

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: **2005-01-13** | Period of Report: **2004-11-30**
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FILER

ATLANTIC SYNDICATION NETWORK INC

CIK: **1085129** | IRS No.: **880325940** | State of Incorporation: **NV** | Fiscal Year End: **1231**
Type: **10QSB** | Act: **34** | File No.: **000-26383** | Film No.: **05528348**
SIC: **7819** Allied to motion picture production

Mailing Address
3838 CAMINO DEL RIO
NORTH SUITE 3000
SAN DIEGO CA 92108

Business Address
P.O. BOX 30010
LAS VEGAS NV 89173-0010
7028719666

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-QSB

(Mark One)

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

For the quarterly period ended _____ November 30, 2004 _____

OR

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

For the transition from September 1, 2004 through November 30, 2004

Commission File Number ____ 0-26383 ____

ATLANTIC SYNDICATION NETWORK, INC.

(Exact name of Small Business Issuers in Its Charter)

NEVADA

88-0325940

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer
Identification Number)

6125 West Edna Ave, Las Vegas, Nevada

89146

(Address of principal executive offices)

(Zip code)

(702) 388-8800

(Issuer's Telephone Number)

Title of Each Class
to be so Registered

Name of Each Exchange on Which
Each Class is to be Registered

n/a

n/a

NOT APPLICABLE
(Former name, 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 reuired to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

X Yes No

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

Common Stock, \$.001 par value 27,472,444 as of November 30,2004.

ATLANTIC SYNDICATION NETWORK, INC.

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SIGNATURES

CERTIFICATION

ITEM 1. FINANCIAL STATEMENTS

As used herein, the term "Company" refers to Atlantic Syndication Network, Inc. and predecessors unless otherwise indicated. Unaudited, condensed interim financial statements including a balance sheet for the Company as of the quarter ended November 30, 2004 and statements of operations, and statements of cash flow for the interim period up to the date of such balance sheet and the comparable period of the preceeding year, are attached hereto as pages 1 through 5 and are incorporated herein by this reference.

PART I - FINANCIAL STATEMENT
ATLANTIC SYNDICATION NETWORK, INC.
Condensed Consolidated Balance Sheet

(Unaudited)

ASSETS	November 30 2004	Feb. 29 2004	
Cash	\$ 564	\$ 15,808	
Prepaid Media	-----	12,550	12,550
Total current assets	-----	13,114	28,358
Property and equipment - net	21,443	31,331	
Other Assets			
Project development costs	452,856	452,856	
Amortization Project development	(432,759)	(417,356)	
Rent Deposit	11,350	11,350	
Total - Other Assets	----- 36,578	----- 46,840	
Total assets	\$ 73,923 =====	106,529 =====	
LIABILITIES AND STOCKHOLDERS EQUITY			
Current liabilities			
Accounts payable	\$ 38,727	\$ 38,162	
Accrued Rent	231,300	174,150	
Notes Payable (Current Portion)	43,092	49,803	
Refundable deposits	10,000	10,000	
Due to Stockholders	300,546	283,944	
Total Current Liabilities	----- 623,665	----- 556,059	
Long Term liabilities	17,970	17,970	
Total liabilities	----- 641,636	----- 574,029	
Stockholders equity			
Preferred stock \$.01 par value:Authorized 500,000 shares; Issued and outstanding - none.			
Common stock \$.001 par value:Authorized 50,000,000; Issued and outstanding 27,472,444 at 11-30-04 and 26,312,444 at February 29,2004, respectively	27,472	26,312	
Additional paid-in capital	1,842,321	1,773,881	
Retained earnings (deficit)	(2,267,693)	(2,267,693)	
Net income (loss)	(177,731)	-----	
Net stockholders' equity	----- (575,631)	----- (467,500)	

Total liabilities and stockholders' equity	\$ 66,004	\$106,529
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See accompanying notes. 2

ATLANTIC SYNDICATION NETWORK, INC.

