AMANASU TECHNOLOGIES CORP
Form 10QSB/A
June 17, 2008

# UNITED STATES
# SECURITIES AND EXCHANGE COMMISSION

# Washington, D. C. 20549

# Form 10QSB/A

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

For the period ended March 31, 2008

| O | TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE Act of 1934

For the transition period from ___ to ___.

Commission file number: 001-31261

## AMANASU TECHNO HOLDINGS CORPORATION

(Name of small business issuer as specified in its charter)

| | |
|---|---|
| Nevada | 98-0351508 |
| (State or other jurisdiction of incorporation) | (IRS Employer Identification No.) |

115 East 57th Street, 11th Floor New York, NY 10022

(Address of principal executive offices)

646-274-1274

(Issuer's telephone number)

Amanasu Technologies Corporation

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

Check whether issuer (1) filed all reports to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes X No.

APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PRECEDING FIVE YEARS

Check whether the registrant filed all documents and reports required to be filed by Section 12, 13, or 15(d) of the Exchange Act after the distribution of under a plan confirmed by a court. Yes O No O N/A X

APPLICABLE ONLY TO CORPORATE ISSUERS

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date: 46,506,300 as of March 31, 2008.

Transitional Small Business Disclosure Format: Yes O No X

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# AMANASU TECHNO HOLDINGS CORPORATION QUARTERLY REPORT ON FORM 10QSB FOR THE THREE MONTHS ENDED March 31, 2008 TABLE OF CONTENTS

Table of Contents

# PART I - FINANCIAL INFORMATION

## ITEM 1. FINANCIAL STATEMENTS

## GENERAL

The Company's unaudited financial statements for the three months ended March 31, 2008 are included with this Form 10-QSB. The unaudited financial statements have been prepared in accordance with the instructions to Form 10-QSB and, therefore, do not include all information and footnotes necessary for a complete presentation of financial position, results of operations, and cash flows in conformity with generally accepted accounting principles. 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 three months ended March 31, 2008 are not necessarily indicative of the results that can be expected for the fiscal year ending December 31, 2008.

3

Table of Contents

# AMANASU TECHNO HOLDINGS CORPORATION
# (A Development Stage Company)
# BALANCE SHEETS
# March 31, 2008 and December 31, 2007

| | **March 31, 2008 (Unaudited)** | **December 31, 2007 (Audited)** |
|---|---|---|
| Assets | | |
| Current Assets: | | |
| Cash | $ 3,475 | $ - |
| Employee Advances | 1,837 | 1,357 |
| Total Current Assets | 5,312 | 1,357 |
| Fixed Assets | | |
| Automobile | 1,500 | 1,500 |
| Less, Accumulated Depreciation | 1,500 | 1,356 |
| Net Fixed Assets | - | 144 |
| Total Assets | 5,312 | 1,501 |
| Liabilities And Stockholders' Deficit | | |
| Current Liabilities | | |
| Accrued Expenses | $ 13,147 | $ 2,415 |
| Rent Payable | 3,750 | 3,750 |
| Advances From Shareholders | 138,400 | 120,000 |
| Other Advances | 99,900 | 99,900 |
| Total Current Liabilities | 255,197 | 226,065 |
| Stockholders' Deficit | | |
| Common stock: authorized 100,000,000 shares of $.001 par value; 46,506,300 issued and outstanding | 46,506 | 46,506 |
| Additional paid in capital | 490,894 | 490,894 |
| Deficit accumulated during development stage | (787,285) | (761,964) |
| Total stockholders' deficit | (249,885) | (224,564) |
| Total Liabilities and Stockholders' Deficit | $ 5,312 | $ 1,501 |

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

Table of Contents

# AMANASU TECHNO HOLDINGS CORPORATION
# (A Development Stage Company)
# STATEMENTS OF OPERATIONS AND DEFICIT ACCUMULATED DURING DEVELOPMENT STAGE
# (Unaudited)

| | Three Months Period Ended March 31, | | December 1, 1997 (Date of Inception) |
|---|---|---|---|
| | 2008 | 2007 | To December 31, 2007 |
| Revenue | $ - | $ - | $ 91,912 |
| Expense | 25,321 | 650 | 779,123 |
| Impairment Charge - write down of licensing agreement | - | - | 103,528 |
| Operating Loss | (25,321) | 650 | (790,739) |
| Other Income-interest | - | - | 3,454 |
| Loss accumulated during developing stage | $ 25,321 | $ (650) | $ (787,285) |
| Loss per base - Basic Diluted | $ - | $ - | $ |
| Average number of shares outstanding | 46,676,400 | 46,676,400 | |

