FORM 8-K/A

Current report filing [amend]

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FILER

INTELLIREADY INC /CO/
CIK:**1035168**| IRS No.: **731130486** | State of Incorp.:**OK** | Fiscal Year End: **1231**
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SIC: **1311** Crude petroleum & natural gas

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1390 SOUTH POTOMAC STREET
AURORA CO 74119

Business Address
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3036819344

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K/A

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): July 31, 2000

PAN WESTERN ENERGY CORPORATION
(Exact name of registrant as specified in charter)

OKLAHOMA	0-22349	73-1130486
(State or other jurisdiction of incorporation or organization)	(Commission File Number)	(IRS Employer Identification No.)

1390 South Potomac Street
Suite 136
Aurora, Colorado 74119
(303) 681-9344

Copy to:
David Groom
5567 South Perry Park Road
Sedalia, CO 80135
Phone: 303-681-9344, Fax: 303-681-2117

Item 7 Financial Statements

See Attached

SIGNATURES

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

PAN WESTERN ENERGY CORPORATION
(Registrant)

/s/ Scott B. Campbell

Date: February 2, 2001

Scott B. Campbell
President and CEO

INTELLIREADY, INC. AND SUBSIDIARY
PROFORMA EXPLANATORY HEADNOTE

INDEX TO FINANCIAL STATEMENTS

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INTELLIREADY, INC. AND SUBSIDIARY
PROFORMA EXPLANATORY HEADNOTE

The following unaudited proforma consolidated financial statement gives effect to the reverse merger of IntelliReady, Inc. and Subsidiary (the "Company") with Pan Western Energy Corporation ("Pan Western") and is based on the estimates and assumptions set forth herein and in the notes to such statement. This proforma information has been prepared utilizing the historical financial statements of the Company and notes thereto, which are incorporated by reference herein. The historical results of Pan Western are incorporated by reference to its 10Q-SB for the nine months ended September 30, 2000. The transaction is being treated as a reverse merger and a recapitalization. The Company is the acquirer for accounting purposes. The proforma financial data does not purport to be indicative of the results which actually would have been obtained had the acquisition been effected on the dates indicated or the results which may be obtained in the future.

The proforma consolidated statement of operations for the period ended September 30, 2000 includes the operating results of the Company and Pan Western for such period, including the operating results of Time Direct, LLC, the Company's wholly owned Subsidiary, which was acquired on May 18, 2000.

On October 4, 2000, the Company merged into Pan Western's wholly owned subsidiary in exchange for 81,719,149 shares of Pan Western. Shortly thereafter, Pan Western changed its name to IntelliReady, re-incorporated in Colorado and implemented a one for 8.25780933 reverse split.

INTELLIREADY, INC. AND SUBSIDIARY
UNAUDITED PROFORMA CONSOLIDATING BALANCE SHEET
SEPTEMBER 30, 2000

<TABLE>
<CAPTION>

	PAN WESTERN ENERGY CORP.	INTELLIREADY, INC.	PROFORMA ADJUSTMENTS	PROFORMA CONSOLIDATED

<S>	(UNAUDITED) <C>	(UNAUDITED) <C>	 <C>	(UNAUDITED) <C>
CURRENT ASSETS:				
Cash	$ 12,454	$ 760,820	$ (12,454)	$ 760,820
Restricted cash	230,999	--	(230,999)	--
Trade accounts receivable	--	40,354	--	40,354
Inventory	--	30,258	--	30,258
Deposits	--	37,500	--	37,500
Prepaid expenses	15,000	12,789	(15,000)	12,789
	258,453	881,721	(258,453)	881,721
FURNITURE AND EQUIPMENT, net	--	34,579	--	34,579
GOODWILL, net	--	181,374	--	181,374
	$ 258,453	$ 1,097,674	$ (258,453)	$ 1,097,674
CURRENT LIABILITIES:				
Accounts payable	$ 69,149	$ 71,763	$ (69,149)	$ 71,763
Accrued expenses	--	92,316	--	92,316
Escrow deposit	--	230,999	(230,999)	--
Bank note payable	--	500,000	--	500,000
Current portion of long-term debt	--	3,728	--	3,728
Current portion of long-term debt Time Direct, LLC acquisition	--	82,267	--	82,267
Total Current Liabilities	69,149	981,073	(300,148)	750,074
LONG-TERM DEBT, net of current portion	--	8,080	--	8,080
LONG TERM DEBT, Time Direct, LLC acquisition, net of current portion	--	90,733	--	90,733
Total Liabilities	69,149	1,079,886	(300,148)	848,887
COMMITMENTS AND CONTINGENCIES				
STOCKHOLDERS' EQUITY:				
Common stock	51,055	1,846,749	(46,182)	1,851,622
Additional paid in capital	2,226,347	131,158	(2,000,221)	357,284
Treasury stock	(218,982)	--	218,982	--
Accumulated (deficit)	(1,869,116)	(1,960,119)	1,869,116	(1,960,119)
Total Stockholders' Equity	189,304	17,788	41,695	248,787
	$ 258,453	$ 1,097,674	$ (258,453)	$ 1,097,674