Condensed Consolidated Statement of Operations

(Unaudited)

	Three Months Ended		
	November 30,	November 30,	
	2004	2003	
Net revenue	\$ 0	\$ 0	
Costs and expenses:			
Amortization expense	5,131	18,608	
Depreciation expense	3,352	4,895	
General and administrative expenses	89,775	41,913	
(less)Capitalization-project development cost	-	-	
	-----	-----	
Total operating expenses	98,258	65,416	
	-----	-----	
Operating Income (loss)	(98,258)	(65,416)	
Interest Income	-	-	
Interest Expense	(155)	(100)	
Other (expense) income	-	-	
	-----	-----	
(Loss) before income taxes	(98,413)	(65,516)	
Income tax provision (benefit)	-	-	
	-----	-----	
Net Income (loss)	\$ (98,413)	\$ (65,516)	
Net (loss) per share of common stock	\$ (0.004)	\$ (0.002)	
	-----	-----	
Weighted average shares outstanding during the period	26,600,000	22,067,444	
	-----	-----	

ATLANTIC SYNDICATION NETWORK, INC.

Condensed Consolidated Statement of Operations

(Unaudited)

	Nine Months Ended		
	November 30,	November 30,	
	2004	2003	
Net revenue	\$ 3,000	\$ 15,000	
Costs and expenses:			
Amortization expense	15,393	55,824	
Depreciation expense	10,056	14,685	
General and administrative expenses	154,890	194,339	
(less)Capitalization-project development cost	-	-	
	-----	-----	
Total operating expenses	180,339	264,848	
	-----	-----	
Operating Income (loss)	(177,339)	(249,848)	
Interest Income	-	-	
Interest Expense	(392)	(399)	
Other (expense) income	-	-	
	-----	-----	
(Loss) before income taxes	(177,731)	(250,247)	
Income tax provision (benefit)	-	-	
	-----	-----	
Net Income (loss)	\$ (177,731)	\$ (250,247)	
Net (loss) per share of common stock	\$ (0.007)	\$ (0.011)	
	-----	-----	
Weighted average shares outstanding during the period	26,600,000	22,067,444	
	-----	-----	

ATLANTIC SYNDICATION NETWORK, INC.

Condensed Consolidated Statement of Cash Flows

(Unaudited)

	Nine Months Ended	
	November 30	November 30
	2004	2003
Net Cash Flow from Operating Activities:		
Net Income (loss)	\$ (177,731)	\$ (250,247)
Adjustments to reconcile Net Income to Cash provided by (used in) Operating Activities:	-----	-----
Depreciation and Amortization	25,449	70,509
Other changes in Operating Assets and Liabilities	(7,909)	(5,482)
Stock issued for Services in Lieu of Cash	51,000	9,900
	-----	-----
Total adjustments	68,540	74,927
	-----	-----
Net Cash provided by Operating Activities	(109,191)	(175,320)
	-----	-----
Cash Flows from Investing Activities:		
Property and Equipment	-	(580)
Other Assets	-	-
	-----	-----
Net cash (used) by Investing Activities	-	(580)
	-----	-----
Cash Flows from Financing Activities:		
Notes Payable	5,000	-
Due to stockholders	70,947	154,900
Funds raised from Stock Issued	18,000	21,000
	-----	-----
Net Cash (used) by Financing Activities	93,947	175,900
	-----	-----
Increase (decrease) in Cash and Cash equivalents	(15,244)	0
Cash at Beginning of year	15,808	0
	-----	-----
Cash at End of Period	\$ 564	\$ -
	-----	-----
Supplemental Cash Flow Information		
Interest paid	\$ 392	\$ 399

Non-cash items

Stock Issued in Lieu of Cash	\$ 52,200	\$ 30,900
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See accompanying notes. 5

ATLANTIC SYNDICATON NETWORK, INC.

