a loan from an officer of \$55,755. The note carries an interest rate of 8% and is due December 31, 2005.

NOTE 9 – ACQUISITIONS

On May 5, 2003, Corvero Networks, Inc., a Florida corporation, was formed by CNH Holdings Company as a wholly-owned subsidiary to acquire the use of certain technology known as the XBridge Technology. This technology has as its principal component the Corvero Convergence Platform. The acquisition was accomplished by entering into a license agreement with XBridge Software, Inc., a Texas corporation.

The License Agreement was entered on May 5, 2003. This agreement is principally between Corvero and XBridge, although CNH Holdings was party to certain provisions. The License

CNH HOLDINGS COMPANY, INC. AND SUBSIDIARY  
(Formerly a Development Stage Company)  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE THREE MONTHS ENDED JUNE 30, 2004 AND 2003  
(continued)

NOTE 9 – ACQUISITIONS (continued)

Agreement resulted in XBridge licensing to Corvero all of XBridge's right, title, and interest in and to a software program (and concomitant hardware platforms) which had been developed by XBridge and which were, collectively known as the "XBridge Technology." This technology principally allows for the development, implementation and commercialization of XML integration solutions in the EBI and IP Telephony markets. CNH Holdings subsequently issued 2,000,000 "restricted" common shares of its stock to XBridge as a licensing fee.

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

This Quarterly Report contains certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, which are intended to be covered by the safe harbors created thereby. Investors are cautioned that all forward-looking statements involve risks and uncertainty, including without limitation, the ability of the Company to continue its expansion strategy, changes in costs of raw materials, labor, and employee benefits, as well as general market conditions, competition and pricing. Although the Company believes that the assumptions underlying the forward-looking statements contained herein are reasonable, any of the assumptions could be inaccurate, and therefore, there can be no assurance that the forward-looking statements included in this Quarterly Report will prove to be accurate. In light of the significant uncertainties inherent in the forward-looking statements included herein, the inclusion of such information should not be regarded as a presentation by the Company or any other person that the objectives and plans of the Company will be achieved.

At the time of this reporting, Corvero Networks, Inc. is the single operating subsidiary for CNH Holdings, and is the sole source of income reflected in the financial statements. Corvero Networks, Inc. formally began operations in May 2003, and has demonstrated the ability to successfully execute against its business plan.

This quarter ending June 30, 2004 finds Corvero with over 15 agreements with Value Added Resellers within Cisco's reseller partner channel including two resellers with a national footprint—Dimension Data and AvNet. The reseller partner program continues to grow, increasing Corvero's coverage across the U.S. We have increased the training activity for sales and technical areas for the partner community, further enabling the scalability of the growth plan.

With the continued revenue growth, CNH Holdings Company has determined to seek funding of approximately \$1,500,000 of new growth capital to continue to build out the internal infrastructure of the Company, and take advantage of the strong demand anticipated in the IP Technology market over the next 6 months. There can be no assurance that the Company will be successful in this effort.

## Results of Operations

For the three months ended June 30, 2004, the Company had total revenues of \$364,043. For the three months ended June 30, 2003, the Company was in the development stage and had not commenced planned principal operations.

The Company had a net loss of \$245,966 for the three months ended June 30, 2004, compared to a net loss of \$10,440 for the three months ended June 30, 2003. The increase in the net loss is largely attributable to the additional development and technology support expenses from XBridge Software incurred by Corvero, and the commencement of planned principal operations.

## Capital Resources and Liquidity

As of June 30, 2004, the Company had total current assets of \$280,695 and total assets of \$652,361 as compared to current assets of \$181,096 and total assets of \$554,188 at March 31, 2004. The Company had a net working capital deficit of \$1,043,468 and \$887,480 respectively as of June 30, 2004 and March 31, 2004.

Net stockholders' equity (deficit) in the Company was (\$797,910) as of June 30, 2004 and (\$551,944) as of March 31, 2004.

In order to advance its current business plan, management is continuing the effort to raise private venture capital. There are no commitments for such at present; however, management has been in discussions for the purpose of raising private investment capital.

## Item 3. Controls and Procedures

The Company's Chief Executive Officer and Chief Financial Officer have concluded, based on an evaluation conducted within 90 days prior to the filing date of this Quarterly Report on Form 10-QSB, that the Company's disclosure controls and procedures have functioned effectively so as to provide those officers the information necessary to evaluate whether:

this Quarterly Report on Form 10-QSB contains any untrue statement of a material fact or omits to state a material fact necessary to (i) 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 on Form 10-QSB, and

the financial statements, and other financial information included in this Quarterly Report on Form 10-QSB, fairly present in all (ii) material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this Quarterly Report on Form 10-QSB.

There have been no significant changes in the Company's internal controls or in other factors since the date of the Chief Executive Officer's and Chief Financial Officer's evaluation that could significantly affect these internal controls, including any corrective actions with regard to significant deficiencies and material weaknesses.



## PART II – OTHER INFORMATION

### ITEM 1. LEGAL PROCEEDINGS

None.

### ITEM 2. CHANGES IN SECURITIES

None.

### ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None/Not Applicable.

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

None/Not Applicable.

### ITEM 5. OTHER INFORMATION

None.

### ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

#### (a) EXHIBITS

The following documents are filed herewith or have been included as exhibits to previous filings with the Commission and are incorporated herein by this reference:

#### Exhibit No. Exhibit

- 3 Articles of Incorporation (1)
- 3.2 Bylaws (1)
- 3.1 Amended Articles of Incorporation (1)
- 10.1 License Agreement (2)
- 31.1 Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 31.2 Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 32.1 Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 32.2 Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

#### (b) Reports on Form 8-K. No reports on Form 8-K were filed during the period covered by this Form 10-QSB.

- (1) Incorporated herein by reference from Registrant' s Form 10SB12G, Registration Statement, dated February 16, 2000.
  - (2) Incorporated herein by reference from Registrant' s Form 8-KSB, dated May 16, 2003.
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## SIGNATURES

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

CNH Holdings Company  
Registrant

DATE: August 12, 2004

/S/ Derek Downs

Derek Downs President  
and Interim CEO (Principal  
Executive Officer)

/S/ Cindy Garr

Cindy Garr  
Interim C.F.O., Executive Vice-President of Corporate Development, and Director (Principal  
Financial Officer)

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**Exhibit 31.1**

**Section 302 Certifications**

I, Derek Downs, certify that:

1. I have reviewed this quarterly report on form 10-QSB of CNH Holdings Company.

Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact  
2.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 report.

Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all  
3.material respects the financial condition, results of operations and cash flows of the small business issuer as of, and for, the periods presented in this report.

4. The small business issuer' s other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in exchange act rules 13a-15(e) and 15d-15(e) for the small business issuer and have:

designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our  
a)supervision, to ensure that material information relating to the small business issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

evaluated the effectiveness of the small business issuer' s disclosure controls and procedures and presented in this report our  
b)conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report on such evaluation; and

disclosed in this report any change in the small business issuer' s internal control over financial reporting that occurred during the  
small business issuer' s most recent fiscal quarter (the small business issuer' s fourth fiscal quarter in the case of an annual report) that  
c)has materially affected, or is reasonably likely to materially affect, the small business issuer' s internal control over financial reporting; and

The small business issuer' s other certifying officers and I have disclosed, based on our most recent evaluation of internal control  
5.over financial reporting, to the small business issuer' s auditors and the audit committee of small business issuer' s board of directors (or persons performing the equivalent functions):

all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which  
a)are reasonably likely to adversely affect the small business issuer' s ability to record, process, summarize and report financial information; and

any fraud, whether or not material, that involves management or other employees who have a significant role in the small business  
b) issuer' s internal control over financial reporting.

The registrant' s other certifying officers and I have indicated in this quarterly report whether or not there were significant changes  
6.in internal controls or in other factors that could significantly affect internal controls subsequent to the date of my most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: August 12, 2004

/s/ Derek Downs

Derek Downs President  
and Interim CEO (Principal  
Executive Officer)

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**Exhibit 31.2**

**Section 302 Certifications**

I, Cindy Garr, certify that:

1. I have reviewed this quarterly report on form 10-QSB of CNH Holdings Company.

Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact  
2.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 report.

Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all  
3.material respects the financial condition, results of operations and cash flows of the small business issuer as of, and for, the periods  
presented in this report.

4. The small business issuer' s other certifying officers and I are responsible for establishing and maintaining disclosure controls and  
procedures (as defined in exchange act rules 13a-15(e) and 15d-15(e) for the small business issuer and have:

designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our  
a)supervision, to ensure that material information relating to the small business issuer, including its consolidated subsidiaries, is made  
known to us by others within those entities, particularly during the period in which this report is being prepared;

evaluated the effectiveness of the small business issuer' s disclosure controls and procedures and presented in this report our  
b)conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report on such  
evaluation; and

disclosed in this report any change in the small business issuer' s internal control over financial reporting that occurred during the  
small business issuer' s most recent fiscal quarter (the small business issuer' s fourth fiscal quarter in the case of an annual report) that  
c)has materially affected, or is reasonably likely to materially affect, the small business issuer' s internal control over financial reporting;  
and

The small business issuer' s other certifying officers and I have disclosed, based on our most recent evaluation of internal control  
5.over financial reporting, to the small business issuer' s auditors and the audit committee of small business issuer' s board of directors  
(or persons performing the equivalent functions):

all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which  
a)are reasonably likely to adversely affect the small business issuer' s ability to record, process, summarize and report financial  
information; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the small business  
issuer' s internal control over financial reporting.

The registrant' s other certifying officers and I have indicated in this quarterly report whether or not there were significant changes  
6.in internal controls or in other factors that could significantly affect internal controls subsequent to the date of my most recent  
evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: August 12, 2004

/s/ Cindy Garr

Cindy Garr  
Interim C.F.O.,  
Executive Vice-President of Corporate Development,  
and Director  
(Principal Financial Officer)

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**Exhibit 32.1**

**CERTIFICATION PURSUANT TO 18**

**U.S.C. SECTION 1350,**

**AS ADOPTED PURSUANT TO SECTION**

**906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of CNH Holdings Company on Form 10-QSB for the period ending June 30, 2004, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Derek Downs, President and Interim CEO of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge and belief:

- (1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/ Derek Downs

Derek Downs

President and Interim CEO

(Principal Executive Officer)

August 12, 2004

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

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**Exhibit 32.2**

**CERTIFICATION PURSUANT TO 18**

**U.S.C. SECTION 1350,**

**AS ADOPTED PURSUANT TO SECTION**

**906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of CNH Holdings Company on Form 10-QSB for the period ending June 30, 2004, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Cindy Garr, Interim C.F.O. of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge and belief:

- (1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/ Cindy Garr

Cindy Garr

Interim C.F.O.,

Executive Vice-President of Corporate Development,

and Director

(Principal Financial Officer)

August 12, 2004

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.