</TABLE>

SEE ACCOMPANYING NOTES TO UNAUDITED PROFORMA CONSOLIDATING FINANCIAL STATEMENTS

INTELLIREADY, INC. AND SUBSIDIARY
UNAUDITED PROFORMA CONSOLIDATING STATEMENT OF OPERATIONS
FOR THE PERIOD ENDING SEPTEMBER 30, 2000

<TABLE>
<CAPTION>

<S>	PAN WESTERN ENERGY CORP. NINE MONTHS ENDED SEPTEMBER 30, 2000 (UNAUDITED) <C>	INTELLIREADY, INC. FOR THE PERIOD FROM MAY 18, 2000 TO SEPTEMBER 30, 2000 (UNAUDITED) <C>	TIME DIRECT, LLC FOR THE PERIOD FROM JANUARY 1, 2000 TO MAY 17, 2000 (UNAUDITED) <C>	PROFORMA ADJUSTMENTS <C>	PROFORMA CONSOLIDATED (UNAUDITED) <C>

REVENUES	$ --	$ 208,423	$ 141,402	$ --	$ 349,825
COSTS AND EXPENSES:					
Cost of sales	--	168,558	83,189	--	251,747
General and administrative	--	599,406	16,898	--	616,304
Loss from rental operations, net	4,860	--	--	(4,860)	--
Depreciation and amortization	--	11,521	2,691		14,212
Interest	555,922	1,003	444	(555,922)	1,447
Interest - related parties	--	34,686	--	--	34,686
Total Expenses	560,782	815,174	103,222	(560,782)	918,396
OTHER INCOME:					
Interest income	--	2,283	--	--	2,283
Other income	--	913	--	--	913
Gain on sale of assets, net	50,330	--	--	(50,330)	--
	50,330	3,196	--	(50,330)	3,196
NET (LOSS) FROM CONTINUING OPERATIONS	(510,452)	(603,555)	38,180	(510,452)	(565,375)
DISCONTINUED OPERATIONS:					
Revenues	1,294,800	--	--	(1,294,800)	--
Operating expenses	(1,361,436)	--	--	1,361,436	--
Gain on forgiveness of debt	4,115,906	--	--	(4,115,906)	--
INCOME ON DISCONTINUED OPERATIONS	4,049,270	--	--	(4,049,270)	--
NET INCOME/(LOSS)	$ 3,538,818	$ (603,555)	$ 38,180	$ (3,538,818)	$ (565,375)
NET (LOSS) PER COMMON SHARE					$ (.05)
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING					10,383,318

</TABLE>

SEE ACCOMPANYING NOTES TO UNAUDITED PROFORMA CONSOLIDATING FINANCIAL STATEMENTS

INTELLIREADY, INC. AND SUBSIDIARY
NOTES TO UNAUDITED PROFORMA CONSOLIDATING FINANCIAL STATEMENTS

NOTE 1 - PROFORMA ADJUSTMENTS

The adjustments relating to the unaudited proforma consolidating statement of operations are computed assuming the reverse merger with Pan Western was consummated at the beginning of the period presented.

NOTE 2 - MERGER

The merger is recorded assuming the recapitalization of the Company occurred on September 30, 2000. Pan Western had no material business operations on the merger date.

NOTE 3 - PAYMENT OF LIABILITIES

The unaudited proforma consolidated balance sheet reflects payments made for accounts payable.

NOTE 4 - EFFECT OF RECAPITALIZATION

The following table represents the unaudited proforma effects of the recapitalization of IntelliReady, Inc. at September 30, 2000 assuming the reverse split of 1 for 8.25780933 shares:

<TABLE>
<CAPTION>

<S>	PAN WESTERN ENERGY CORP. <C>	INTELLIREADY, INC. <C>	PROFORMA ADJUSTMENTS <C>	PROFORMA POST MERGER <C>
Common stock outstanding prior to merger	618,270	9,895,984	(130,937)	10,383,317

Less: Treasury Stock	(130,937)	--	130,937	--
Common stock issued to IntelliReady in merger	9,895,984	--	(9,895,984)	--
Total common stock outstanding	10,383,317	9,895,984	(9,895,984)	10,383,317

</TABLE>

NOTE 5 - CONTINUING AND DISCONTINUED OPERATIONS

The results of continuing and discontinued operations have been adjusted to remove the continuing and discontinued operations of Pan Western.

AJ. ROBBINS, P.C.
3033 EAST FIRST AVENUE, SUITE 201
DENVER, COLORADO 80206

INDEPENDENT AUDITORS' REPORT

To the Board of Directors and Stockholders
of IntelliReady, Inc.
Aurora, Colorado

We have audited the accompanying balance sheet of IntelliReady, Inc. (a Colorado corporation) as of December 31, 1999. This financial statement is the responsibility of the Company's management. Our responsibility is to express an opinion on this financial statement based on our audit.