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

5

Table of Contents

# AMANASU TECHNO HOLDINGS CORPORATION
# (A Development Stage Company)
# STATEMENTS OF CASH FLOWS
# (Unaudited)

| | Quarters Ended March 31, 2008 | 2007 | December 1, 1997 (Date of Inception) To March 31, 2007 |
|---|---|---|---|
| CASH FLOWS FROM OPERATIONS | | | |
| Net Loss | $ (25,321) | $ (650) | $ (787,285) |
| Charges not requiring the outlay of cash | | | |
| Depreciation and Amortization | 144 | 36 | 58,116 |
| Impairment of Licensing Agreement | - | - | 103,528 |
| Common stock issued for services | - | - | 21,300 |
| Changes in Assets and Liabilities | | | |
| Increase in Accrued Expenses | 10,732 | - | 15,396 |
| Net Cash Consumed By Operating Activities | (14,445) | (614) | (588,945) |
| | | | |
| CASH FLOWS FROM INVESTING ACTIVITIES | | | |
| Purchase of automobile | - | - | (1,500) |
| Payments of amount due for licensing agreement | - | | (160,000) |
| Net Cash Consumed By Investing Activities | - | - | (161,500) |
| | | | |
| CASH FLOWS FROM FINANCING ACTIVITIES | | | |
| Advance received | | | 99,000 |
| Issuances of common stock to investors | - | - | 446,100 |
| Shareholder deposits for common stock | - | | 70,000 |
| Shareholder advances | 17,920 | - | 217,920 |
| Repayment of Shareholder advances | - | - | (80,000) |
| Advances from affiliate | - | - | 200,000 |
| Repayment of advances from affiliate | - | - | (200,000) |
| Net Cash Provided By Financing Activities | 17,920 | - | 753,920 |
| Net Change In Cash | 3,475 | (614) | 3,475 |
| Cash balance, beginning of period | - | 1,357 | - |
| Cash balance, end of period | $ 3,475 | $ 743 | $ 3,475 |

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

Table of Contents

# AMANASU TECHNO HOLDINGS CORPORATION
# (A Development Stage Company)
# NOTES TO FINANCIAL STATEMENTS
# March 31, 2008
# (Unaudited)

1. BASIS OF PRESENTATION

The unaudited interim financial statements of Amanasu Technologies Corporation ("the Company") as of March 31, 2008 and for the three month periods ended March 31, 2008 and 2007, have been prepared in accordance with accounting principles generally accepted in the United States of America. In the opinion of management, such information contains all adjustments, consisting only of normal recurring adjustments, necessary for a fair presentation of the results for such periods. The results of operations for the quarter ended March 31, 2008 are not necessarily indicative of the results to be expected for the full fiscal year ending December 31, 2008.

Certain information and disclosures normally included in the notes to financial statements have been condensed or omitted as permitted by the rules and regulations of the Securities and Exchange Commission, although the Company believes the disclosure is adequate to make the information presented not misleading. The accompanying unaudited financial statements should be read in conjunction with the financial statements of the Company for the year ended December 31, 2007.

2. GOING CONCERN UNCERTAINTY

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As shown in the financial statements, the Company had a material working capital deficiency and an accumulated deficit at March 31, 2008, and a record of continuing losses. These factors raise substantial doubt about the ability of the Company to continue as a going concern. The financial statements do not include adjustments relating to the recoverability of assets and classification of liabilities that might be necessary should the Company be unable to continue in operation.

The Company's present plans, the realization of which cannot be assured, to overcome these difficulties include but are not limited to the continuing effort to investigate business acquisitions and joint ventures.

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

7

Table of Contents

# ITEM 2. MANAGEMENT'S DISCUSSION AND OR PLAN OF OPERATION

Cautionary Statement

SAFE HARBOR

This Form 10QSB contains "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E the Securities Exchange Act of 1934, as amended and such forward-looking statements are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. "Forward-looking statements" describe future expectations, plans, results, or strategies and are generally preceded by words such as "may," "future," "plan" or "planned," "will" or "should," "expected," "anticipates," "draft," "eventually" or "projected." You are cautioned that such statements are subject to a multitude of risks and uncertainties that could cause future circumstances, events, or results to differ materially from those projected in the forward-looking statements, including the risks that actual results may differ materially from those projected in the forward-looking statements as a result of various factors , and other risks identified in a companies' annual report on Form 10-KSB and other filings made by such company with the United States Securities and Exchange Commission. You should consider these factors in evaluating the forward-looking statements included herein, and not place undue reliance on such statements.