Notes to Unaudited Interim Condensed Financial Statements
for the Period Ending November 30,2004

Note 1 - BASIS OF PRESENTATION

The interim financial statements at November 30,2004 and for the three month period ended November 30,2004 and 2003 are unaudited, but include all adjustments which management considers necessary for a fair presentation. The February 29,2004 balance sheet was derived from the Company's audited financial statements.

The accompanying unaudited financial statements are for the interim periods and do not include all disclosures normally provided in annual financial statements, and should be read in conjunction with the Company's Form 10K-SB for the year ended February 29,2004. The audited financial statements as of February 29,2004 refer to a going concern issue. This issue still exists as of November 30,2004. The accompanying unaudited interim financial statements for the three month period ended November 30,2004 and 2003 are not necessarily indicative of the results which can be expected for the entire year.

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

Note 2 - COMMON STOCK

During the quarter ending November 30,2004, the Company issued 850,000 shares of 144 restricted common stock.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operation.

The following information includes forward-looking statements, the realization of which may be impacted by certain important factors discussed in "Risk Factors" listed below, including information provided in the Company's Annual 10K-SB

Registrant develops, produces, and distributes television programs and specific projects created for domestic and international markets. The goal is to produce effective television programming, third party commercials or commissioned projects and be known as a notable provider of niche market television, corporate videos and infomercials.

Revenues are generated by (1) the sale of advertising and promotions to be shown during the show; (2) companies sponsoring shows because of content.

Other income is generated by: (1) third party consulting services for project development; script, layout, production, editing and distribution of the product (2) third party video post production services and (3) web design, its implementation and internet streaming (4) C.D., D.V.D. or videotape sales. Additional revenues may be derived from the sale of related products advertised during the course of a show that complement and add value to the original product or videotape being sold on television.

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RECENT SALES OF SECURITIES: The Registrant had the following stock issuances within the last quarter as described below. All such shares were either issued for services by the company or sold by officers and directors of the Registrant and no underwriters were utilized.

QUARTER ENDING
September 1, 2004 to November 30, 2004

<TABLE>
<CAPTION>

DATE <S>	CLASS <C>	# OF SHARES <C>	AMOUNT <C>	Per Share <C>	CONSIDERATION <C>	NAME <C>
9/3/04	Common	10,000	\$600.	\$.06	Service	B.Bardes
9/15/04	Common	10,000	\$600.	\$.06	Service	K.Wyatt Sr.
9/15/04	Common	10,000	\$600.	\$.06	Service	S.Wyatt
9/15/04	Common	10,000	\$600.	\$.06	Service	G.Schlosser
9/15/04	Common	100,000	\$6,000.	\$.06	Service	G.Schlosser
9/15/04	Common	10,000	\$600.	\$.06	Service	M.Edwards
9/15/04	Common	150,000	\$9,000.	\$.06	Service	K.Crocker
9/15/04	Common	350,000	\$21,000.	\$.06	Service	K.Bartlett
9/15/04	Common	100,000	\$6,000.	\$.06	Service	R.Bonin
9/15/04	Common	100,000	\$6,000.	\$.06	Service	B.Bardes

</TABLE>

As of November 30, 2004, there are 27,472,444 shares issued and outstanding. Of this amount, 4,461,767 shares are now available on OTCBB, whereas 23,010,677 shares have been and/or they are currently restricted subject to Rule 144 of the 1933 Securities and Exchange Act.

RESULTS OF OPERATIONS:

ASNi's focus has been (a) production of client websites and (b) developing ASNi's upcoming infomercial and media websites (c) evaluating structure to secure additional funding and (d) meeting with potential joint-venture partners and investors for various projects. Company shows were not being aired on television during this period. It is anticipated during this fiscal year the company will be able to secure additional funding and resume production of its in-house shows, its third party productions including commercials and infomercials. Once distribution of ASNi shows are in place, it is projected that income will be generated from the advertisers and sponsors of these shows

Revenue for in-house production is recognized at time of distribution. Revenue for corporate interview videos or outside third party production for commercials or infomercials is recognized during the various

stages of work and upon completion of each contract.