We conducted our audit in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the balance sheet is free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the balance sheet. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall balance sheet presentation. We believe that our audit of the balance sheet provides a reasonable basis for our opinion.

In our opinion, the balance sheet referred to above presents fairly, in all material respects, the financial position of IntelliReady, Inc. as of December 31, 1999, in conformity with generally accepted accounting principles.

AJ. ROBBINS, P.C.
CERTIFIED PUBLIC ACCOUNTANTS
AND CONSULTANTS

DENVER, COLORADO
JUNE 30, 2000

INTELLIREADY, INC.
BALANCE SHEETS
DECEMBER 31, 1999 (UNCONSOLIDATED)
AND SEPTEMBER 30, 2000 (CONSOLIDATED)

<TABLE>
<CAPTION>

ASSETS

	DECEMBER 31, 1999	SEPTEMBER 30, 2000

<S>	<C>	(UNAUDITED) <C>
CURRENT ASSETS:		
Cash	$ --	$ 760,820
Trade accounts receivable	--	40,354
Inventory	--	30,258
Prepaid expenses	--	12,789
Deposits	--	37,500
	--	881,721
FURNITURE AND EQUIPMENT, net	--	34,579
GOODWILL, net	--	181,374
	$ --	$ 1,097,674
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
CURRENT LIABILITIES:		
Payable, related parties	$ 574,261	$ --
Accounts payable	--	71,763
Escrow deposit	--	230,999
Accrued expenses	--	92,316
Bank note payable	--	500,000
Current portion of long-term debt	--	3,728
Current portion of long-term debt, Time Direct, LLC acquisition	--	82,267
Total Current Liabilities	574,261	981,073
LONG-TERM DEBT, net of current portion	--	8,080
LONG TERM DEBT, Time Direct, LLC acquisition, net of current portion	--	90,733
Total Liabilities	574,261	1,079,886
COMMITMENTS AND CONTINGENCIES		
STOCKHOLDERS' EQUITY (DEFICIT):		
Preferred stock, no par value, 10,000,000 shares authorized	--	--
Common stock, no par value, 50,000,000 shares authorized - 9,000,000 and 9,895,984 shares issued and outstanding, respectively	500,000	1,846,749
Stock subscription receivable	(500,000)	--
Contributed capital	--	131,158
Accumulated (deficit)	(574,261)	(1,960,119)
Total Stockholders' Equity (Deficit)	(574,261)	17,788
	$ --	$ 1,097,674

</TABLE>

SEE ACCOMPANYING NOTES TO FINANCIAL STATEMENTS

INTELLIREADY, INC.
CONSOLIDATED STATEMENT OF OPERATIONS
FOR THE PERIOD FROM MAY 18, 2000
TO SEPTEMBER 30, 2000

<TABLE>
<CAPTION>

<S>	(UNAUDITED) <C>
REVENUES	$ 208,423
COSTS AND EXPENSES:	
Cost of sales	168,558
General and administrative	599,406
Depreciation and amortization	11,521
Interest expense	1,003

Interest expense - related parties	34,686
Total Expenses	815,174
OTHER INCOME	
Interest income	2,283
Other income	913
	3,196
NET (LOSS)	$ (603,555)
NET (LOSS) PER COMMON SHARE - BASIC	$ (.06)
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING	9,895,984

</TABLE>

SEE ACCOMPANYING NOTES TO FINANCIAL STATEMENTS

INTELLIREADY, INC.
STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY (DEFICIT)
FOR THE PERIOD ENDED SEPTEMBER 30, 2000 (UNAUDITED)

<TABLE>
<CAPTION>

	COMMON STOCK SHARES	COMMON STOCK AMOUNT	STOCK SUBSCRIPTION RECEIVABLE	CONTRIBUTED CAPITAL	ACCUMULATED (DEFICIT)	TOTAL
<S>	<C>	<C>	<C>	<C>	<C>	<C>
BALANCES, DECEMBER 31, 1999	9,000,000	$ 500,000	$ (500,000)	--	$ (574,261)	$ (574,261)
Payment for stock subscription	--	--	500,000	--	--	500,000
Payments to related parties	--	--	--	--	(782,303)	(782,303)
Contributed capital, services	--	--	--	131,158	--	131,158
Stock issued for debt to Time Direct, LLC	40,000	60,000	--	--	--	60,000
Stock issued for services	76,435	125,000	--	--	--	125,000
Stock issued in private placements, net of offering costs	779,549	1,161,749	--	--	--	1,161,749
Net (loss)	--	--	--	--	(603,555)	(603,555)
BALANCES, SEPTEMBER 30, 2000 (UNAUDITED)	9,895,984	$ 1,846,749	$ --	$ 131,158	$(1,960,119)	$ 17,788