The following discussion should be read in conjunction with the Company's Financial Statements, including the Notes thereto, appearing elsewhere in this Quarterly Report and in the Annual Report for the year ended December 31, 2007.

COMPANY OVERVIEW

Amanasu Techno Holdings is currently in its development stage and significant risks exist with respect to its business. It acquired the exclusive, worldwide rights to a high efficiency electric motor and a high-powered magnet both of which are used in conjunction with an electrical motor scooter.

The market place for electric scooters has become intensely competitive, thus offering rapid battery recharge time and more economical sale prices are prerequisites to compete successfully. To meet the economical sale price requirement the Company plan to conducted their manufacturing in China to reduce cost, and hoped it would meet the Company's expectations; however, significant difficulty with protecting the Company's proprietary technology unwillingly emerged. In addition to proprietary issues, there were major concerns in secure customer service follow-ups (i.e. product warranty, maintenance, etc). The Company realized that with minimal control of the manufacturing standards in China, the result of safety related incidents, if not managed appropriately, would be an overwhelming liability for the Company. To solve the two major issues, the Company decided to initiate a cooperative with a company that already produces completed electric scooters in a successful marketing condition. Evader Motersports, Inc. ("Evader"), an electric motorcycle producer, entered into an International Distributor Agreement, whereby the Company is appointed as an exclusive distributor of Evader products. Evader,in turn, would manage customer-service concerns. The Company was granted the exclusive rights for the motorcycle retail industry in Japan, with the right to include other marketing channels provided that it was agreed upon by both parties. The Company also considered Evader as a prospective company to share its technology with to create improved and more advanced electric scooters. The Company believed that with a combined effort using both companies' resources and technology, the resulting product would make a stronger impact to the market.

Further marketing research was carried out comparing current electric scooters on the market and Evader's scooters. The reserach concluded that further refinement in serveral areas were required. First the retail price of the Evader scooters was too high to be competitive in the Japanese market. The reserach also found that a new company recently began importing electric scooters from China to Japan directly. The quality of their product is unclear; however, the retail price of the new company's product effectively competes in the Japanese market. The refinements needed to make the Evader scooters competitive economically would take too much time, thus the Company has decided to discontinue business relations with Evader, and put the electric scooter project on hold until the Company is able to attain more resources.

In place of the elctric scooter, other projects including a cooperative with Seems Inc., formerly Pixen and their breakthrough "Bio-scent technology" are in development. Seems Inc. is a Pioneer in the newly developed bio-scent technology industry. Bio-scent technology involves the application of "scent data transmission", a digitised form of scents, in various industries such as biotechnology, medical care, environment, security, etc in addition to common aroma therapy. Due to its revolutionary technologies, Seems has been able to become a multi-million dollar company in less than 6 years and was expected to become public by the end of 2006. There has been a delay in the transition and Seems expects to go public in early 2008 Its DAA (Defensive Aromatic Air) is its current flagship product. In addition to being an air purifying system, Seems's DAA effectively removes up to 91% of air pollutants such as ammonia, and by products of cigarette smoke. It also provides odour neutralization , and air-borne anti-bacterial effects. Seems has also developed a scent-particle sensor, which is programable to detect certain scent particles. This sensor is 1000 times more sensitive than even a dogs sense of smell. This scent detection system can be applied in fields such cancer detection. All diseases carry a scent profile that is undetectable by the human senses. Seems's sensor is able to detect these scent profiles and display the digitised scent data. Amanasu Technology and Seems, are in discussions to Pioneer the "Bio-scent technology" industry in North America, in early 2008 with Seems investing into Amanasu Technology . Amanasu Technology plans to be involved in sales and marketing of Seems's products.

With uncertainty in the amount of time taken to obtain approval from the FDA for various technologies by Seems Inc, the Company has decided to begin a new project in the Food/Beverage industry, specifically Franchise management under the new leadership of Yukinori Yoshino, who was appointed President of the Company as of October 16th, 2007.

