ALTRIMEGA HEALTH CORP
Form 10QSB
November 19, 2003

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 September 30, 2003

( ) 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 0-29057

ALTRIMEGA HEALTH CORPORATION
(Exact name of registrant as specified in charter)

Nevada	87-06317
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer

4702 Oleander Drive, Suite 200, Myrtle Beach, SC
(Address of principal executive offices)

Issuer's telephone number, including area code (843) 497-70

Check whether the issue (1) filed all reports required to be filed by Section 13 or 15(d) of the Exhcnage Act during the past 12 months (or for 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 / /

Securities registered pursuant to section 12 (b) of the Act:

Title of each class	Name of each exchange on
None	None

Securities registered pursuant to section 12 (g) of the Act:

Common Stock, par value $0.001 per share
(Title of Class)

As of November 17, 2003, the Company had 48,139,950 shares of common stock issued and o

Transitional Small Business Disclosure Format (check one).
Yes [ ] No [X]

PART I: FINANCIAL INFORMATION

INTRODUCTORY NOTE

FORWARD-LOOKING STATEMENTS

This Form 10-QSB contains "forward-looking statements" relating to Altrimega Health Corporation ("Altrimega") which represent Altrimega's current expectations or beliefs including, but not limited to, statements concerning Altrimega's operations, performance, financial condition and growth. For this purpose, any statements contained in this Form 10-QSB that are not statements of historical fact are forward-looking statements. Without limiting the generality of the foregoing, words such as "may", "anticipation", "intend", "could", "estimate", or "continue" or the negative or other comparable terminology are intended to identify forward-looking statements. These statements by their nature involve substantial risks and uncertainties, such as credit losses, dependence on management and key personnel, variability of quarterly results, and the ability of Altrimega to continue its growth strategy and competition, certain of which are beyond Altrimega's control. Should one or more of these risks or uncertainties materialize or should the underlying assumptions prove incorrect, actual outcomes and results could differ materially from those indicated in the forward-looking statements.

Any forward-looking statement speaks only as of the date on which such statement is made, and Altrimega undertakes no obligation to update any forward-looking statement or statements to reflect events or circumstances after the date on which such statement is made or to reflect the occurrence of unanticipated events. New factors emerge from time to time and it is not possible for management to predict all of such factors, nor can it assess the impact of each such factor on the business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements.

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ITEM 1. FINANCIAL STATEMENTS

ALTRIMEGA HEALTH CORPORATION AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEET

September 30, 2003

ASSETS
CURRENT ASSETS
Cash
Inventory - real estate - residential units for sale - at cost
Prepaid expenses

Total Current Assets

DEPOSITS

ACCOUNT RECEIVABLE - related party

LIABILITIES AND STOCKHOLDERS' EQUITY
CURRENT LIABILITIES
Notes payable - secured by residential units for sale
Accounts payable - related parties
Accounts payable

Total Current Liabilities

MINORITY INTEREST

STOCKHOLDERS' DEFICIENCY
Preferred stock
10,000,000 shares authorized at $0.001 par value;
1,000,000 shares issued and outstanding
Common stock
50,000,000 shares authorized at $0.001 par value;
48,139,950 shares issued and outstanding
Capital in excess of par value
Deficit accumulated during the development stage

Total Stockholders' Deficiency

Total

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

ALTRIMEGA HEALTH CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
For the Three and Nine Months Ended September 30, 2003 and 2002

	Three Months Sept 30, 2003	Three Months Sept 30, 2002
SALES	271,679	-
COST OF SALES	287,838	-
Gross Profit	(16,159)	-
EXPENSES		
Consultants	-	-
Administrative	9,820	28,667
	9,820	28,667
NET LOSS - before minority interest	(25,979)	(28,667)
LESS MINORITY INTEREST	(180)	-
NET LOSS	$ (26,159)	$ (28,667)
NET LOSS PER COMMON SHARE		
Basic and diluted	$ -	$ -
AVERAGE OUTSTANDING SHARES - (stated in 1,000's)		
Basic	48,140	41,807
Diluted	345,140	341,807

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

ALTRIMEGA HEALTH CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF CASH FLOWS
For the Nine Months Ended September 30, 2003 and 2002

	2003	2002
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss	$ (112,142)	$ (60,886)
Adjustments to reconcile net loss to net cash provided by operating activities		
Changes in		
Inventory	439,135	-