ATLANTIC SYNDICATION NETWORK, INC. generated \$ 0. in revenues for the three months ended November 30,2004. During this quarter, the Company incurred \$98,413. of operating expenses. The net operating expenses for the three months ended November 30,2004 increased \$32,897. over the three months ended November 30,2003. This was attributable to a decrease in depreciation and amortization of \$15,020.and decrease in general and administrative expenses of \$47,867. during this period.

SUBSEQUENT EVENTS - None

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LIQUIDITY AND CAPITAL RESOURCES

The Registrant's cash position at November 30,2004 was \$564, the cash position as of November 30,2003 was \$ 0.

Working capital at November 30, 2004 was a negative (\$610,551). Liabilities currently include a net of \$531,846 due the principal stockholders. Although the \$531,846 has been and is currently due, no demand has been made upon the company for payment.

During the last three months September 1 to November 30,2004, the Company did not convert outstanding corporate debt into restricted 144 common shares of stock. Management will continue its effort to convert additional notes, debt and/or services provided into equity when possible.

RISK FACTORS:

The Company's business is subject to numerous risk factors, not all of which can be known or anticipated and any one of which could adversely impact the Company or its financial condition. Some of those risk factors are as follows:

Failure to License: Renew of Licenses or Production and Broadcast Agreements. There can be no assurance that any existing programs or programs in production by the Company will be licensed, relicensed for additional broadcast seasons or renewed for production or, if so licensed or renewed, that the terms of the license agreements, production or broadcast agreements will be as favorable to the company as the previous, existing or projected agreements.

Nature of the Entertainment Industry: The television, merchandising and direct-to-video industries are highly speculative and historically have involved a substantial degree of risk. The success of a television show, series or video production depends upon unpredictable and changing factors such as audience acceptance, which may bear little or no correlation to the Company's production and other costs. Audience acceptance of the Company's products represents a response not only to the artistic components of the products, but also to promotion by the distributor, the availability of alternative forms of entertainment and leisure time activities, the general economic conditions and public taste and include intangible factors, all of which change rapidly and cannot be predicted with certainty. Therefore, there is a risk that some or all of the Company's projects will not be commercially successful, resulting in costs not being recouped or anticipated profits not being realized.

Competition: The creation, development, production and distribution of television programming, together with the exploitation of the proprietary rights related to such programming, is a highly competitive business. The Company competes with producers, distributors, licensors and merchandisers, many of whom are larger and have greater financial resources. Although the number of outlets available to producers has increased with the emergence of new broadcast stations, the number of time slots available to independent producers remains limited. Moreover, because license fees in the United States have dropped substantially recently, companies that do not rely on U. S. broadcast license fees to finance the production of programming have achieved a competitive advantage. These companies now serve as an additional source

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of competition for the limited slots available to independent companies. As a result of these factors, the Company will expand its creative and distribution effort but cannot make assurances that it will be able to remain competitive. Niche market programs such as Martial Arts that are currently popular may not sustain their popularity and new programs may not become popular. Each program (or show) is an individual artistic work, and consumer reaction will determine its commercial success. Management cannot assure the stockholders that it will be able to continue to create entertaining episodes for the Company's programs or that it will be able to create new programs that are appealing or saleable to broadcasters.

Dependence upon Key Personnel: Registrant's success depends to a significant extent upon the expertise and services of Kent Wyatt Sr., the President and Chief Executive Officer. Although Registrant has agreements with other independent and key management personnel, the loss of services of Mr. Wyatt and/or other key personnel could have an adverse effect on the Company business, results of operations and financial condition.

