

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: **2005-05-02** | Period of Report: **2005-03-31**
SEC Accession No. **0001078782-05-000151**

([HTML Version](#) on [secdatabase.com](#))

FILER

TURINCO INC

CIK: **1113313** | IRS No.: **870618509** | State of Incorporation: **NV** | Fiscal Year End: **1231**
Type: **10QSB** | Act: **34** | File No.: **000-30695** | Film No.: **05787933**
SIC: **9995** Non-operating establishments

Mailing Address
1981 E 4800 SOUTH
SALT LAKE CITY UT 84117

Business Address
1981 E 4800 SOUTH
SALT LAKE CITY UT 84117
8012729294

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549
FORM 10-QSB

(x) QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2005

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

For the transition period from _____ to _____
Commission File number 000-30695

TURINCO, INC.
(Exact name of registrant as specified in charter)

Nevada
(State or other jurisdiction of
incorporation or organization)

87-0618509
(I.R.S. Employer
Identification No.)

1981 East Murray Holiday Rd, Salt Lake City, Utah
(Address of principal executive offices)

84117
(Zip Code)

801-272-9294
Registrant's telephone number, including area code

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), Yes [x] No [] and (2) has been subject to such filing requirements for the past 90 days. Yes [x] No []

APPLICABLE ONLY TO CORPORATE ISSUERS:

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the last practicable date

<u>Class</u>	<u>Outstanding as of March 31, 2005</u>
Common Stock, \$0.001	6,903,000

INDEX

	<u>Page Number</u>
PART I.	
ITEM 1. Financial Statements (unaudited)	3
Balance Sheets	4
March 31, 2005 and December 31, 2004	
Statements of Operations	
For the three months ended March 31, 2005 and 2004	5
and the period June 16, 1977 to March 31, 2005	
Statements of Cash Flows	
For the three months ended March 31, 2005 and 2004	6
and the period June 16, 1977	to March 31, 2005
Notes to Financial Statements	7
ITEM 2. Plan of Operations	9
ITEM 3. Controls and Procedures	10
PART II.	
ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K	11
Signatures	12

PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

The accompanying balance sheets of Turinco, Inc. (development stage company) at March 31, 2005 and December 31, 2004, and the related statements of operations, and statements of cash flows, for the three months ended March 31, 2005 and 2004 and the period June 16, 1977 to March 31, 2005, have been prepared by the Company=s management in conformity with accounting principles generally accepted in the United States of America. In the opinion of management, all adjustments considered necessary for a fair presentation of the results of operations and financial position have been included and all such adjustments are of a normal recurring nature.

Operating results for the quarter ended March 31, 2005, are not necessarily indicative of the results that can be expected for the year ending December 31, 2005.

TURINCO, INC.
(Development Stage Company)
BALANCE SHEETS
March 31, 2005 and December 31, 2004

	(unaudited) Mar 31, <u>2005</u>	(audited) Dec 31, <u>2004</u>
ASSETS		
CURRENT ASSETS		
Cash	\$ 11	\$ 1,232
Total Current Assets	<u>\$ 11</u>	<u>\$ 1,232</u>
 LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES		
Accounts payable	\$ -	\$ -
Total Current Liabilities	<u>-</u>	<u>-</u>
 STOCKHOLDERS' EQUITY		
Common stock		
100,000,000 shares authorized, at \$0.001 par value;		
6,903,000 shares issued and outstanding March 31, 2005	6,903	8,253
Capital in excess of par value	90,560	88,310
Deficit accumulated during the development stage	<u>(97,452)</u>	<u>(95,331)</u>
Total Stockholders' Equity	<u>\$ 11</u>	<u>\$ 1,232</u>

The accompanying notes are an integral part of these financial statements.