</TABLE>

SEE ACCOMPANYING NOTES TO FINANCIAL STATEMENTS

INTELLIREADY, INC.
STATEMENT OF CASH FLOWS
FOR THE PERIOD FROM MAY 18, 2000 TO SEPTEMBER 30, 2000

<TABLE>
<CAPTION>

	(UNAUDITED)
<S>	<C>

CASH FLOWS FROM (TO) OPERATING ACTIVITIES:	
Net (loss)	$ (603,555)
Adjustments to reconcile net (loss) to net cash from operating activities:	
Depreciation and amortization	11,521
Stock issued for services	125,000
Contributed capital for services	131,158
Changes in assets and liabilities:	
Accounts receivable	27,271
Prepaid expenses	(12,789)
Inventory	(30,258)
Deposits	(37,500)
Payables, related parties	(4,064)
Accounts payable and accrued expenses	139,869
Net Cash (Used) by Operating Activities	(253,347)
CASH FLOWS FROM (TO) INVESTING ACTIVITIES:	
Cash acquired-acquisition of subsidiary	23,275
Acquisition of equipment	(6,739)
Net Cash Provided by Investing Activities	16,536
CASH FLOWS FROM (TO) FINANCING ACTIVITIES:	
Payment of long-term debt	(2,617)
Payment of bank note payable	(385,000)
Payment of long-term debt, Time Direct, LLC	(15,000)
Escrow deposit	230,999
Sale of common stock	1,169,249
Net Cash Provided by Financing Activities	997,631
INCREASE IN CASH	760,820
CASH, beginning of period	--
CASH, end of period	$ 760,820

</TABLE>

See Note 9

SEE ACCOMPANYING NOTES TO FINANCIAL STATEMENTS

INTELLIREADY, INC.
NOTES TO FINANCIAL STATEMENTS

(INFORMATION AS OF SEPTEMBER 30, 2000 AND FOR THE PERIOD THEN ENDED IS UNAUDITED)

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

HISTORY

IntelliReady, Inc. (formerly known as Wiens Industries, Inc.) (the Company), was organized under the laws of the State of Colorado on April 21, 1998. The Company was in the development stage as defined in Financial Accounting Standards Board Statement No. 7 until the acquisition of IntelliReady of Colorado (IROC) formerly known as Time Direct, LLC (see Note 2). Prior to the acquisition of Time Direct, the Company had not commenced operations.

UNAUDITED INTERIM FINANCIAL STATEMENTS

In the opinion of management, the unaudited interim financial statements for the period May 18, 2000 to September 30, 2000 is presented on a basis consistent with the audited annual financial statements and reflect all adjustments, consisting only of normal recurring accruals, necessary for fair presentation of the results of such period. The results of operations for the interim period September 30, 2000 are not necessarily indicative of the results to be expected for the year ended December 31, 2000.

PRINCIPLES OF CONSOLIDATION

The accompanying consolidated financial statements include the accounts of the Company and its wholly owned subsidiary IROC. All significant intercompany accounts and transactions have been eliminated in consolidation.

CASH AND CASH EQUIVALENTS

Cash and cash equivalents consist primarily of cash in banks and highly liquid investments with original maturities of 90 days or less.

FAIR VALUE OF FINANCIAL INSTRUMENTS

Fair value of financial instruments approximate carrying value due to the short maturity of the instruments. Fair value of notes payable was based upon current borrowing rates available for financing with similar maturities.

INCOME TAXES

The Company uses the liability method of accounting for income taxes pursuant to Statement of Financial Accounting Standards No. 109. Under this method, deferred income taxes are recorded to reflect the tax consequences in future years of temporary differences between the tax basis of the assets and liabilities and their financial amounts at year end.

INTELLIREADY, INC.
NOTES TO FINANCIAL STATEMENTS

(INFORMATION AS OF SEPTEMBER 30, 2000 AND FOR THE PERIOD THEN ENDED IS UNAUDITED)

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

For federal income tax purposes, substantially all expenses must be deferred until the Company commences business and then they may be written off over a 60-month period. Therefore, $574,261 of net losses incurred in the period from April 21, 1998 (inception) to December 31, 1999 have not been deducted for tax purposes and represent a deferred tax asset. The Company is providing a valuation allowance in the full amount of the deferred tax asset since there is no assurance of future taxable income. Tax deductible losses can be carried forward for 20 years until utilized.

GOODWILL

Goodwill represents the excess of cost over the fair value of assets acquired and is amortized using the straight-line method over 10 years. The Company assesses the recoverability of its goodwill whenever adverse events or changes in circumstances or business climate indicate that expected future cash flows (undiscounted and without interest charges) for individual business units may not be sufficient to support recorded goodwill. If undiscounted cash flows are not sufficient to support the recorded asset, impairment is recognized to reduce the carrying value of the goodwill based on the expected discounted cash flows of the business unit. Expected cash flows are discounted at a rate commensurate with the risk involved. Amortization expense for the period ended September 30, 2000 was $7,073.

IMPAIRMENT OF LONG LIVED ASSETS

The Company evaluates its long lived assets by measuring the carrying amount of the assets against the estimated undiscounted future cash flows associated with them. At the time such evaluations indicate the future undiscounted cash flows of certain long lived assets are not sufficient to cover the carrying value of such assets, the assets are adjusted to their fair values. No adjustment to the carrying value of the assets has been made.