Prepaid expenses	(4,441)	-
Account receivable - related party	(57,264)	-
Accounts payable	(314,115)	60,886
Minority interest	3,721	-
Net Cash from Operations	(45,106)	-
CASH FLOWS FROM INVESTING ACTIVITIES	-	-
CASH FLOWS FROM FINANCING ACTIVITIES	-	-
Net Increase (decrease) in Cash	(45,106)	-
Cash at Beginning of Period	47,053	-
Cash at End of Period	$ 1,947	$ -

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

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ALTRIMEGA HEALTH CORPORATION AND SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS
September 30, 2003

1. ORGANIZATION

The Company was incorporated under the laws of the State of Nevada on September 8, 1998 with the name of Mega International Health Corporation with authorized common stock of 50,000,000 shares with a par value of $0.001 and preferred stock of 10,000,000 shares with a par value of $0.001. The terms of the preferred includes conversion rights, at the option of stockholder, of 300 shares of common stock for each share of preferred. On June 23, 1999 the name was changed to Altrimega Health Corporation.

The Company was organized for the purpose of marketing nutritional products and during the year 2000 became inactive. During November 2002 the Company changed its purpose to the development and sale of residential real estate by the acquisition of a residential real estate development company.

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 adopted a policy regarding payment of dividends.

INCOME TAXES

On September 30, 2003 the Company had a net operating loss carryforward of $685,804. The tax benefit of approximately $206,000 from the loss carry forward has been fully offset by a valuation reserve because the use of the future tax benefit is doubtful, since the Company has not been able to project a reliable future net operating profit. The loss carryover will expire starting in 2020 through 2024.

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 the common share rights unless the exercise becomes antidilutive and then only the basic per share amounts are shown in the report.

FINANCIAL INSTRUMENTS

The carrying amounts of financial instruments, including cash, inventory, prepaid expense, an account receivable, and accounts payable, are considered by management to be their estimated fair values.

ALTRIMEGA HEALTH CORPORATION AND SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS (Continued)
September 30, 2003

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

FINANCIAL AND CONCENTRATIONS RISK

The Company does not have any concentration or related financial credit risk, except for an account receivable, which is considered to be fully collectable, and inventory held for sale.

REVENUE RECOGNITION

Revenue is recognized on the sale and transfer of title to the residential units.

STATEMENT OF CASH FLOWS

For the purposes of the statement of cash flows, the Company considers all highly liquid investments with a maturity of three months or less to be cash equivalents.

ADVERTISING AND MARKET DEVELOPMENT

The Company expenses advertising and market development costs as incurred.

PRINCIPALS OF CONSOLIDATION

The consolidated financial statements shown in this report excludes the historical operating information of the parent before September 30, 2002, and includes the operating information of the subsidiary, Creative Holdings, Inc. from July 3, 2002 (date of inception of the subsidiary), and the operating information of Sea Garden Funding LLC from November 2002 (the date of the purchase of 80% of the LLC).

All intercompany transactions have been eliminated.

ESTIMATES AND ASSUMPTIONS

Management uses estimates and assumptions in preparing financial statements in accordance with accounting principles generally accepted in the United States of America. 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.

OTHER RECENT ACCOUNTING PRONOUNCEMENTS

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

ALTRIMEGA HEALTH CORPORATION AND SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS (Continued)
September 30, 2003

3. SIGNIFICANT TRANSACTIONS WITH RELATED PARTIES

Officers-directors, and their controlled entities, have acquired 36% of the outstanding stock of the Company, after the conversion of the preferred shares to common shares (note 1), and have made demand, no interest, loans to the Company of $260,740.

The Company has made a demand, no interest loan, to the minority interest holder of Sea Garden Funding LLC of $57,264.

The Company has an employment agreement with an officer, starting in 2003, which provides for an annual salary of $100,000 with a 5% increase each year to a maximum of $125,000, provided the Company has a profit in the previous year.

4. CAPITAL STOCK

During 2002 the Company issued 10,500,000 common shares at $.02 for services, and the stock issued for the acquisition of the subsidiary outlined in note 5.

On March 19, 2003 2,000,000 common shares of the Company were issued as a payment of $40,000 of accounts payable.