Mr. Yoshino's has extensive experience in restaurant chain management, developing Baltic Systems from the ground up to a successful multi-million dollar corporation nearing its public debut. Mr. Yoshino has also been in charge of Wayochu Gasshukoku Corporation, a restaurant chain management company in Japan managing 19 different food chains nationally. Mr. Yoshino will be taking his expertise in the food chain industry and bring the Company into the same industry utilising its global business networks. Mr. Yoshino will be concentrating on expansion to China, with various different chains including the following: Japanese Tapas restaurants, and Japanese curry restaurant chains.

The chairman Mr. Maki and President Mr. Yoshino goal for the next 2 years is to enter into the NASDAQ global market.

8

Table of Contents

# Products

Electric Motor Scooter (Amanasu Techno Holdings)

The Company's principal product will be a lightweight motor scooter that features the Company's proprietary electric motor. The one passenger scooter also will feature a stepless transmission, an electromotive brake, and is expected to weigh 107 kg. The Company will use an otherwise standard leaded battery. Due to the unique features of the licensed technologies, the scooter is expected to deliver improved operational efficiencies over competitive products. On December 26, 2001, Sanwa Electronics Co., Inc. performed two independent tests on one of the Company's scooters. The test results indicated that the motor scooter can travel 65 to 85 km on a full battery charge, at an average running speed of 30 km/hour. The battery charge time to travel these distances approximated 2 hours. Sanwa Electronics conducted the tests on a relatively flat road grade with limited traffic density. These results contrast with Honda's electric scooter (Year 2001-Model #A-AF36). According to product literature published by Honda, the scooter travels approximately 60 km at 30 km/hour, and a full recharge requires approximately 8 hours. Conditions, such as road grade and travel density, regarding its scooter were not contained in the Honda information.

Gas powered scooters while generally an inexpensive mode of transportation, typically are powered by two-stroke engines fueled by an oil and gasoline mixture. These engines are small with compressed power, and therefore ideally suited for scooter use. However, clouds of oily smoke trailing out of the engine, which evidences its major disadvantages, commonly identify two-stroke engines. Two-stroke engines use fuel inefficiently and, more importantly, have high pollution emissions. They generate pollution from two sources; the combustion of oil in the fuel, and the leaking of fuel through the exhaust port during engine use. In promoting its product to its targeted markets, the Company will seek to capitalize on its strong operational efficiencies of the technology compared with other electric scooters, while championing its product's environmental advantages to gas powered versions.

The Company first intentions was to participate in the emerging electric vehicle market by using its licensed technologies to design, manufacture, and market lightweight, electric motor scooters. The Company planned to provide its own battery charging technology to Evader Motorcycle, Inc. to develop an improved electric scooter aiming at the Japan and Southeast Asian markets; however, with recently marketing research, the Evader product was not able to meet the Company's pricing standards. The Company's electric scooter project will be on hold until more customer-service related resources can be attained.

9

Table of Contents

# Plan Of Operation

The Company is a development stage corporation. It has not commenced its planned operations of manufacturing and marketing a lightweight electrical motor scooter. Its operations to date have been limited to conducting various tests on its technologies.

Since an unsuccessful partnership with Evader, the Company has returned back to its electric scooter with its patented short battery charge time. The Company has decided to continue research and development in order to further improve and refine the electric scooter's battery and also to lower the electric scooters price. The Company believes that efficient battery operation, and low sale price, are key to a commercially viable product.

The project with Seems Inc has not bee moving as scheduled. Seems has delayed in becoming public due to stringent analysis of its company and expects to become public in early 2008. Since pre-market approval is required by the FDA, launching Seems' products will take 8-12 months, providing the FDA grants approval.

Pixen under went a name change and is now known as Seems Inc. Seems Inc. will retain the name Pixen as a brand name for its products. The project with Seems has hit two barriers. Seems has collected sufficient funds and attained the requirements to become public in Japan; however, the company analysis has taken longer than expected and Seems has been informed that it may take another 6-12 months before it can be listed. Secondly, the United States does not recognize Japanese health certifications, and Seems' products must be reapproved by the FDA. Amanasu Techno Holdings as taken the initial steps and received the MDUFMA Small Business Qualification in order to reduce cost for pre-market approval, and is currently collecting product data and translating it into english to submit its first PMA. The cost of this project is taken into account in the estimated expenditures for the 2007 fiscal year ending December 31, 2008. The approval of the DAA is believed to take no more than 8-12 months; however, the scent scenor is believed to be a FDA Class 3 medical device, which may take longer.