STOCK-BASED COMPENSATION

The Company accounts for stock based compensation in accordance with the Financial Accounting Standards Board Statement of Financial Accounting Standards No. 123 "Accounting for Stock-Based Compensation" (SFAS No. 123). Under the provisions of SFAS No. 123, companies can either measure the compensation cost of equity instruments issued under employee compensation plans using a fair value based method, or can continue to recognize compensation cost using the intrinsic value method under the provisions of APB No. 25. However, if the provisions of APB No. 25 are continued, proforma disclosures of net income or loss and earnings or loss per share must be presented in the financial statements as if the fair value method had been applied. The Company recognizes compensation costs under the provisions of APB No. 25 and will provide the expanded disclosure required by SFAS No. 123.

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS

In 1999 the FASB issued Statement No. 133, Accounting for Derivative Instruments and Hedging Activities. The adoption by the Company of Statement 133 did not impact the Company's financial statements.

EARNINGS (LOSS) PER COMMON SHARE

During 1997 the Financial Accounting Standard Board (FASB) issued Statement of Financial Accounting Standards No. 128, "Earnings per Share" (SFAS 128). SFAS 128 replaced the calculation of primary and fully diluted earnings per share with basic and diluted earnings per share. Basic earnings (loss) per common share is computed based upon the weighted average number of common shares outstanding during the period. Diluted earnings per share consists of the weighted average number of common shares outstanding plus the dilutive effects of options and warrants calculated using the treasury stock method. In loss periods, dilutive common equivalent shares are excluded as the effect would be anti-dilutive.

USE OF ESTIMATES IN THE PREPARATION OF FINANCIAL STATEMENTS

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates and assumptions.

CONCENTRATIONS OF CREDIT RISK

Financial instruments which potentially expose the Company to concentrations of credit risk consist primarily of trade accounts receivable. The Company's customer base includes three significant home builders. Although the Company is directly affected by the financial well-being of the home building industry, management does not believe significant credit risk existed at September 30, 2000.

At September 30, 2000, the accounts receivable balance for one major customer totaled $12,563 or 31% of the total accounts receivable balance.

The Company maintains all cash in bank deposit accounts which at times may exceed federally insured limits. The Company has not experienced a loss in such accounts.

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

FURNITURE AND EQUIPMENT

Furniture and equipment is recorded at cost. Depreciation expense is provided on a straight-line basis using the estimated useful lives of 5-7 years. Maintenance and repairs are charged to expense as incurred. When assets are retired or otherwise disposed of, the property accounts are relieved of costs and accumulated depreciation and any resulting gain or loss is credited or charged to operations. Depreciation expense for the period ended September 30, 2000 was $4,448.

REVENUE RECOGNITION

There are generally two or three phases of completion for installation of the Company's products. Revenues are recognized after each phase has been completed.

YEAR 2000 ISSUES

To date, the Company has not experienced any interruptions with respect to the Year 2000 issue, but cannot reasonably predict with certainty that they will not experience any interruptions.

NOTE 2 - ACQUISITION OF TIME DIRECT, LLC

On May 18, 2000, the Company acquired all of the issued and outstanding limited liability interests of Time Direct, LLC, a Colorado limited liability company. Time Direct's principal business is pre-wiring homes for integrated communication, audio and video services. Subsequent to the acquisition, Time Direct had been operating under the business name IntelliReady Homes and is now known as IntelliReady of Colorado (IROC). The purchase price has been allocated as follows:

<TABLE>

<S>	<C>
Cash	$ 23,275
Accounts receivable	67,625
Property and equipment	32,288
Accounts payable and accrued expenses	(24,210)
Notes payable	(14,425)
Goodwill	188,447
Total purchase price	273,000
Notes payable	(248,000)
Cash paid at closing	$ 25,000

</TABLE>

INTELLIREADY, INC.
NOTES TO FINANCIAL STATEMENTS

(INFORMATION AS OF SEPTEMBER 30, 2000 AND FOR THE PERIOD THEN ENDED IS UNAUDITED)

NOTE 2 - ACQUISITION OF TIME DIRECT, LLC (CONTINUED)

The $248,000 notes payable consist of a $75,000 non-interest bearing promissory note due the earlier of a minimum funding of $1,000,000 to the Company or August 18, 2000 collateralized by the right of the holder to extend the due date or foreclose on the membership interests transferred and a $200,000 non-interest bearing promissory note due in equal $100,000 installments on May 18, 2001 and 2002, respectively. The Company imputed interest at 9.8% on the note in the amount of $27,000 and reduced the note by this amount. The Company will recognize interest expense as incurred. During June 2000, the Company issued 40,000 shares of common stock in exchange for $60,000 of the above debt and repaid $15,000.

NOTE 3 - PAYMENTS TO RELATED PARTIES

During the periods ended December 31, 1999 and September 30, 2000, the Company accrued for and subsequently paid to certain related party entities controlled by the Company's then sole stockholder payments for efforts made on behalf of the Company prior to the commencement of operations of the Company. The payments were made in cash and equity and were recorded as a reduction to retained earnings.