5. ACQUISITION OF SUBSIDIARIES

On September 30, 2002 the Company acquired all of the outstanding stock of Creative Holding, Inc. (subsidiary), by a stock for stock exchange in which the former stockholders of Creative received 13,619,950 common shares and 1,000,000 preferred shares of the Company, and after the conversion of the preferred shares to common shares, (note 1) represented 90.6% of the outstanding stock of the company. For reporting purposes, the acquisition was treated as an acquisition of the Company by Creative Holding, Inc. (reverse acquisition) and a recapitalization of Creative Holding, Inc. The historical financial statements prior to September 30, 2002 are those of Creative Holding, Inc. Creative Holding, Inc. had no significant assets and therefore no good will was recognized from the acquisition. Creative Holdings, Inc. was organized on July 3, 2002 in the state of South Carolina.

During November 2002 the Company acquired 80% of Sea Garden Funding LLC by the assumption of certain liabilities. Sea Garden Funding LLC was organized in the state of South Carolina on November 13, 2002 for the purpose of the development and sale of residential real estate.

6. GOING CONCERN

The Company will need additional working capital for its future planned activity and to service its debt 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 sufficient working capital to be successful in that effort, and the management of the Company has developed a strategy, which it believes will accomplish this objective, through additional contributions to capital by related parties, additional short term loans, and equity funding, which should enable the Company to operate for the coming year.

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

PLAN OF OPERATION

Altrimega has entered the real estate development business with its merger with Creative Holdings, Inc. of Myrtle Beach, S.C. Altrimega will strive to locate, evaluate and proceed to finance and develop multiple projects located primarily in the Myrtle Beach, S.C. area and the Carolinas area of the United States. Management believes that these areas provide the population growth necessary to achieve profits from new construction projects. For the last three years, Horry County, South Carolina has been one of the top three fastest growing counties in the United States. In 1997, Horry County showed a population of only 180,000. Based on current projections and the 2000 census data, the county will have a permanent population of 500,000 by next year. The principal industries of the area are tourism related. Myrtle Beach is considered a drive-in market, where tourists will drive their cars rather than fly to the destination. The tourism industry in Myrtle Beach has developed three seasons, spring golf, summer beach vacations and fall golf. The spring and fall golf seasons bring approximately 150,000 visitors per week to play on the areas over 100 golf courses. The summer vacation season brings in approximately 400,000 per week. The average tourist stay is one week.

Altrimega's business strategy includes a focus on interval ownership properties that cater to this major tourism industry. As well, we intend to develop projects in the medium price ranges for the areas permanent service industry population. Management will attempt to seek out low-risk projects throughout the Carolinas that do not require large financing commitments.

SEA GARDEN TOWN HOME COMMUNITY IN NORTH MYRTLE BEACH, SOUTH CAROLINA

Altrimega has exercised Creative Holdings' option and acquired an 80% interest in Sea Garden Funding, LLC, the owner and developer of the remaining 59 units in a 175 unit, 2 bedroom, 2 bath town home community approximately 3 blocks from the Atlantic shoreline. Sea Garden Funding purchased the real property from Sea Garden, LLC on October 21, 2002 for the payment of $210,000 and the assumption of $1,071,344.66 in mortgages on the real property held by Horry County State Bank. The development consists of buildings that have either 4 or 5 units per building. The remaining 20% interest in Sea Garden Funding, LLC, is owned by an unaffiliated party. The community currently consists of 116 sold units. This is Altrimega's first revenue producing real estate project. During the first three quarters of 2003, this project produced revenue of $634,868 with gross profit of $24,782.

RESULTS OF OPERATIONS

We are a development stage company and have had limited operations during the nine months ended September 30, 2003 and during the fiscal year ended December 31, 2002. Since our inception (September 8, 1998 through September 30, 2003), we have an accumulated deficit of $546,649 and we have had limited operating capital. As a result, the report of our auditor for the fiscal year ended December 31, 2002 contains a going concern qualification, which states that Altrimega will need additional capital for its future planned activities and to service its debt which raises substantial concern about our ability to continue as a going concern. Our continuation as a going concern is dependent on our ability to meet our obligations and obtain additional debt or equity financing required until our current and proposed real estate projects are generating sufficient earnings. Until such time as these projects are generating sufficient earnings, we have taken the following steps to revise our operating and financial requirements in an effort to enable us to continue in existence:

- We have reduced administrative expenses to a minimum by consolidating management responsibilities to our president and chief executive officer.