With uncertainty in the time taken for an FDA approval the Company has decided to enter into the restaurant chain management industry, under the new leadership of President Yukinori Yoshino. The Chairman Mr. Maki and President Mr. Yoshino have set an ambitious goal to enter into the NASDAQ Global Market in two years time.

The activities for the fiscal year ending December 31, 2008, will be to raise capital to meet the requirements to enter into the NASDAQ Global Market. The goal of the company is to raise $30,000,000, during fiscal 2008.

Other than the provision for alternating business planning costs discussed above, the Company's cash requirements for the next 12 months are estimated to be $145,000. This amount is comprised of the following estimate expenditures; $100,000 in annual salaries for office personnel, office expenses and travel, $10,000 for rent, $20,000 for professional fees, and $15,000 for miscellaneous expenses.

As stated above, the Company can not predict whether or not it will be successful in its capital raising efforts, and, thus, be able to satisfy its cash requirements for the next 6 months. If the Company is unsuccessful in raising at least $145,000, it may not be able to complete its plan of operations as discussed above.

Table of Contents

# MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The Company did not generate any revenues for the three months ended March 31, 2008 or for the same period in 2007 and interest earned on bank deposits in 2007 period was $32. No inerest earned on bank deposits for 2008.

Total expenses for the three months period ended March 31, 2008 was $163 compared to $2,633 for the same period of 2007. The decrease is due to the ambiguity in timing incoming invoices, aswell as the transfer of the Amanasu Group website management, along with its cost to Amanasu Environment Corporation.The decrease is due to the company's efforts to lower cost until Seems products are approved by the FDA . The company current has reduced its cost to maintance levels.

LIQUIDITY AND CAPITAL RESOURCES

In the three months ended March 31, 2008 cash used in operating activites was $14,445, compared to $614 for the same period in 2007. The increase is due to invoice timing irregularity of of auditing fees.

Total assets as of March 31, 2008 were $5,312 representing a decrease of $1,501 from total assets of $1,501 as of December 31, 2007. Increase is due to increase of cash from Shareholders'.

The Company intends to raise additional funds in the near future through private placements of its common stock. The proceeds from such private placements will be allocated for administrative salaries, office expenses and travel, product development and testing, and product promotion.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

Table of Contents

# Item 3: EFFECTIVENESS OF THE REGISTRANT'S DICLOSURE CONTROLS AND PROCEDURES

EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES

The Company carried out an evaluation of the effectiveness of the Company's disclosure controls and procedures (as defined by Rule 13a-15(e) under the Securities Exchange Act of 1934) under the supervision and with the participation of the Company's Chief Executive Officer and Chief Financial Officer as of a date within 90 days of the filings date of Form 10QSB. Based on and as of the date of such evaluation, the aforementioned officers have concluded that the Company's disclosure controls and procedures have functioned effectively so as to provide information necessary whether:

(i) this quarterly report on Form 10 QSB contains any untrue statement of a material fact or omits 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 quarterly report on Form 10 QSB, and (ii) the financial statements, and other financial information included in this quarterly report on Form 10 QSB, fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this quarterly report on Form 10 QSB.

CHANGES IN INTERNAL CONTROLS

There have been no significant changes in the Company's internal controls or in other factors since the date of the Chief Executive Officer's, Chief Financial Officer's and Chief Accounting Officer's evaluation that could significantly affect these internal controls, including any corrective actions with regards to significant deficiencies and material weaknesses.

# Part II OTHER INFORMATION

Item 1. LEGAL PROCEEDINGS
None
Item 2. CHANGES IN SECURITIES
None
Item 3. DEFAULTS UPON SENIOR SECURITIES
None
Item 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS
None
Item 5. OTHER INFORMATION
None
Item 6. EXHIBITS
(a). Furnish the Exhibits required by Item 601 of Regulation S-B.
Exhibit 31 - Certification Pursuant To Section 302 Of The Sarbanes-Oxley Act Of 2002.
Exhibit 32 - Certification Pursuant To Section 906 Of The Sarbanes-Oxley Act Of 2002.
(b) Reports on Form 8-K.
None

Table of Contents

# Signatures

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, there unto duly authorized.

AMANASU TECHNO HOLDINGS CORPORATION

Date: June 13, 2008

/s/ Yukinori Yoshino

Yukinori Yoshino
Chief Executive Officer
Chief Financial Officer
Chief Accounting Officer

13

Table of Contents