NOTE 4 - FURNITURE AND EQUIPMENT

Furniture and equipment consisted of the following:

<TABLE>
<CAPTION>

	DECEMBER 31, 1999	SEPTEMBER 30, 2000
<S>	<C>	<C>

Furniture and fixtures	$ --	$ 2,781
Equipment	--	36,246
		39,027
Less accumulated depreciation and amortization	--	(4,448)
	$ --	$ 34,579

</TABLE>

NOTE 5 - LONG-TERM DEBT

Long-term debt consisted of the following:

<TABLE>
<CAPTION>

<S>	DECEMBER 31, 1999 <C>	SEPTEMBER 30, 2000 <C>
Two notes payable to a financing company; each note has monthly payments of $268, interest at 8.49%, secured by equipment and due October 2002	$ --	$ 11,808
Less current portion	--	3,728
	$ --	$ 8,080

Annual long-term maturities of the notes are as follows:

Fiscal year ending December 31, 2000 (partial year)	$ 924
2001	5,727
2002	5,157
	$ 11,808

</TABLE>

NOTE 6 - COMMITMENTS AND CONTINGENCIES

CONSULTING AGREEMENTS

During April 2000, the Company entered into a consulting agreement for executive recruiting. The Company issued common stock valued at $125,000. The Company has accrued a $125,000 expense as of September 30, 2000.

During May 2000, the Company entered into an investment banking agreement for assistance in raising equity capital. The Company will pay 8% of all equity funding raised directly by the investment bank. In addition to the cash payments, the Company has issued 25,000 shares of common stock. This is a non-exclusive agreement and was to expire on September 30, 2000. The agreement was verbally extended. The Company paid a $7,500 retainer.

NOTE 6 - COMMITMENTS AND CONTINGENCIES (CONTINUED)

During June 2000, the Company entered into a consulting agreement for financial advisory and investment banking services for a term of one year. The fee for the financial advisory services will not exceed $15,000. The Company is to pay a fee of 4% of all funds raised by the Company from investors located by the consultant. The Company has not incurred any fees as of September 30, 2000.

EMPLOYMENT AGREEMENTS

The Company entered into employment agreements with the former interest owners of Time Direct. The agreements are for terms of four years each and call for annual base salaries of $100,000 and performance based cash bonuses. The employees will receive annual stock options (Annual Options), which quantities will be based upon the employees' current salaries and prior year bonuses divided by the average bid and ask price for the 10 consecutive days immediately after the date of grant. The employees will also receive additional options (Original Options), which quantities will be based upon the employees' current salaries and current year bonuses divided by the average bid and ask price for the 10 trading days immediately following the conversion of the Company to a public reporting company or the price per share for which the Company's shares are sold in an initial public offering prior to December 31, 2000. If the Company's common stock is not publicly traded by December 31, 2000, then the price per share will be $.01. The Original Options vest one third each year for the next three years. The Company issued additional options at the signing of the employment agreements. (See Note 7)

NOTE 7 - EQUITY INCENTIVE PLAN

EQUITY INCENTIVE PLAN

On May 18, 2000 the Company adopted the Equity Incentive Plan (the Plan) which provides for the granting of options to officers, directors, employees and consultants. 900,000 shares of common stock are reserved under the plan for the granting of options. The Plan is in effect until May 18, 2007, unless extended by the Company's stockholders. The options are exercisable to purchase stock for a period of seven years from the date of grant.

Incentive Stock Options granted pursuant to this Plan may not have an option price that is less than the fair market value of the stock on the date the option is granted. Incentive stock options granted to significant stockholders shall have an option price of not less than 110% of the fair market value of the stock on the date of the grant.

NOTE 7 - EQUITY INCENTIVE PLAN (CONTINUED)

In conjunction with the execution of employment agreements with the former interest owners of Time Direct, the Company granted options to purchase 30,000 shares of the Company's common stock at a price to be determined in the future, expiring on May 18, 2007. The pricing of the options is based upon the greater of the average of the closing price on the exchange on which the Company's stock is traded for the first 10 consecutive days immediately following the conversion of the Company to a public reporting company or the price per share for which the Company's shares are sold in an initial public offering prior to December 31, 2000. If the Company's common stock is not publicly traded by December 31, 2000, then the price per share will be $.01.

<TABLE>
<CAPTION>

		OUTSTANDING OPTIONS	
	OPTIONS AVAILABLE	NUMBER	PRICE PER SHARE
<S>	<C>	<C>	<C>
Initial reserve, May 18, 2000	900,000	--	$ --
Granted during 2000	(30,000)	30,000	*
Balance, September 30, 2000	870,000	30,000	$ *

</TABLE>

*-To be determined in the future

NOTE 8 - BANK NOTE PAYABLE

In May 2000, the Company entered into an $885,000 note payable to a bank controlled by a relative of the then sole stockholder. The note bears interest at 9.8% per annum, which is due monthly and principal is due in May 2001. The Company has repaid $385,000 as of September 30, 2000.

