

# SECURITIES AND EXCHANGE COMMISSION

## FORM NT 10-Q

Notice under Rule 12b25 of inability to timely file all or part of a form 10-Q or 10-QSB

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

#### RS GROUP OF COMPANIES INC

CIK: **1200202** | IRS No.: **651082128** | State of Incorp.: **FL** | Fiscal Year End: **1231**  
Type: **NT 10-Q** | Act: **34** | File No.: **000-50046** | Film No.: **04969994**  
SIC: **7389** Business services, nec

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200 YORKLAND BLVD  
SUITE 200  
TORONTO A6 M2J 5C1

Business Address  
200 YORKLAND BLVD  
SUITE 200  
TORONTO A6 M2J 5C1  
4163914223



the following should be completed. (Check box, if appropriate)

(a) The reasons described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;

(b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, 11-K or Form N-SAR, or portion thereof will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q, or portion thereof will be filed on or before the fifth calendar day following the prescribed due date; and [Amended in Release No. 34-26589 (Paragraph 72,435), effective April 12, 1989, 54 F.R. 10306.]

(c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

### PART III - NARRATIVE

State below in reasonable detail the reasons why the Form 10-K, 20-F, 11-K, 10-Q, N-SAR, or the transition report or portion thereof could not be filed within the prescribed time period. [Amended in Release No. 34-26589 (Paragraph 72,435), effective April 12, 1989, 54 F.R. 10306.]

The Company's financial statements have not been completed as of the due date of this filing.

### PART IV - OTHER INFORMATION

(1) Name and telephone number of person to contact in regard to this notification:

(Name) -----	(Area Code) -----	(Telephone Number) -----
Patti Cooke	416	391-4223

(2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If the answer is no, identify report(s).

Yes  No

(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

Yes  No

If so: attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a

reasonable estimate of the results cannot be made. (See attachment).

RS Group of Companies, Inc.

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(Name of Registrant as specified in charter)

has caused this notification to be signed on its behalf by the undersigned thereunto duly authorized.

Date: August 12, 2004

By: David Sanderson  
Chief Financial Officer