- We intend to seek either equity or further debt funding.

- We will attempt to obtain the professional services of third parties through favorable financing arrangements or payment by the issuance of our common stock.

We believe that the foregoing plan will enable us to generate sufficient funds to continue its operations for the next twelve months.

THREE MONTHS ENDED SEPTEMBER 30, 2003 AND 2002

REVENUE

For the three months ended September 30, 2003, Altrimega had revenue of $271,679, consisting of the sale of 3 units in the Sea Garden Funding LLC project. During the three months ended September 30, 2002, Altrimega had no revenue.

COST OF SALES

For the three months ended September 30, 2003, our cost of sales was $287,838, compared to $0 for the comparable period in the prior year. The increase of $287,838 was the result of sales of 3 units at the Sea Garden Funding LLC project. The sale of these units resulted in a gross profit of ($16,159) for the three months ended September 30, 2003, compared with a gross profit of $0 for the comparable period in the prior year. The negative gross profit was a result of the sale of higher cost units.

EXPENSES

For the three months ended September 30, 2003, Altrimega had total expenses of $9,820, consisting solely of administrative expenses. During the comparable period in the prior year, Altrimega had $28,667 in administrative expenses. The decrease in total expenses of $18,847 during the three months ended September 30, 2003 was primarily due to our decrease in salaries and legal and accounting fees.

NET LOSS

For the three months ended September 30, 2003, Altrimega had a net loss of $26,159 as compared to a net loss of $28,667 for the comparable period in the prior year. The decrease in our net loss was primarily attributable to decrease in administrative expenses for the three months ended September 30, 2003. While we had revenues during the third quarter of 2003 equaling $271,679, and no revenues during the third quarter of 2002, our net loss decrease only by $2,508 based on our negative gross profit of $16,159 for the three months ended September 30, 2003.

NINE MONTHS ENDED SEPTEMBER 30, 2003 AND 2002

REVENUE

For the nine months ended September 30, 2003, Altrimega had revenues of $634,868, consisting of the sale of 7 units in the Sea Garden Funding LLC project. During the nine months ended September 30, 2002, Altrimega had no revenue.

COST OF SALES

For the nine months ended September 30, 2003, our cost of sales was $610,086, compared to $0 for the comparable period in the prior year. The increase of $610,086 was the result of sales of 7 units at the Sea Garden Funding LLC project. The sale of these units resulted in a gross profit of $24,782 for the nine months ended September 30, 2003, compared with a gross profit of $0 for the comparable period in the prior year.

EXPENSES

For the nine months ended September 30, 2003, Altrimega had total expenses of $133,203, as compared to $60,886 for the comparable period in the prior year. For the nine months ended September 30, 2003, Altrimega's expenses consisted of $90,000 in consulting fees and $43,203 in administrative expenses, as compared to $60,886 in administrative expenses during the comparable period in the prior year. The increase in total expenses of $72,317 or 118.8%, was primarily due to consulting fees incurred in the nine months ended September 30, 2003.

NET LOSS

For the nine months ended September 30, 2003, Altrimega had a net loss of $112,142, as compared to a net loss of $60,886 for the comparable period in the prior year. While we had revenues during the nine months ended September 30,

2003 equaling $634,868 and no revenues during the nine months ended September 30, 2003, our net loss increased by $51,256 based on our increase for total expenses during the nine months ended September 30, 2003.

LIQUIDITY AND CAPITAL RESOURCES

We had limited operations and no income during the fiscal year ended December 31, 2002. We had limited operations during the first nine months of 2003. Our shortfall in working capital, which equaled $417,889 at September 30, 2003, has been met through advances from our president, John Gandy, and other shareholders who have advanced funds to pay expenses incurred by the Company from time to time. For the remainder of fiscal year 2003, we anticipate that we will need $300,000 to continue to fund basic operations, in addition to funding necessary to acquire an develop real estate projects.

For the nine months ended September 30, 2003, we had revenues of $634,868 and a net loss of $112,142. On September 30, 2003, we had cash on hand of $1,947, total assets of $964,871, total liabilities of $1,347,760, and a working capital deficit of $417,889. Our accumulated deficit at September 30, 2003 was $546,649.