NOTE 9 - SUPPLEMENTAL CASH FLOW INFORMATION

In connection with the acquisition of Time Direct, the Company executed notes payable to the former owners for $248,000 and assumed liabilities of $38,635 in exchange for the following assets during the period ended September 30, 2000:

Accounts receivable	$ 67,625
Property and equipment	32,288
Membership equity	186,722
	$ 286,635

Cash paid for interest during the period ended September 30, 2000 was $35,691.

NOTE 10 - RELATED PARTY TRANSACTIONS

Various prepaid expenses and other assets were paid for by certain related party entities controlled by the Company's then sole stockholder. These advances were later repaid.

NOTE 11 - COMMON STOCK

During July, August and September 2000, the Company sold 779,549 shares of common stock for $1,161,749 net of offering costs of $7,500.

During 2000, the Company's Chairman of the Board transferred 867,499 shares of common stock from his own holdings for services benefiting the Company, valued at $131,158.

During 2000, the Company issued 76,435 shares of common stock for services valued at $125,000.

During May 2000, the Company exchanged 40,000 shares of common stock for $60,000 of debt payable to the former owners of Time Direct, LLC.

During October 2000, the Company sold an additional 33,400 shares of common stock in private placements for $50,100.

NOTE 12-SUBSEQUENT EVENTS

MERGER WITH PAN WESTERN ENERGY CORP.

In October 2000, the Company merged with Pan Western Energy Corp. (Pan Western), a public entity, which operated in the oil and gas industry. Prior to the merger, Pan Western transferred all of its oil and gas properties in exchange for settlement of its outstanding liabilities. The Company is accounting for the merger as a reverse merger.

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS
TIME DIRECT, LLC
AURORA, COLORADO

We have audited the accompanying balance sheets of Time Direct, LLC as of December 31, 1999 and 1998, and the related statements of operations, changes in members' equity, and cash flows for the year ended December 31, 1999 and for the period from May 4, 1998 (inception) to December 31, 1998. 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 audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audits 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 audits provide 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 Time Direct, LLC as of December 31, 1999 and 1998, and the results of its operations and its cash flows for periods then ended in conformity with generally accepted accounting principles.

DENVER, COLORADO
JUNE 30, 2000

TIME DIRECT, LLC
BALANCE SHEETS

<TABLE>
<CAPTION>

ASSETS

	DECEMBER 31, 1999	DECEMBER 31, 1998
<S>	<C>	<C>
CURRENT ASSETS:		
Cash	$ 11,651	$ 3,510
Trade accounts receivable	43,887	228
Prepaid expenses	--	40
Total Current Assets	55,538	3,778
FURNITURE AND EQUIPMENT, net	34,443	2,838
	$ 89,981	$ 6,616
LIABILITIES AND MEMBERS' EQUITY		
CURRENT LIABILITIES:		
Trade accounts payable	$ 16,402	$ 1,948
Accrued expenses	2,128	--
Current portion of long-term debt	5,260	--
Total Current Liabilities	23,790	1,948
LONG-TERM DEBT, net of current portion	10,884	--
Total Liabilities	34,674	1,948
COMMITMENTS AND CONTINGENCIES		
MEMBERS' EQUITY	55,307	4,668
	$ 89,981	$ 6,616

</TABLE>

SEE ACCOMPANYING NOTES TO FINANCIAL STATEMENTS

TIME DIRECT, LLC
STATEMENTS OF OPERATIONS

<TABLE>
<CAPTION>

<S>	FOR THE YEAR ENDED DECEMBER 31, 1999 <C>	FOR THE PERIOD MAY 4, 1998 (INCEPTION) TO DECEMBER 31, 1998 <C>
REVENUES:		
Sales	$ 208,429	$ 6,261
Other	495	63
Total Revenues	208,924	6,324
COSTS AND EXPENSES:		
Cost of sales	126,636	1,903
General and administrative	21,981	9,627
Depreciation and amortization	2,117	176
Interest	295	--
Total Expenses	151,029	11,706
NET INCOME/(LOSS)	$ 57,895	$ (5,382)

</TABLE>

SEE ACCOMPANYING NOTES TO FINANCIAL STATEMENTS

TIME DIRECT, LLC
STATEMENT OF CHANGES IN MEMBERS' EQUITY
FOR THE PERIODS ENDED DECEMBER 31, 1999 AND 1998

<TABLE>

<S>	<C>
BEGINNING MEMBERS' EQUITY	$ --
Contributions	10,050
Net (loss)	(5,382)
BALANCE, DECEMBER 31, 1998	4,668
Withdrawals	(7,256)
Net income	57,895
BALANCE, DECEMBER 31, 1999	$ 55,307

