

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K/A

Current report filing [amend]

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FILER

BALSAM VENTURES INC

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SIC: **7389** Business services, nec

Mailing Address

*1480 GULF ROAD
SUITE 204
POINT ROBERTS WA 98281*

Business Address

*1480 GULF ROAD
SUITE 204
POINT ROBERTS WA 98281
360-306-1133*

**UNITED STATES
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

April 6, 2005

Date of Report (Date of earliest event reported)

BALSAM VENTURES, INC.

(Exact name of registrant as specified in its charter)

NEVADA

(State or other jurisdiction of
incorporation)

000-32011

(Commission File
Number)

52-2219056

(IRS Employer Identification No.)

**Suite 200, 20 East Foothill Boulevard
Arcadia, California**

(Address of principal executive offices)

91006

(Zip Code)

(626) 574-2911

Registrant's telephone number, including area code

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a -12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d -2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e -4(c))
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EXPLANATORY NOTE

This Amendment to the Current Report on Form 8-K originally filed on April 7, 2005 by Balsam Ventures, Inc. (the “Company”) is being filed to amend the Company’s disclosure regarding the reports of its former auditors, Morgan & Company, on the financial statements of the Company.

SECTION 4 – MATTERS RELATED TO ACCOUNTANTS AND FINANCIAL STATEMENTS.

ITEM 4.01 CHANGES IN REGISTRANT’S CERTIFYING ACCOUNTANT

On April 6, 2005, Balsam Ventures, Inc. (the “Company”) engaged Telford Sadovnick, PLLC as its principal independent accountants. On the same date, the Company advised Morgan & Company, Chartered Accountants, that it was dismissed as the Company’s independent accountant. The Company’s Board of Directors approved the engagement of Telford Sadovnick and the dismissal of Morgan & Company by written resolution.

Morgan & Company’s reports on the financial statements of the Company for the past two fiscal years did not contain an adverse opinion or disclaimer of opinion, nor was it modified or qualified as to uncertainty, audit scope or accounting principles with the exception of a statement regarding the uncertainty of the Company’s ability to continue as a going concern.

There have been no disagreements during the Company’s two most recent fiscal years and the subsequent interim period preceding the dismissal of Morgan & Company between the Company and Morgan & Company on any matter of accounting principles or practices, financial statement disclosure or auditing scope or procedure, which, if not resolved to the satisfaction of Morgan & Company, would have caused them to make reference to the subject matter of the disagreement in connection with their report for the financial statements for those years.

The Company has provided Morgan & Company with a copy of this report and has requested in writing that Morgan & Company provide a letter addressed to the Securities and Exchange Commission stating whether or not they agree with such disclosures. The Company has received the requested letter from Morgan & Company and has filed it as an exhibit to this report.

SECTION 9 – FINANCIAL STATEMENTS AND EXHIBITS.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
16.1	Letter of Morgan & Company

SIGNATURE

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.

BALSAM VENTURES, INC.

Date: April 28, 2005

By: */s/ John Boschert*

John Boschert
Secretary, Treasurer and Chief Financial Officer

April 29, 2005

United States Securities and Exchange Commission
450 Fifth Street, NW
Washington, DC
20549 USA

Ladies and Gentlemen:

We were previously the principal accountants for Balsam Ventures, Inc. (the "Company") and, under the date of March 29, 2004, we reported on the financial statements of the Company as of and for the years ended December 31, 2003 and 2002. We were dismissed as principal independent accountants of the Company effective April 6, 2005.

We have read the Company's amended Current Report on Form 8-K/A, dated April 6, 2005, and we agree with the statements contained therein.