TURINCO, INC.
(Development Stage Company)
STATEMENTS OF OPERATIONS - unaudited
For the Three Months Ended March 31, 2005, and 2004
and the Period June 16, 1977 (Date of Inception) to March 31, 2005

	<u>Mar 31,</u> <u>2005</u>	<u>Mar 31,</u> <u>2004</u>	<u>Jun 16, 1977 to</u> <u>Mar 31, 2005</u>
REVENUES	\$ -	\$ -	\$ -
EXPENSES	2,121	2,474	97,452
NET LOSS	<u>\$ (2,121)</u>	<u>\$ (2,474)</u>	<u>\$ (97,452)</u>
NET LOSS PER COMMON SHARE			
Basic	<u>\$ -</u>	<u>\$ -</u>	
AVERAGE OUTSTANDING SHARES			
Basic	<u>6,903</u>	<u>8,253</u>	

The accompanying notes are an integral part of these financial statements.

TURINCO, INC.
 (Development Stage Company)
STATEMENTS OF CASH FLOWS - unaudited
 For the Three Months Ended March 31, 2005, and 2004
 and the Period June 16, 1977 (Date of Inception) to March 31, 2005

	<u>Mar 31,</u> <u>2005</u>	<u>Mar 31,</u> <u>2004</u>	<u>Jun 16, 1977</u> <u>to Mar 31,</u> <u>2005</u>
CASH FLOWS FROM OPERATING ACTIVITIES			
Net loss	\$ (2,121)	\$ (2,474)	\$(97,452)
Adjustments to reconcile net loss to net cash provided by operating activities			
Contributions to capital - expenses	-	-	13,463
Issuance of common stock for services	-	-	19,500
Change in accounts payable	-	2,072	-
	(2,121)	(402)	(64,489)
CASH FLOWS FROM INVESTING ACTIVITIES			
	-	-	-
CASH FLOWS FROM FINANCING ACTIVITIES			
Contribution to capital	900	-	900
Proceeds from issuance of common stock	-	-	63,600
	(1,221)	(402)	11
Net Increase (Decrease) in Cash			
Cash at Beginning of Period	1,232	1,467	-
Cash at End of Period	\$ 11	\$ 1,065	\$ 11
NON CASH FLOWS FROM OPERATING ACTIVITIES			
Issuance of 864,000 common shares for services - related parties - 1981			\$ 12,000
Issuance of 1,350,000 common shares for expenses - related parties - 1999			7,500
Contributions to capital - expenses - related parties - 2001-2003			13,464

The accompanying notes are an integral part of these financial statements.

TURINCO, INC.
(Development Stage Company)
NOTES TO FINANCIAL STATEMENTS
March 31, 2005

1. ORGANIZATION

The Company was incorporated under the laws of the State of Nevada on June 16, 1977 with authorized common stock of 2,500 shares with a par value of \$0.25. On October 16, 1998 the authorized capital stock was increased to 100,000,000 shares with a par value of \$0.001.

The Company is in the development stage and has been engaged in the activity of seeking developmental mining properties however it became inactive after 1982.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Accounting Methods

The Company recognizes income and expenses based on the accrual method of accounting.

Dividend Policy

The Company has not yet adopted a policy regarding payment of dividends.

Income Taxes

The Company utilizes the liability method of accounting for income taxes. Under the liability method deferred tax assets and liabilities are determined based on the differences between financial reporting and the tax bases of the assets and liabilities and are measured using the enacted tax rates and laws that will be in effect, when the differences are expected to reverse. An allowance against deferred tax assets is recorded, when it is more likely than not, that such tax benefits will not be realized.

On March 31, 2005, the Company had a net operating loss carry forward of \$97,452. The income tax benefit of approximately \$29,000 from the loss carry forward has been fully offset by a valuation reserve because the use of the future tax benefit is undeterminable since the Company has no operations. The net operating loss will expire in 2026.

Basic and Diluted Net Income (Loss) Per Share

Basic net income (loss) per share amounts are computed based on the weighted average number of shares actually outstanding. Diluted net income (loss) per share amounts are computed using the weighted average number of common shares and common equivalent shares outstanding as if shares had been issued on the exercise of any common or preferred share rights unless the exercise becomes antidilutive and then only the basic per share amounts are shown in the report.

TURINCO, INC.
(Development Stage Company)
NOTES TO FINANCIAL STATEMENTS (Continued)
March 31, 2005

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial Instruments

The carrying amounts of financial instruments are considered by management to be their estimated fair value due their short term maturities.