</TABLE>

SEE ACCOMPANYING NOTES TO FINANCIAL STATEMENTS

TIME DIRECT, LLC
STATEMENTS OF CASH FLOWS

<TABLE>
<CAPTION>

FOR THE PERIOD

	FOR THE YEAR ENDED DECEMBER 31, 1999	MAY 4, 1998 (INCEPTION) TO DECEMBER 31, 1998
<S>	<C>	<C>
CASH FLOWS FROM (TO) OPERATING ACTIVITIES:		
Net income (loss) from operations	$ 57,895	$ (5,382)
Adjustments to reconcile net income (loss) to net cash provided (used) by operating activities:		
Depreciation and amortization	2,117	176
Changes in:		
Trade accounts receivable	(43,659)	(228)
Prepaid expenses	40	(40)
Accounts payable	14,454	1,948
Accrued expenses	2,128	--
Net Cash Provided (Used) by Operating Activities	32,975	(3,526)
CASH FLOWS FROM (TO) INVESTING ACTIVITIES:		
Purchase of equipment	(33,722)	(3,014)
Net Cash (Used) by Investing Activities	(33,722)	(3,014)
CASH FLOWS FROM (TO) FINANCING ACTIVITIES:		
Proceeds from notes payable	16,921	--
Payments on notes payable	(777)	--
Members' capital contributions	--	10,050
Members' distributions	(7,256)	--
Net Cash Provided by Financing Activities	8,888	10,050
NET INCREASE IN CASH	8,141	3,510
CASH, beginning of period	3,510	--
CASH, end of period	$ 11,651	$ 3,510

</TABLE>

SEE ACCOMPANYING NOTES TO FINANCIAL STATEMENTS

TIME DIRECT, LLC
NOTES TO FINANCIAL STATEMENTS

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

HISTORY

Time Direct, LLC (the LLC), was formed under the laws of the State of Colorado on May 4, 1998. The LLC designs and installs completely automated, voice controlled home environments.

CONCENTRATIONS OF CREDIT RISK

Financial instruments which potentially expose the LLC to concentrations of credit risk consist primarily of trade accounts receivable. The LLC's customer base includes three significant home builders. Although the LLC is directly affected by the financial well-being of the home building industry, management does not believe significant credit risk existed at December 31, 1999 and 1998.

At December 31, 1999 the accounts receivable balance for three major customers totaled $43,587 or 99% of the total accounts receivable balance.

The LLC maintains all cash in bank deposit accounts which at times may exceed federally insured limits. The LLC has not experienced a loss in such accounts.

FAIR VALUE OF FINANCIAL INSTRUMENTS

The carrying amounts of cash, accounts receivable, accounts payable, and accrued expenses approximate fair value because of the short maturity of these items.

FURNITURE AND EQUIPMENT

Furniture and equipment is recorded at cost. Depreciation expense is provided on a straight-line basis using the estimated useful lives of 5-7 years. Maintenance and repairs are charged to expense as incurred. When assets are retired or otherwise disposed of, the property accounts are relieved of costs and accumulated depreciation and any resulting gain or loss is credited or charged to operations. Depreciation expense for the periods ended December 31, 1999 and 1998 was $2,117 and $176, respectively.

CASH AND CASH EQUIVALENTS

For purposes of reporting cash flows, the LLC considers all funds with original maturities of three months or less to be cash equivalents.

INCOME TAXES

The LLC is treated as a partnership for federal income tax purposes. Consequently, federal income taxes are not incurred. Members are taxed individually on their share of the earnings.

ORGANIZATION COSTS

Costs incurred in organizing the LLC have been expensed as incurred in accordance with SOP 98-5, "Reporting on the Costs of Start-up Activities".

TIME DIRECT, LLC
NOTES TO FINANCIAL STATEMENTS

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

REVENUE RECOGNITION

There are generally two or three phases of completion for installation of the Company's products. Revenues are recognized after each phase has been completed.

USE OF ESTIMATES IN THE PREPARATION OF FINANCIAL STATEMENTS

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates and assumptions.

NOTE 2 - FURNITURE AND EQUIPMENT

Furniture and equipment consists of the following:

<TABLE>
<CAPTION>

	DECEMBER 31, 1999	DECEMBER 31, 1998
Furniture and fixtures	$ 3,014	$ 3,014
Equipment	33,722	--
	36,736	3,014
Less accumulated depreciation and amortization	(2,293)	(176)
	$ 34,443	$ 2,838

</TABLE>

NOTE 3 - LONG-TERM DEBT

Long-term debt consists of the following at December 31, 1999:

<TABLE>

Two notes payable to a financing company; each note has monthly payments of $268, interest at 8.49%, secured by equipment and due October 2002	$ 16,144

Less current portion	5,260
	$ 10,884

</TABLE>

TIME DIRECT, LLC
NOTES TO FINANCIAL STATEMENTS

NOTE 3 - LONG-TERM DEBT (CONTINUED)

Annual maturities of the notes are as follows:

<TABLE>

<S>	<C>
Fiscal year ending December 31, 2000	$ 5,260
2001	5,727
2002	5,157
	$ 16,144

</TABLE>

NOTE 4 - SUBSEQUENT EVENT

On May 18, 2000 the members of the LLC sold all of the issued and outstanding Limited Liability Interests to IntelliReady, Inc. for cash and promissory notes.