Yours truly,

"Morgan & Company"

Chartered Accountants

Tel: (604) 687-5841
Fax: (604) 687-0075
www.morgan-cas.com



P.O. Box 10007 Pacific Centre
Suite 1488 - 700 West Georgia Street
Vancouver, B.C. V7Y 1A1

O'Neill Law Group PLLC

435 Martin Street, Suite 1010
Blaine, WA 98230

Stephen F.X. O'Neill*

Christian I. Cu**

Telephone: 360-332-3300
Facsimile: 360-332-2291
E-mail: cic@stockslaw.com

April 29, 2005

File #4205

VIA EDGAR & FEDEX

THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Division of Corporation Finance

450 Fifth Street, N.W.
Mail Stop 0409
Washington, D.C. 20549

Attention: Mr. Matthew J. Maulbeck, Staff Accountant

Dear Sirs:

RE: BALSAM VENTURES, INC. (the "Company")

- **Current Report on Form 8-K originally filed April 8, 2005 for the Fiscal Year Ended December 31, 2004**
- **SEC File Number 0-32011**

We write on behalf of Balsam Ventures, Inc. (the "Company") in response to your comment letter dated April 18, 2005 regarding the Securities and Exchange Commission's review of the Company's above-referenced Form 8-K filing (the "Comment Letter"). On behalf of the Company, we have filed with the Securities and Exchange Commission (the "SEC") via the EDGAR system, an amended Current Report on Form 8-K/A (as revised, the "Amended Form 8-K"). We enclose with this letter a copy of the Amended Form 8-K.

In addition to the Amended Form 8-K, we provide below our responses to the comments made in the Comment Letter. Our responses herein are based on the factual information provided to us by the Company and its former auditors. Paragraph numbering used for each response corresponds to the numbering used in the Comment Letter.

FORM 8-K FOR THE FISCAL YEAR ENDED DECEMBER 31, 2004

1. *AMEND THE REPORT TO INCLUDE ALL OF THE INFORMATION REQUIRED BY ITEM 304 OF REGULATION S-K. ITEM 304(A)(1)(II) OF REGULATION S-K REQUIRES A STATEMENT WHETHER THE ACCOUNTANT'S REPORT ON THE FINANCIAL STATEMENTS FOR EITHER OF THE PAST TWO YEARS CONTAINED AN ADVERSE OPINION OR A DISCLAIMER OF OPINION OR WAS QUALIFIED OR MODIFIED AS TO UNCERTAINTY, AUDIT SCOPE OR ACCOUNTING PRINCIPLES;*

VANCOUVER OFFICE: O'Neill Law Corporation
Suite 1880, 1055 West Georgia Street, Box 11122, Vancouver, British Columbia, Canada V6E 3P3
Tel: (604) 687-5792 / Fax: (604) 687-6650

*Washington and British Columbia Bars

**Nevada, Washington and British Columbia Bars

AND A DESCRIPTION OF THE NATURE OF EACH SUCH ADVERSE OPINION, DISCLAIMER OF OPINION, MODIFICATION OR QUALIFICATION. THIS WOULD INCLUDE DISCLOSURE OF UNCERTAINTY REGARDING THE ABILITY TO CONTINUE AS A GOING CONCERN IN THE ACCOUNTANT'S REPORT.

The Company has revised the disclosure in the Amended Form 8-K to state that:

Morgan & Company's reports on the financial statements of the Company for the past two fiscal years did not contain an adverse opinion or disclaimer of opinion, nor was it modified or qualified as to uncertainty, audit scope or accounting principles with the exception of a statement regarding the uncertainty of the Company's ability to continue as a going concern.

Attached to this letter is a written acknowledgement of the Company as requested on page 2 of the Comment Letter.

If you have any questions or require any additional information or documents, please telephone the undersigned at (604) 687-5792.

Yours truly,

/s/ Christian I. Cu

CHRISTIAN I. CU

CIC/clk

Enclosures

cc:

Balsam Ventures, Inc.

Attn: Mr. John Boschert
Secretary, Treasurer and Chief Financial Officer

ACKNOWLEDGEMENT OF BALSAM VENTURES, INC.

Balsam Ventures, Inc. (the "Company"), hereby acknowledges that:

- the Company is responsible for the adequacy and accuracy of the disclosures made in its filings;
- United States Securities and Exchange Commission (the "Commission") staff comments or changes to our disclosures made in response to Commission staff comments do not foreclose the Commission from taking any action with respect to the Company's filings; and
- the Company may not assert Commission staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

Dated the 28th day of April, 2005.

BALSAM VENTURES, INC.

Per: /s/ John Boschert
John Boschert
Chief Financial Officer,
Secretary and Treasurer