Financial and Concentrations Risk

The Company does not have any concentration or related financial credit risk.

Revenue Recognition

Revenue will be recognized on the sale and delivery of a product or the completion of a service provided.

Advertising and Market Development

The company will expense advertising and market development costs as incurred.

Estimates and Assumptions

Management uses estimates and assumptions in preparing financial statements in accordance with generally accepted accounting principles. Those estimates and assumptions affect the reported amounts of the assets and liabilities, the disclosure of contingent assets and liabilities, and the reported revenues and expenses. Actual results could vary from the estimates that were assumed in preparing these financial statements.

Recent Accounting Pronouncements

The Company does not expect that the adoption of other recent accounting pronouncements will have a material impact on its financial statements.

3. CAPITAL STOCK

During 2005 an officer of the Company returned 1,350,000 post split common shares for cancellation and the Company completed a forward stock split of nine shares for each outstanding share. This report has been prepared showing post split shares from inception.

TURINCO, INC.
(Development Stage Company)
NOTES TO FINANCIAL STATEMENTS (Continued)
March 31, 2005

4. SIGNIFICANT TRANSACTIONS WITH RELATED PARTIES

Officers-directors have acquired 22% of the outstanding common stock of the Company and have made contributions to capital by payment of Company expenses of \$13,463 and \$900 in cash.

5. GOING CONCERN

The Company intends to acquire interests in various business opportunities which, in the opinion of management, will provide a profit to the Company, however there is insufficient working capital for any future planned activity, which raises substantial doubt about its ability to continue as a going concern.

Continuation of the Company as a going concern is dependent upon obtaining additional working capital and the management of the Company has developed a strategy, which it believes will accomplish this objective through additional contributions to capital by payment of Company expenses, and additional equity funding which will enable the Company to conduct operations for the coming year.

ITEM 2. PLAN OF OPERATIONS

The Company's management is seeking and intends to acquire interests in various business opportunities which, in the opinion of management, will provide a profit to the Company but it does not have the working capital to be successful in this effort. The Company has had discussions with various parties regarding acquisitions. However, no definitive agreement has been entered into with any party.

Continuation of the Company as a going concern is dependent upon obtaining the working capital necessary for its planned activity. The management of the Company has developed a strategy, which they believe can obtain the needed working capital through additional equity funding and long term debt which will enable the Company to continue operations for the coming year.

Liquidity and Capital Resources

The Company will need additional working capital to finance its planned activity.

Results of Operations

The Company has had no operations during this reporting period.

ITEM 3. CONTROLS AND PROCEDURES

Based on an evaluation as of the date of the end of the period covered by this Form 10-QSB, our Chief Executive Office and Chief Financial Officers, conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures, as required by Exchange Act Rule 13a-15. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified by the SEC's rules and forms.

Changes in Internal Controls

There were no significant changes in our internal controls over financial reporting that occurred during the quarter ended March 31, 2005 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Limitations on the Effectiveness of Controls

We believe that a control system, no matter how well designed and operated, cannot provide absolute assurance that the objectives of the control system are met, and no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within a company have been detected.

PART 2 - OTHER INFORMATION

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) Exhibits

- Exhibit 31.1 Rule 13a-14(a)/15d-14(a) Certification.
Exhibit 31.2 Rule 13a-14(a)/15d-14(a) Certification
Exhibit 32.1 Certification by the Chief Executive Officer Relating to a Periodic Report Containing Financial Statements.*
Exhibit 32.2 Certification by the Chief Financial Officer Relating to a Periodic Report Containing Financial Statements.*

(b) Reports on Form 8-K.

On March 17, 2005, The Company filed an 8K covering the following matters:

CHANGE OF DIRECTORS/PRINCIPAL OFFICERS

Effective March 17, 2005, the Company appointed Leonard G. Gordon to fill a vacancy on the board of directors and as Chief Financial Officer of the Company.