SPECIAL NOTE REGARDING FORWARD-LOOKING INFORMATION. This Report may contain statements that constitute "forward-looking information or statements" within the meaning of Section 21E of the Securities Exchange Act, 1934, as amended, and Section 27A of the Securities Act of 1933, as amended. The words "expect", "approximately", "anticipate", "believe", "plan", "should", "scheduled", "will", "may", "projected" "benefit" "upcoming" "strategic" "demonstrated" "quality", "added value" and similar expressions or variations thereof intended to identify forward-looking statements. Such statements may appear in this or other filings and include statements regarding the intent, belief or current expectations of the Company, its directors or officers with respect to, among other things, (a) trends affecting the financial condition or results of operations of the Company, (b) the business and growth strategies of the Company, and (c) the Company's objectives, planned or expected activities and anticipated financial performance. Potential investors and stockholders of the Company are cautioned not to put undue reliance on such forward-looking statements. Such forward-looking statements are not guarantees of future performance and involve risks and uncertainties, and the actual results may differ materially from those projected in this or other corporate reports, for the reasons, among others, discussed in the Section "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Risk Factors". The Company undertakes no

obligation to publicly revise these forward-looking statements to reflect events or circumstances that arise after the date hereof. Readers should carefully review the "Risk Factors" described in this or other documents the Company files from time to time with the Securities and Exchange Commission, including all Quarterly Reports filed on Form 10Q-SB by the Company and the Corporate 10K annual report filed each year or Corporate information filed intermittently on Form 8-K.

Part II. OTHER INFORMATION:

- Item 1. Legal proceedings - Not applicable
- Item 2. Changes in securities
- Item 3. Defaults on senior securities - Not applicable
- Item 4. Submission of matters to a vote of security holders
- Not applicable
- Item 5. Other information - Subsequent Events
- Item 6. (a) Exhibits: None
(b) Reports on Form 8-K None

SIGNATURES

In accordance with Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

Atlantic Syndication Network, Inc.

Dated November 13, 2004

By: /s/ KENT G. WYATT, SR.

Kent G. Wyatt, Sr.
President and Chief
Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ KENT G. WYATT, SR. <hr/> Kent G. Wyatt, Sr.	Chief Executive Officer Director	November 13, 2004
/s/ GLENN SCHLOSSER <hr/> Glenn Schlosser	Treasurer / Director	November 13, 2004

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CERTIFICATION PURSUANT TO SECTION 302

I, Kent Wyatt, certify that:

1. I have reviewed this quarterly report on 10QSB of Atlantic Syndication Network, Inc.;
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly 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 annual report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:
 - a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;
 - b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the Evaluation Date'); and
 - c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officer 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 person 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 officer and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

/S/ Kent Wyatt, Sr.

Kent Wyatt, Sr.
President and Chief Executive Officer
Date: November 13, 2004
<Page>

CERTIFICATION PURSUANT TO SECTION 302

I, Glenn Schlosser, certify that:

1. I have reviewed this quarterly report on 10QSB of Atlantic Syndication Network, Inc.;

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

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly 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 annual report;

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

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

b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to

the filing date of this quarterly report (the Evaluation Date');
and

c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

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

/S/ Glenn Schlosser

Glenn Schlosser
Chief Financial Officer
Date: November 13, 2004
<page>

CERTIFICATIONS PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002
(18 U.S.C. SECTION 1350)

In connection with the Quarterly Report of Atlantic Syndication Network, Inc., a Nevada corporation (the Company), on Form 10-Q for the quarter ended November 30, 2004, as filed with the Securities and Exchange Commission (the Report), Kent G. Wyatt, Chief Executive Officer of the Company and Glenn Schlosser, Chief Financial Officer of the Company, respectively, do each hereby certify, pursuant to 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. 1350), that to his knowledge:

(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 results of operations of the company.

/s/ Kent G. Wyatt

Kent G. Wyatt
Chief Executive Officer
November 13, 2004

/s/ Glenn Schlosser

Glenn Schlosser
Chief Financial Officer
November 13, 2004

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