We anticipate that we will require significant capital to maintain our corporate viability and execute our plan to develop real estate projects. We anticipate necessary funds will most likely be provided by our existing shareholders, our officers and directors and outside investors. We will require significant loan guarantees to acquire properties for development and to complete construction on Creative Holdings' planned projects. We will be required to pledge equity in the Company to induce individuals, officers or directors or other shareholders to guarantee our loans when necessary.

Altrimega's financial statements have been prepared on a going concern basis that contemplates the realization of assets and the settlement of liabilities and commitments in the normal course of business. Management recognizes that Altrimega must generate additional resources to enable it to continue operations. Management is planning to obtain additional capital principally through the sale of equity and debt securities. The realization of assets and satisfaction of liabilities in the normal course of business is dependent upon Altrimega obtaining additional equity or debt capital and ultimately obtaining profitable operations. However, no assurances can be given that Altrimega will be successful in these activities. Should any of these events not occur, the accompanying consolidated financial statements will be materially affected.

Altrimega is at present meeting its current obligations from its monthly cash flows, from investor capital and from loans from related parties. However, due to insufficient cash generated from operations, Altrimega currently does not internally generated cash sufficient to pay all of its incurred expenses and other liabilities. As a result, Altrimega is dependent on investor capital and loans to meet its expenses and obligations. Although investor funds and related party loans have allowed Altrimega to meet its obligations in the recent past, there can be no assurances that Altrimega's present methods of generating cash flow will be sufficient to meet future obligations.

Net Cash used in operating activities was $45,106 for the nine months period ended September 30, 2003. The cash was mainly used as a result of the net loss of $112,142 and the payment of accounts payable of $314,115, and offset by the sale of inventory equaling $439,135. There was no cash from investing activities or financing activities during the nine months ended September 30, 2003.

From time to time, Altrimega may evaluate potential acquisitions involving complementary businesses, content, products or technologies. Altrimega has no present agreements or understanding with respect to any such acquisition. Altrimega's future capital requirements will depend on many factors, including an increase in Altrimega's real estate projects, and other factors including the results of future operations.

ITEM 3. CONTROLS AND PROCEDURES

(a) Evaluation Of Disclosure Controls And Procedures:

Within 90 days prior to the date of this report, the Company carried out an evaluation, under the supervision and with the participation of the Company's Principal Executive Officer and Principal Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures. The Company's disclosure controls and procedures are designed to provide a reasonable level of assurance of achieving the Company's disclosure control objectives. The Company's Principal Executive Officer and Principal Accounting Officer have concluded that the Company's disclosure controls and procedures are, in fact, effective at this reasonable assurance level.

(b) Changes In Internal Controls:

There were no significant changes in the Altrimega's internal controls or in other factors that could significantly affect these controls during the quarter covered by this report or from the end of the reporting period to the date of this Form 10-QSB.

PART II: OTHER INFORMATION

ITEM 1. LEGAL PROCEDURES

None.

ITEM 2. CHANGES IN SECURITIES

(a) None.

(b) None.

(c) None.

(d) None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. SUBMISSION OF MATTERS TO BE A VOTE OF SECURITY HOLDERS

None

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a)(1) EXHIBITS. The following exhibits are included as part of this report:

EXHIBIT NUMBER	TITLE OF DOCUMENT	LOCATION
2.01	SHARE EXCHANGE AGREEMENT among Altrimega Health Corporation, Creative Holdings, Inc. and the Shareholders of Creative Holdings, Inc., dated as of September 2, 2002	Incorporated by re report on Form 8
4.01	CERTIFICATE OF DESIGNATION AS OF SEPTEMBER 30, 2002	Incorporated by re to the Company's 20, 2003

31.1	Certification by Chief Executive Officer pursuant to 15 U.S.C. Section 7241, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	Provided herewith
31.2	Certification by Chief Financial Officer pursuant to 15 U.S.C. Section 7241, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	Provided herewith

EXHIBIT NUMBER	TITLE OF DOCUMENT	LOCATION
32.1	Certification by Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	Provided herewith
32.2	Certification by Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	Provided herewith

(b) REPORTS ON FORM 8-K. None.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

November 18, 2003 ALTRIMEGA HEALTH CORPORATION

By: /s/ John Gandy

John Gandy,
Chief Executive Officer and Director

By: /s/ Ron Hendrix

Ron Hendrix,
Chief Financial Officer and Secretary