OTHER EVENTS

On March 17, 2005, the Company approved a nine for one forward split of its issued and outstanding shares of common stock for shareholders of records as of March 28, 2005. As of the record date, the Company had 767,000 shares issued and outstanding. Following the forward split, the Company will have 6,903,000 shares issued and outstanding.

* The Exhibit attached to this Form 10-Q shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act") or otherwise subject to liability under that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

SIGNATURES

Next Page

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 there unto duly authorized.

Turinco, Inc.
[Registrant]

S/Penney L. Smith **Date:4/29/05**

Penney L. Smith- CEO

Date: 4/28/05

S/Leonard G. Gordon
Leonard G. Gordon CFO

CERTIFICATION

I, as Chief Executive Officer, certify that:

1. I have reviewed this report on Form 10-QSB of the Company;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect the period covered by this report;

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

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and I(we) have:

(a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

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

(d) 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 has materially affected, or is reasonably likely to materially affect, the small business issuer's internal control over financial reporting; and

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):

(a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

(b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officers, if any, and I have indicated in this report whether or not there were any significant changes in internal controls or in other factors that could significantly affect internal

controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: 4/29/05

S/ Penney L. Smith _____
Penney L. Smith, CEO

CERTIFICATION

I, as Chief Financial Officer, certify that:

1. I have reviewed this report on Form 10-QSB of the Company;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect the period covered by this report;

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

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and I(we) have:

(a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

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

(d) 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 has materially affected, or is reasonably likely to materially affect, the small business issuer's internal control over financial reporting; and

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):

(a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

(b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officers, if any, and I have indicated in this report whether or not there were any significant changes in internal controls or in other factors that could significantly affect internal

controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: 4/28/05

S/ Leonard G. Gordon _____
Leonard G. Gordon, CFO

CERTIFICATION

Pursuant to Section 906 of the Public Company Accounting Reform and Investor Protection Act of 2002 (18 U.S.C. § 1350, as adopted), I, Penney L. Smith, Chief Executive Officer of the Company, hereby certifies that, to the best of his or her knowledge:

1. The Company's Report on Form 10-QSB for the period ended March 31, 2005, and to which this Certification is attached as Exhibit 32.1 (the "PERIODIC REPORT") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

2. The information contained in the Periodic Report fairly presents, in all material respects, the financial condition of the Company at the end of the period covered by the Periodic Report and results of operations of the Company for the period covered by the Periodic Report.

Dated: 4/29/05

S/ Penney L. Smith

Penney L. Smith
CEO

A signed original of this written statement required by Section 906 has been provided to Turinco, Inc. and will be retained by Turinco, Inc. and furnished to the Securities and Exchange Commission or its staff upon request

THIS CERTIFICATION ACCOMPANIES THIS REPORT PURSUANT TO § 906 OF THE SARBANES-OXLEY ACT OF 2002 AND SHALL NOT BE DEEMED "FILED" BY THE COMPANY FOR PURPOSES OF SECTION 18 OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED.

CERTIFICATION

Pursuant to Section 906 of the Public Company Accounting Reform and Investor Protection Act of 2002 (18 U.S.C. § 1350, as adopted), I, Leonard G. Gordon, Chief Financial Officer of the Company, hereby certifies that, to the best of his or her knowledge:

1. The Company's Report on Form 10-QSB for the period ended March 31, 2005, and to which this Certification is attached as Exhibit 32.1 (the "PERIODIC REPORT") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

2. The information contained in the Periodic Report fairly presents, in all material respects, the financial condition of the Company at the end of the period covered by the Periodic Report and results of operations of the Company for the period covered by the Periodic Report.

Dated: 4/28/04

S/ Leonard G. Gordon

Leonard G. Gordon

CFO

A signed original of this written statement required by Section 906 has been provided to Turinco, Inc. and will be retained by Turinco, Inc. and furnished to the Securities and Exchange Commission or its staff upon request

THIS CERTIFICATION ACCOMPANIES THIS REPORT PURSUANT TO § 906 OF THE SARBANES-OXLEY ACT OF 2002 AND SHALL NOT BE DEEMED "FILED" BY THE COMPANY FOR PURPOSES OF SECTION 18 OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED.