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COMPANY DATA:
COMPANY CONFORMED NAME: MW MEDICAL INC
CENTRAL INDEX KEY: 0001059577
STANDARD INDUSTRIAL CLASSIFICATION: ELECTROMEDICAL & ELECTROTHERAPEUTIC APPARAT
IRS NUMBER: 860907471
STATE OF INCORPORATION: NV
FISCAL YEAR END: 1231

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CITY: SCOTTSDALE
STATE: AZ
ZIP: 85250
BUSINESS PHONE: 6024838700

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10KSB

[X] ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2001

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from __________ to __________

Commission File No. 001-14297

MW Medical, Inc.

(Exact name of Registrant as specified in its charter)

NEVADA	86-0907471
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)
6929 E. Cheney Dr., Paradise Valley, AZ	85253
(Address of principal executive offices)	(Zip Code)
Registrant's telephone number, including area code:	(480) 315-8600

Securities registered pursuant to Section 12(b) of the Act: NONE

Securities registered pursuant to Section 12 (g) of the Act: Common Stock, par value $0.001

Check whether the issuer (l) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange 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.
[X] Yes [ ] No

Check if there is no disclosure of delinquent filers in response to Item 405 of Regulation S-B is not contained in this form, and no disclosure will be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-KSB or any amendment to this Form 10-KSB. [ ]

Revenues for 2001 were: $339.910

The aggregate market value of the voting stock held by non-affiliates computed by reference to the last reported sale price of such stock as of April 22, 2002 was $ 507,276.24

The number of shares of the issuer's Common Stock outstanding as of December 31, 2001 is. 24,517,443 with 453 shareholders

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

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PART I

Item 1. Description of Business

MW Medical, Inc. (hereafter "we" or "us") is in the business of manufacturing and selling our primary product, the MW 2000. We are also in the business of designing and developing microwave technologies for dermatological applications through our wholly owned subsidiary, Microwave Medical Corporation, a California corporation. Unless specified otherwise, throughout this discussion, MW Medical, Inc. and this subsidiary will be referred to interchangeably.

Chapter 11 Bankruptcy Petition

As of January 22, 2002, we have filed a Petition for relief under Chapter 11 of the Bankruptcy Code. An automatic stay is now in place. We will use this bankruptcy to protect the business from our creditors while we reorganize and try to work out a plan to pay our debts. The Petition was filed in United States Bankruptcy Court, District of Arizona, In Re: MW MEDICAL, INC., a Nevada Corporation, Case No. 02-0108-90-PHX-RTB, and In Re: MICROWAVE MEDICAL CORPORATION, a California Corporation, Case No. 02-01298-PHX-GBN. The location of the United States Trustee is 2929 N. Central Avenue, Suite 700, P.O. Box 36170, Phoenix, Arizona 85067-6170, (602) 640-2100.

In the past year, sales have been slower than anticipated. Our small revenues have been greatly outpaced by our operating expenses, and we are now insolvent. With the economic downturn, our unproven ability to generate revenues and the economic fallout from the events of September 11, 2001, we have been unable to raise additional capital. Our secured creditor has determined that the value of the collateral and the growing unsecured debt made it unlikely that we could raise additional capital. Without any further loans available, and with no prospect of raising additional capital in the face of our current balance sheet, we are unable to continue in business without the aid of Chapter 11 protection. Even with the protection afforded by the bankruptcy petition, we cannot provide investors with any assurance we will emerge from bankruptcy as a viable business.

Since November 2000, we have been funded by Ms. Jan Wallace, our President and Chief Executive Officer, on an as-needed basis. There is a note outstanding to Ms. Wallace in excess of $615,871. This borrowing is secured by all of our assets, including, but not limited to, all of our inventory and patents. Additionally, Ms. Wallace would be in the first credit position on all of our assets and may be required to foreclose in order to protect her personal interests. We are currently in default on these notes. The maturity date of the note has been extended to a point in time which is at the sole discretion of Ms. Wallace.

There are no assets to be distributed to creditors or shareholders as the secured creditor has a lien on all assets and is undersecured. The primary objective of this reorganization is to allow us to go forward as a public company free of all debt and with a reduced

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secured debt. The plan also provides for payment to unsecured creditors of more than they would receive in a liquidation. We can then seek business opportunities for a reverse merger that will allow creditors and shareholders to realize value not otherwise available to them. In the event of an inability to raise capital and the loss of our assets, we will still have the capacity to seek a reverse merger partner but we cannot assure investors a reverse merger partner will be found

Principal Products and Services

We are engaged in the development of technologies relating to the use of microwave energy for medical applications. Due to our current financial stress, we have halted all research and development in the areas of the microwave technology capabilities and on spider veins clinical trials.

On October 25, 1999, the Food and Drug Administration, or FDA, granted us approval to begin marketing our microwave hair removal device for hair removal below the neck. The resulting product, the MW 2000, was then launched in selected locations. Sales for the MW 2000 have been slow for a variety of reasons, including lack of approval for facial hair removal, the size of the aperture, and longer than expected trial periods for sales.

Upon completion of Chapter 11, we plan to complete development of a microwave therapy system that incorporates the technology described in our patent application for the treatment of telangiectasia, or, spider veins as a follow up to our hair removal treatment. Spider veins are thread-like red to purplish veins that stem from a network of small veins just below the surface of the skin. Spider veins develop more predominantly on the legs and faces of women. At this time, injection and lasers are the predominant treatments for this condition. We have currently halted all clinical trials for the treatment of telangiectasia.

Pending Approvals

On February 23, 2001, we submitted our application to the FDA for approval to begin marketing the larger aperture headpiece for the MW 2000. We hope that this device will be classified as a Class II (Special Controls) device. If approval is obtained, we will market this device subject to the general control provisions of the Act, including requirements for annual registration, listing of devices, good manufacturing practice, labeling, and prohibitions against misbranding and adulteration, and the additional controls mandated by the Class II classification.

Telangiectasia (Spider Veins) Treatments

In October 2000, we received Investigational Review Board approval from Independent Review Consulting, Inc. to conduct Phase III clinical trials for the treatment of spider veins (telangiectasias) in the legs using MW's microwave delivery system. Although we were conducting clinical trials over the past year, due to financial constraints, we have halted all trials at this time.

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Orbital Facial Wrinkles

We believe that our microwave technology may provide an effective treatment for facial elastosis, or facial wrinkles. Facial wrinkles exist widely in certain age groups with the financial means and motivation to correct the condition. The market opportunity is of significant interest to us because the providers of current solutions are part of our current target market and our technology may offer benefits not currently available with other modalities. Our financial condition does not allow us to pursue this market opportunity at this time.

Striae (Stretch Marks) Treatments

We believe that our microwave technology may provide an effective treatment for striae or stretch marks. Stretch marks currently have limited treatment options and both providers and patients are motivated to secure a reliable effective treatment. The market opportunity is of significant interest to us because our technology may offer a highly unique clinical solution to this condition. Due to our financial condition, we are not able to pursue this opportunity at this time.

Additional Clinical Uses

After we emerge from our Chapter 11 bankruptcy, we plan to continue to pursue our target market of non-invasive aesthetic clinical procedures, the versatility of the technology makes other therapeutic opportunities appear viable. We plan to continue to evaluate the economic and development implications of the possible therapeutic uses of microwave energy, including oncology, urology, gynecology and cardiology.

Competition and Marketing

The worldwide annual market for dermatology/cosmetic equipment sales presents a tremendous opportunity for business development. This is the result of the medical community's need for elective (private pay) income to offset declining managed care fee cutbacks. These fee cutbacks have propelled the development of the burgeoning aesthetic surgery market.

We primarily market our microwave technology in the cosmetic dermatology market. In recent years, there has been a substantial upsurge in the demand for non-surgical cosmetic procedures in the treatment of spider veins and removal of hair. To date, we have had difficulty translating this demand into demand for the MW 2000.

We compete in the hair removal and spider vein market segments in North America and the European Community. Our ability to effectively treat all skin types and hair colors is a significant difference between our competitors and us. Many of the competitive products currently on the market, target a certain chromophore, melanin, in the hair follicle to remove hair. However, certain skin types contain higher concentrations of melanin in the skin, which can reduce the effectiveness of the treatment. In addition,

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white and gray hair lack melanin. The lack of melanin in these hair colors may also reduce the effectiveness of the current products on the market. Based upon our clinical studies to date, we do not expect these limitations with our MW 2000 system.

Our principal competitors are Candela Corporation and ESC Medical Systems Ltd among others. These companies sell, among other things, laser systems used for hair removal and the treatment of spider veins.

Due to our current cash constraints, we will direct market our products on a limited basis to selected doctors in targeted geographic locations. Additionally, our clinical trials for facial hair removal are not complete and have not been submitted to the FDA.

Marketing Strategy

Our current financial distress has resulted in the ceasing of our marketing operations. Following our emergence from Chapter 11, we hope to attain prominence as a market leader through a carefully constructed marketing program. Due to cash constraints, we have only been marketing our products in limited market segments and geographic locations. Now that our financial situation is even more tenuous, our current marketing plan is to direct market our products on a limited basis to selected doctors in targeted geographic locations. Once appropriate financing is available, we will launch a comprehensive marketing campaign. We cannot assure investors that such financing will ever materialize.

To date, we have concentrated our marketing and sales efforts in the United States. All of our future marketing efforts will be restricted by our available financial resources.

Employees

Due to the lack of funds, we have only two employees, our President/Chief Executive Officer, and the Acting Chief Financial Officer. None of our employees are subject to collective bargaining agreements, nor have they been on strike, or threatened to strike, within the past three years. We have no supplemental benefit or incentive arrangements with our employees other than our incentive stock option plan. Neither of the employees are currently being compensated.

Patents and Trademarks

Our success substantially depends upon the acceptance of our microwave technology for use in cosmetic dermatology. We have obtained a patent entitled, "Method and Apparatus for Treating Subcutaneous Histological Features," which focuses on the application of microwave energy to the treatment of spider veins and for use in hair removal. We have no other patent, trademark or intangible property. We do, however, have several other filed patents pending. Thus far in our corporate history, we have enjoyed little success selling the MW 2000 which is based on microwave technology.

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Research and Development Expenditures

During the 2001 and 2000 fiscal years, the following amounts were spent by MW on research and development activities:

Year Ended December 31, 2001	Year Ended December 31, 2000
$258,660	$ 1,678,580

Corporate Organization and History

We are a Nevada corporation that was incorporated as a subsidiary of Dynamic Associates, Inc. ("Dynamic") on December 4, 1997.

Dynamic then transferred all shares of MW Medical, Inc. to the shareholders of Dynamic through a distribution completed on March 11, 1998. Each shareholder of Dynamic received one common share of MW Medical, Inc. for each common share of Dynamic held by the shareholder. The shares of MW Medical, Inc. distributed by Dynamic constituted all of our issued and outstanding shares at the time.

Marketing Plans

Due to our current cash constraints, we will direct market our products on a limited basis to selected doctors in targeted geographic locations. Additionally, our clinical trials for facial hair removal are not complete and have not been submitted to the FDA.

Item 2. Description of Property

In order to reduce expenses, we have vacated our former leased premises at 6617 N. Scottsdale Road, Suite 103, Scottsdale, AZ 85250 and have moved the operations into space provided by Ms. Wallace, the President/CEO. 6929 East Cheney Drive, Paradise Valley, Arizona 85253 The Company owns no real property.

MMC no longer has any leased office space.

Item 3. Legal Proceedings

We are not a party to any material litigation and to our knowledge, no such proceedings are threatened or contemplated.

On January 22, 2002, we filed a petition for relief under Chapter 11 of the United States Bankruptcy Code. The petition was filed in the United States Bankruptcy Court, District

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of Arizona, under Case Number 02-01090-PHX-RTB for MW Medical Inc. and Case Number 02-01298-PHX-GBN for Microwave Medical Corp.

The only secured creditor is Ms. Jan Wallace. Ms. Wallace's security consists of patented and the proprietary technology, ongoing product approvals, inventory and goodwill. The patents and technology have no market values as it is, by definition, unique and sales of the patented product have not proved profitable despite investment of significant monies in marketing efforts. The inventory has little value beyond scrap or salvage value except through the sale as retail product to physicians. The other group of the largest unsecured creditors consist of management and former management personnel who have been owed salary and expenses.

A Plan has been filed with the courts, with a vote by ballots due on May 22, 2002.

The primary objective of this reorganization is to allow us to go forward as a public company free of all debt and with a reduced secured debt while paying its unsecured creditors more than they would receive in a liquidation. We can then seek business opportunities for a reverse merger that will allow creditors and shareholders to realize value not otherwise available to them.

No compensation shall be paid or accrued to officers or directors or of new affiliate, until after September 30, 2002. This will provide us with a better opportunity to raise new capital and/or develop new sales. During the organization period, we will continue our business but will not aggressively attempt to make new sales during the pendency of the Chapter 11 proceedings; it will wait until after confirmation is either obtained or seems assured and funds become available. We will attempt to locate new capital and will prepare ourself for reinvigorating our sales organization as soon as funds become available. The new affiliates will begin preliminary activities to explore their new markets as soon as the plan is confirmed. There is no assurance new capital can be raised or that the business of any of the companies will be

successful.

Item 4. Submission of matters to a Vote of Security Holders

No matters have been submitted to a vote of security holders through a solicitation of proxies or otherwise during the fourth quarter of the fiscal year covered by this report.

PART II

Item 5 Market for Registrant's Common Equity and Related Stockholders Matters.

Market Information

We received approval for listing on the Frankfurt Stock Exchange on January 24, 2000 under the symbol MWMD.F. We have been listed in the U.S. on the NASD, Over the Counter, Bulletin Board (OTC BB) since April 1999 under the symbol MWMD.

	HIGH	LOW
2000**		
First Quarter	$4.56	$1.75
Second Quarter	$2.41	$0.50
Third Quarter	$1.88	$0.56
Fourth Quarter	$1.09	$0.16

- --------------

2001		
First Quarter	$0.50	$0.11
Second Quarter	$0.35	$0.10
Third Quarter	$0.25	$0.06
Fourth Quarter	$0.10	$0.06

- -------------------

...
** The prices are all "closing" prices.

As of December 31, 2001 there were 453 record holders of our common stock.

We have not previously declared or paid any dividends on our common stock and does not anticipate declaring any dividends in the foreseeable future.

Recent Sales of Registered Securities

The following is a list of equity securities sold by us within the past three years that were not registered under the Securities Act.

We issued to Dynamic 14,223,929 common shares in consideration for the transfer by Dynamic to MW of all shares and shareholders loans of each of MMC and P&H, and the agreement of Dynamic to advance to us a total of $200,000, $50,000 of which has been paid. The shares of MW issued to Dynamic have subsequently been distributed to the shareholders of Dynamic on the basis of one common share of our stock for each common share of Dynamic. This issue of common shares by us to Dynamic was completed in compliance with the exemption from registration provided by Section 4(2) of the Securities Act of 1933.

We also issued 2,500,000 common shares in a private placement to accredited investors at a price of $0.75 per share in compliance with Rule 506 of Regulation D of the Securities Act as follows:

(1) 1,500,000 shares in October 1998;
(2) 300,000 shares in March 1999;
(3) 700,000 shares in June 1999.

On July 14, 1999, we entered into a convertible debenture and warrant purchase agreement in which we agreed to sell a total of $3,500,000 worth of convertible debentures in compliance with the exemption from registration provided by Rule 506 of Regulation D of the Securities Act. In addition to the convertible debentures, each investor under the debenture Purchase Agreement was entitled to warrants in a proportional amount to their purchase of debentures. The exercise price of the warrants is at a price of $2.75 per share. Of the $3,500,000 in convertible debentures, only $3,000,000 were sold immediately. Between July 21 and July 23, 1999, the investors exercised their conversion rights under the debentures and converted $2,620,000 worth of debentures into 2,386,750 shares of common stock. The remaining $380,000 worth of debentures were converted in

November 1999 into 188,764 shares of common stock. The shares issued pursuant to the exercise of the debentures were registered with the Securities and Exchange Commission, effective November 3, 1999. The second closing of $500,000 was allowed to expire without sale.

On July 20, 1999, we also issued warrants to purchase 250,000 shares of our common stock to JW Genesis Securities, Inc. as part of its fee for arranging the convertible debenture financing. These warrants were also issued in compliance with an exemption from registration provided by Rule 506 of Regulation D of the Securities Act. These warrants are exercisable at a price of $3.312 per share at any time before 5:00 pm New York City time on July 20, 2004.

In December 1999, we offered 1 million shares of common stock in a private placement exempt from registration under Rule 506 of Regulation D of the Securities Act at a price of $3.00 per share along with warrants to purchase 100,000 shares at an exercise price of $3.50 per share. This placement was closed on January 15, 2000 with all the shares sold to accredited investors.

In July 2000, we offered 2,000,000 shares of our common stock in a private placement exempt from registration under Rule 506 of Regulation D of the Securities Act at a price of $0.50 per share along with warrants to purchase 200,000 shares at an exercise price of $1.75 per share. This placement was closed on September 15, 2000 with 1,860,000 shares sold to accredited investors.

In July, 2001, we completed transactions which enabled us to obtain a limited amount of funding. None of the proceeds of the financing were applied towards the repayment of Ms. Wallace's note. We received a total of $100,000 from three parties and Ms. Wallace converted $100,000 from her debt to this private placement. The agreements provide for the issuance of 1,400,000 shares of common stock at $0.1429 per share plus

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2,800,000 "Class A" warrants for common shares exercisable at $0.20, plus 2,800,000 "Class B" warrants for common shares exercisable at $0.40. The warrants may be exercised, in whole or in part, from time to time after the execution of each Agreement and before June 13, 2006. We do not have the right to call the warrants at any time.

Item 6. Management's Discussion and Analysis or Plan of Operation

In the past year, we have drastically scaled back all operations and has implemented significant cost reduction measures however, sales revenue have not been sufficient to maintain operations. In order to reduce cost, we moved out of our leased space and into space provided by Ms. Wallace at no cost.

From November 2000, we have received most of our funding from Ms. Jan Wallace, our chief executive officer. Ms. Wallace has invested in equity or loaned us over $600,000 since June 2000. We currently owe Ms. Wallace over $600,000. This borrowing is secured by all of our assets, including, but not limited to, all of our inventory and the patents. We are currently in default on these notesAdditionally, Ms. Wallace would be in the first credit position on all of our assets and may be required to foreclose in order to protect her personal interests.

Due to the limited number of sales in 2001, we have been unable to maintain operations without the assistance of additional capital. With the economic downturn, we have been unable to raise additional capital from outside sources, and felt that we were unable to continue without the assistance of the Chapter 11 protection.

Assets

Total assets decreased from $2,883,242 on December 31, 2000 to $356,137 on December 31, 2001, a decrease of $2,527,105 or 88%. The net change resulted from a write down of our inventory to market as well as a bad debt expense for the accounts receivable. The decrease in cash and restricted cash resulted primarily from the normal operations of the business and the lack of funding.

Liabilities And Stockholders Equity

Since November 2000, we have been funded by an officer of the Company. The total amount owed under these loan agreements is approximately $615,871. These notes are secured by all of our assets. We are currently in default on these notes.

Our current liabilities increased $365,592, or 36% to $1,368,355 as of December 31, 2001. The increase is due to increased debt to fund operations as well as unpaid salary to officers of the Company.

A substantial portion of our operations was funded through equity offerings and from secured loans from Ms. Wallace, the President, CEO. Our stockholders' equity was negative $1,012,218 as of December 31, 2001 compared to $1,880,479 as of December 31, 2000, the net decrease in stockholders' equity resulted primarily from the issuance of

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common stock and detachable warrants, approximately $1,022,000, less the net loss, approximately $3,915,000.

Results of Operations

Our net loss decreased to $3,915,196 for the year ended December 31, 2001 from $3,973,657 for the year ended December 31, 2000, The sale of our systems, providing us with $339,910 in revenues help offset some of our operating expenses. We did, however write off $22,988 of this revenue to bad debt as we believe that some accounts are uncollectible. A significant portion of the net loss is from interest expense of $866,600.

Research and development cost decreased to $258,660 from $1,678,580 in 2000. Although in 2000, we increased the research and development to include new

applications for our proprietary technology and additional clinical testing for the existing products; due to the lack of funding and slow sales, we have postponed all clinical trails until we can raise additional capital. However, after additional financing is obtained we expect research and development expenses to continue at this level or higher into the foreseeable future as we continue to investigate new applications of this technology, including treatment of spider veins, wrinkling and stretch marks.

Selling, general and administrative expenses decreased to $808,080 from $2,263,435 for the year ended December 31, 2001, a decrease of $1,455,355 for 64%. General and administrative expenses have been scaled back during 2001 as we have reduced all operating cost to the bare minimum and are expected to stay at those levels until additional financing is obtained.

Interest expense for the year ended December 31, 2001 was $866,600 compared to $28,596 for the year ended December 31,2000. The significant increase is for the loans made to us, since we were unable to raise funds through equity offerings. Despite initial efforts, our sales have not met expectations. We have restricted the sales of our machines to be within the southwest so that we can better service our customers.

Liquidity and Capital Resources

In the last year, with the exception of the Private placement in July 2001, in which we raised $100,000 from outside sources, Ms. Wallace has been the sole source of financing. As of January 2002, Ms. Wallace has stopped funding us with the exception of extraordinary expense. Unable to raise additional capital, and with no ability to meet our obligations to debtors, we filed for Chapter 11 of the Bankruptcy Code on January 22, 2002.

We used cash of $528,487 in our operating activities during the year ended December 31, 2001 as compared to $ 3,542,643 during 2000. Due to the shortage of funding, we have had to substantially reduce our operational cost. All funding, in the past year has been provided by Ms. Wallace and the private placement in July 2001.

We have written down its inventory to market value, in the event that a liquidation may be implemented.

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Cash flows provided by financing activities decreased to $518,871 from $3,260,000 for the year ended December 31, 2000. Financing activities in 2001 consisted of a $200,000 private placement of our common stock and from loans.

In 2001, we were primarily involved in the sale of product and trying to minimize operational cost. Marketing efforts are currently halted. We will require substantial additional financing in the future to continue the operation of our business.

Forward-Looking Statements

Many statements made in this report are forward-looking statements that are not based on historical facts. Because these forward-looking statements involve risks and uncertainties, there are important factors that could cause actual results to differ materially from those expressed or implied by these forward-looking statements. The forward-looking statements made in this report relate only to events as of the date on which the statements are made.

Item 7. Financial Statements

The information required by this item is set forth in Item 13 of this Report.

Item 8. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

We have had no disagreements with our accountants on accounting or financial disclosures. A change was made in accountants as reported on our 8K filed January 26, 2001.

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PART III

Item 9. Directors and Executive Officers of the Registrant

The following are the names of our officers and directors, their present positions, and some brief information about their background.

Name	Age	Offices Held
Jan Wallace	44	Director, President
Grace Sim	41	Acting Chief Financial Officer

Jan Wallace is our president, chief executive officer and one of our directors since our inception in December 1997. Ms. Wallace resigned as president and chief executive officer effective October 1, 1998 but was then re-appointed on July 9, 1999 after the resignation of then president and chief executive officer, Paul Banko. Ms. Wallace is also employed by Dynamic Associates Inc. and has been since April 1995, when she was elected to the board of directors and accepted the position of chief operating officer. She is currently a director and the president of Dynamic. Ms. Wallace was previously vice president of Active Systems, Inc. a Canadian company specializing in SGML Software, an ISO standard, in Ottawa, Ontario for the period from 1993 to 1994. Before that, she was president and owner of Mailhouse Plus, Ltd., an office equipment distribution company that was sold to Ascom Corporation. She has also been in management with Pitney Bowes-Canada and Bell Canada where she received its highest award in sales and marketing. Ms. Wallace was educated at Queens University in Kingston, Ontario and Carleton University, Ottawa, Ontario in Political Science with a minor in Economics.

Grace Sim is our acting Chief Financial Officer since June 2001. She was the Secretary / Treasurer and Director of MW Medical from its inception in December 1997 to July 2000. She was also Secretary/Treasurer and Director of Dynamic Associates from 1997 to 1999. Ms Sim owned Sim Accounting, an accounting consulting company in Ottawa, Ontario, Canada. Between 1993 and 1994, she worked as the controller with Fulline, an office equipment company and with Mailhouse Plus Ltd. Between 1990 and 1992. Ms. Sim received her Bachelor of Mathematics with honors from the University of Waterloo in Ontario, Canada

Terms of Office

Our directors are appointed for one (1) year terms to hold office until the next annual general meeting of the stockholders or until removed from office in accordance with our by-laws. Officers are appointed by the board of directors and hold office until removed by the board.

On December 30, 2001, we received resignations from the following directors: Elliot Smith, Nigel Parker and Neil Marcus. Dr. Jack Friedland had tended his resignation in November 2001. Currently, the only director serving on the board is Ms. Wallace.

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Significant Employees

The Company does not have any employees who are not executive officers that are expected to make a significant contribution to the business.

Section 16(a) Beneficial Ownership Reporting Compliance

The following persons have failed to file, on a timely basis, the identified reports required by section 16(a) of the Exchange Act during the most recent fiscal year.

Name and principal position	Number of Late Reports	Transactions Not Timely Reported	Known Failures To File a Required Form
Jan Wallace, Director, President, CEO	2	0	None

*We do not know whether reports have been filed by any other beneficial owners as required by Section 16(a) of the Exchange Act during the period covered by this report.

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Item 10. Executive Compensation

Annual Compensation Table

			Annual Compensation			Long Term Compensation			
Name	Title	Year	Salary	Bonus	Other Annual Com-pen-sa-tion	Restricted Stock Awarded	Options/ SARs (#)	LTIP payouts($)	All Other Com-pen-sa-tion
Jan Wallace	President, CEO & Director	2001	$212,850	0	0	0	400,000	0	0
Grace Sim	Acting C.F.O.	2001	$ 80,853	0	0	200,000	0	0	0

Included in Ms. Wallace salary of $212,850, is deferred salary totalling $166,550. Ms. Wallace elected to defer a portion of her salary, as the company did not have the funds to pay her salary at that timeMs. Wallace has also provided us with all of our funding in 2001. Ms. Sim deferred $53,353 of her $80,853 salary for 2001. There has been no compensation paid for either officers in 2002.

Item 11. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table provides, the beneficial ownership of MW's common stock by each person known by MW to beneficially own more than 5% of MW's common stock outstanding as of December 31, 2001 and by the officers and directors of MW as a group. Except as otherwise indicated, all shares are owned directly.
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<CAPTION>

Title of class	Name and address of beneficial owner	Amount of Beneficial ownership	Percent of class*
<S>	<C>	<C>	<C>
Common Stock	Value Management & Research AG Am Kronberger Hang 5 D-65824 Schwalbach Germany	1,661,087	6.8%
Common Stock	CitiBank 3800 Citicorp Center Tampa Tampa, FL	4,658,235	19.0%
Common Stock	Deutche Banc Alex Brown 375 West Padonia Road Timonium, Md 21093	1,410,534	5.8%

</TABLE>

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The Company knows of no other person who is the beneficial owner of more than five percent of our common stock.

Management

Common Stock	Jan Wallace (Chairman) P.O. BOX 5383, Scottsdale, AZ 85261	2, 900,000 (1)	11.8%
Common Stock	Grace Sim (Acting CFO) P.O. Box 5383 Scottsdale, AZ 85261	50,000 (2)	0.2%
Common Stock	All Officers and Directors Common Stock as a Group (2 persons)	2,950,000	12.0%

* Based on 24,550,070 shares of common stock outstanding as of December 31, 2001.
(1) Ms. Wallace also holds stock options to purchase 400,000 shares at a price of $0.30.
(2) Ms. Sim also holds stock options to purchase 200,000 shares at a price of $0.30.

Item 12. Certain Relationships and Related Transactions.

Except as disclosed below, none of the following parties since the date of our incorporation has had any material interest, direct or indirect, in any transaction with us or in any presently proposed transaction that, in either case, has or will materially affect us.

- - Director or officer of MW
- - Proposed nominee for election as a director of MW
- - Person who beneficially owns, directly or indirectly, shares carrying more than 10% of the voting rights attached to all outstanding shares of MW
- - Promoter of MW
- - Relative or spouse of any of the foregoing persons

During 2000, $157,875 was paid and an additional $37,125 was accrued to our President, and $84,200 was paid and an additional $67,133 was accrued to the Secretary/Treasurer.

For 2002, we project that our President will receive $18,150 monthly. However, Ms. Wallace has deferred all of her salary in 2002 as we have not had the cash available to pay her salary. Ms. Wallace has been the sole source for cash financing for us since our last private placement in September 2000.

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PART IV

Item 13. Exhibits, Financial Statement Schedules and Reports on Form 8-K

Exhibits
- --------

None

Financial Statements
- ---------------------

The Company's audited Financial Statements, as described below, are attached hereto.

1. Audited Consolidated Financial Statements

(a) Report of Independent Certified Public Accountants

(b) Consolidated Balance Sheet

(c) Consolidated Statements of Operations

(d) Consolidated Statement of Stockholders' Equity;

(e) Consolidated Statements of Cash Flows;

(f) Notes to Consolidated Financial Statements;

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Financial Statements and Report of
Independent Certified Public Accountants

MW Medical, Inc.

December 31, 2001 and 2000

C O N T E N T S

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INDEPENDENT AUDITOR'S REPORT

Board of Directors
MW Medical, Inc.

We have audited the accompanying consolidated balance sheet of MW Medical, Inc. (a Nevada corporation) as of December 31, 2001 and the related consolidated statements of operations, stockholders' equity(deficit) and cash flows for the years ended December 31, 2001 and 2000. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of MW Medical, Inc. as of December 31, 2001 and the results of its operations and its cash flows for the years ended December 31, 2001 and 2000, in conformity with accounting principles generally accepted in the United States.

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note B to the consolidated financial statements, the Company has cash flow constraints, an accumulated deficit, and suffered recurring losses from operations. These factors, among others, raise substantial doubt about the Company's ability to continue as a going concern. Management's plans in regard to these matters are also described in Note B. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ Smith & Company
CERTIFIED PUBLIC ACCOUNTANTS

Salt Lake City, Utah
May 1, 2002

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MW Medical, Inc.
CONSOLIDATED BALANCE SHEET
December 31,

	2001
<S>	<C>
ASSETS	
CURRENT ASSETS	
Cash	$ 209
Inventory	300,000
Prepaid expenses and other current assets	-
Total current assets	300,209
INVENTORY, long-term	-
PROPERTY, PLANT AND EQUIPMENT, net	55,928
OTHER RECEIVABLES, net	-
	$ 356,137
LIABILITIES AND STOCKHOLDERS' EQUITY(DEFICIT)	
CURRENT LIABILITIES	
Accounts payable	$ 241,617
Accrued expenses	510,867
Note payable - related party	615,871
Total current liabilities	1,368,355
STOCKHOLDERS' EQUITY(DEFICIT)	
Common stock $.001 par value; authorized - 100,000,000 shares issued and outstanding - 24,517,443	24,517
Additional paid-in-capital	13,687,857
Accumulated deficit	(14,724,592)
Total stockholders' equity(deficit)	(1,012,218)
	$ 356,137

</TABLE>

The accompanying notes are an integral part of these statements.

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MW Medical, Inc.

CONSOLIDATED STATEMENTS OF OPERATIONS
Year ended December 31,

<S>	2001 <C>	2000 <C>
Sales, net	$ 339,910	$ 131,765
Cost of sales	193,155	71,720
	146,755	60,045
General and administrative expenses	808,080	2,263,435
Bad Debt	22,988	
Depreciation and amortization	141,103	100,595
Research and development	258,660	1,678,580
Loss on inventory	1,814,678	-
Loss on discontinuance of R&D equipment	149,842	-
Total operating expenses	3,195,351	4,042,610
Net operating loss	(3,048,596)	(3,982,565)
Interest/Other income (expense)		
Interest income	-	37,504
Interest expense	(866,600)	(28,596)
	(866,600)	8,908
NET LOSS	$(3,915,196)	$(3,973,657)
Net loss per weighted average share	(0.17)	(0.20)
Weighted average number of common shares used to compute net loss per weighted average share	22,555,457	19,925,931

</TABLE>

The accompanying notes are an integral part of these statements.

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MW Medical, Inc.
CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY(DEFICIT)
Two years ended December 31, 2001

Note

	Shares	Common stock Amount	Additional paid-in capital	Note receivable from former parent	Accumulated deficit	Total stockh equity
	Shares	Amount	capital	parent	deficit	equ
<S>	<C>	<C>	<C>	<C>	<C>	<C>
BALANCE, December 31, 1999	18,374,443	$ 18,375	$ 9,291,928	$(150,000)	$ (6,835,739)	$2,

Issuance of common stock, net of issuance costs	2,860,000	2,860	3,327,140	$ -	-	3,
Exercise of options	58,000	57	57,943	58,000		
Granting of options for services			141,572			
Net Income					(3,973,657)	(3,
BALANCE, December 31, 2000	21,292,443	21,292	12,818,583	(150,000)	(10,809,396)	1,
Issuance of common stock, net of issuance costs	700,000	700	99,300			
Write off of Note receivable from former parent			(150,000)	150,000	-	
Shares issued in connection with convertible note	1,800,000	1,800	276,009			
Beneficial conversion feature in convertible note(s)			539,191			
Settlement of payable to shareholder	25,000	25	5,474			
Convertible note converted to equity	700,000	700	99,300			
Net Income/<loss>					(3,915,196)	(3,
BALANCE, December 31, 2001	24,517,443	24,517	13,687,857	-	(14,724,592)	(1,

</TABLE>

The accompanying notes are an integral part of these statements.

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MW Medical, Inc.
CONSOLIDATED STATEMENTS OF CASH FLOWS
Year ended December 31,

	2001	2000
<S>	<C>	<C>
Cash flows from operating activities		
Net Loss	$(3,915,196)	$(3,973,657)
Adjustments to reconcile net loss to cash used in		

operating activities:		
Depreciation and amortization	141,103	100,595
Non monetary compensation	-	141,572
Writedown of Inventory and R&D fixed assets	1,964,520	-
Beneficial Conversion feature related to notes payable	539,191	-
Consulting expenses paid in stock	5,499	-
Shares issued in connection with converible notes payable	277,809	-
Changes in assets and liabilities		
Decrease in accounts receivable	51,629	(51,629)
Increase in inventories	343,073	(1,114,493)
Decrease (increase) in restricted cash	-	500,000
Decrease (increase) in prepaid expenses and other receivables	17,164	1,516,750
Increase (decrease) in accounts payable and accrued expenses	46,721	(556,281)
Increase (decrease) in deposits	-	(103,100)
Decrease in income taxes payable	-	(2,400)
Net cash used in operating activities	(528,487)	(3,542,643)
Cash flows used in investing activities		
Purchase of equipment	-	(102,364)

</TABLE>

The accompanying notes are an integral part of these statements.

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MW Medical, Inc.
CONSOLIDATED STATEMENTS OF CASH FLOWS - Continued
Year ended December 31,

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<S>	2001 <C>	2000 <C>
Cash flows from		
Proceeds from loans	418,871	487,000
Payments on loans	-	(515,000)
Sale of common stock	100,000	3,288,000
Net cash provided by financing activities	518,871	3,260,000
(Decrease) increase		

in cash and cash equivalents	(9,616)	(385,007)
Cash and cash equivalents at beginning of period	9,825	394,832
Cash and cash equivalents at end of period	$ 209	$ 9,825
Supplemental information		
Cash paid for interest	$ -	$ 28,596
Cash paid for income taxes	$ 2,400	$ 3,200

</TABLE>

Non cash items

The Company wrote off a receivable, $150,000, from its former parent as uncollectible.

The Company's CEO converted $100,000 of a note payable to her to equity On November 2001.

The accompanying notes are an integral part of these statements.

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NOTE A - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Description of Business

MW Medical, Inc. ("the Company") was incorporated under the laws of the State of Nevada on December 4, 1997. The Company currently produces and distributes medical devices utilizing the Company's proprietary microwave technology. Through its subsidiary, Microwave Medical Corporation ("MMC"), the Company is engaged in the development of technology relating to the use of microwave energy for medical applications.

Principles of Consolidation

The consolidated financial statements include the accounts of the Company; its wholly-owned subsidiaries, MMC and MMC's German based subsidiary, Microwave Medical ("GmbH"), which was formed in late 1997. All significant intercompany balances have been eliminated in consolidation.

Concentration of Risk

The Company outsources the majority of its manufacturing to one supplier. The reliance on a limited number of vendors is subject to several risks, including economic disruptions and price fluctuations, any one of which could have a material adverse effect on the Company's business and results of operations.

Revenue Recognition

Revenues are recognized upon acceptance of the product, provided the Company has met all significant obligations for performance, the purchaser's obligation is not contingent on any future performance and collectibility is probable.

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NOTE A - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued

Inventory

Inventory, consisting principally of raw materials and finished goods, is stated at the lower of cost (principally using First-in, First-out) or market.

Research and Development Costs

Research and development costs are generally charged to operations as incurred. Research and development costs that have an alternative future use are capitalized. The total amount of research and development costs capitalized were $0 and $540,000 for the year ended December 31, 2001 and 2000, respectively.

Stock-Based Compensation

The Company accounts for stock-based awards in accordance with APB Opinion 25, "Accounting for Stock Issued to Employees" ("APB 25"), which requires that compensation cost be recorded based on the intrinsic value of the award at the grant date and recognized over the service period. The Company, in accordance with Statement of Financial Accounting Standards No. 123 "Accounting for Stock-based Compensation" (SFAS 123), provides pro-forma disclosures of net earnings (loss) and earnings (loss) per share as if the fair value based method of accounting for awards had been applied. Under the fair value based method, compensation cost is recorded based on the value of the award at the grant date and is recognized over the service period.

Estimates

The Company's management has made a number of estimates and assumptions relating to the reporting of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of expenses during the year to prepare these financial statements in conformity with generally accepted accounting principles. Actual results could differ from these estimates.

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NOTE A - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued

Depreciation and Amortization

Depreciation and amortization of property and equipment are computed principally using the straight-line and accelerated methods with useful lives ranging from 17 months to 5 years.

Income Taxes

The Company accounts for income taxes under the asset and liability method. Deferred taxes and liabilities are recognized for future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which such taxable differences are expected to be recovered or settled. The effect on deferred tax assets and liabilties of a change in tax rates is recognized in income in the period that includes the enactment date. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax asset will not be realized.

Net Loss per Share
- ---------------------

Basic loss per share is computed by dividing net loss available to common stockholders by the weighted average number of common shares outstanding during the periods presented. No diluted loss per share amounts are disclosed as their effect is antidilutive.

Stock options and stock purchase warrants to purchase shares on common stock that were outstanding during 2001 and 2000 which were not included in the computation of diluted loss per share because the impact would have been antidilutive were 6,445,000 and 1,895,000 respectively.

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NOTE B - REALIZATION OF ASSETS

The Company has suffered recurring losses from operations and may continue to incur operating losses for the foreseeable future due to the significant costs anticipated to be incurred in connection with manufacturing, marketing and distributing its microwave products. The Company has also been experiencing significant difficulties in raising additional capital and does not expect that any additional capital will be raised in the near future.

In view of the matters described in the preceding paragraph, recoverability of a major portion of the recorded asset amounts shown in the accompanying balance sheet is dependent upon continued operations of the Company, which in turn is dependent upon the Company's ability to meet its financing requirements on a continuing basis, to maintain present financing, and to succeed in its future operations. The consolidated financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or amounts and classification of liabilities that might be necessary should the Company be unable to continue in existence.

The Company has not been able to meet its current obligations and has therefore filed for Chapter 11 bankruptcy protection. The Company has reduced staffing to key personnel, specifically corporate officers necessary to complete bankruptcy proceedings and identify potential merger or buyer targets. All officers are voluntarily participating in a salary deferral program until additional funding is secured. The Company will continue to pursue all opportunities to possibly be acquired or merged with another entity. However, there can be no assurance that the Company will be able to complete any contemplated alliance, merger or sale transaction within the required time frame.

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NOTE C - INVENTORY

At December 31, 2001, inventory was comprised of the following:

Raw Materials	$ 2,114,678
Finished Goods	
Valuation Allowance	(1,814,678)
	300,000
Current	$ 300,000
Long-term	0
	$ 300,000

Due to low sales levels, reduced demand and the bankruptcy proceedings, the

Company has written down the inventory on hand to the lower of cost or market. Since there is not an immediate market for the quantities on hand, the Company used a valuation allowance of $1,814,678 as of December 31, 2001.

NOTE D - PROPERTY AND EQUIPMENT

Property and equipment consist of the following at December 31, 2001:

Machinery & equipment	$237,305
Other	136,217
	373,522
Less accumulated depreciation	317,544
	55,978

NOTE E - RELATED PARTY TRANSACTIONS

In 1998, the Company was spun off from its former parent, Dynamic Associates, Inc. ("Dynamic"). As part of the spin-off transaction, the Company issued stock on a one-for-one basis to the shareholders of Dynamic. In return, the Company received its subsidiaries, MMC and P&H, a note receivable from its former parent for $200,000 and had debt forgiven in the amount of $2.1 million. As of December 31, 2001, $150,000 of the note receivable was written off as uncollectible and is included as an offset to equity.

The Company borrowed monies from Ms. Jan Wallace, President and Chief Executive Officer of the Company under a promissory note and loan agreement. The total amount of funds outstanding

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as of December 31, 2001 was $615,871. The note accrues interest at 10% per annum and matured in March 2001. The Company is currently in default on this note. Ms. Wallace has filed Form UCC Financing Statements to obtain a security interest in the Company's inventory and fixed assets.

Accrued expenses include approximately $174,568 and $308,072 that is owed to Ms. Sim, the Company's CFO, and Ms. Wallace, the Company's President and CEO. The accrued expenses relate primarily to salary and reimbursable business expenses.

The Company sold one MW 2000 Microwave delivery system for $45,000 to a company in which Ms. Wallace, MW Medical's President and CEO, is the chairman of the board. A receivable in the amount of $45,000 has been included in accounts receivable as of December 31, 2000. During the first quarter of 2001, this receivable was offset against the accrued expenses payable to Ms. Wallace.

NOTE F - STOCKHOLDERS' EQUITY AND CONVERTIBLE DEBENTURES

In July 2001, the Company offered and sold 1,400,000 shares of common stock and 5,600,000 warrants through a private placement memorandum dated July, 2001, at a price of $0.1429 per share. Proceeds, net of issuance costs, were $200,000. The warrants consist of 2,800,000 "Class A" warrants for common shares exercisable at $0.20, plus 2,800,000 "Class B" warrants for common shares exercisable at $0.40. The warrants may be exercised, in whole or in part, from time to time after the execution of each Agreement and before June 13, 2006. The Company does not have the right to call the warrants at any time.

NOTE G - STOCK OPTIONS

In March 1999, the Company authorized 2,500,000 shares of its common stock to be utilized in an incentive compensation program. The Company granted 0 and 415,000 options for the year ended December 31, 2001 and 2000, respectively.

The stock options vest and become exercisable as follows: 50% at the date of grant and 50% one year from the date of grant. The stock options were granted at the market value of the Company's common stock or higher on the date of grant.

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NOTE G - STOCK OPTIONS - Continued

At December 31, 2001, there were 0 additional common stock shares available for grant under the Plan. A summary of the activity related to this plan is as follows:

	Weighted average exercise price	Options
Balance at December 31, 2000	$0.70	1,895,000
Options granted	$0.00	0
Options forfeited	$0.30	(1,050,000)
Options exercised	$0.30	0
Balance at December 31, 2001	$0.60	845,000

=

The following information applies to options outstanding at December 31, 2001:

	Options outstanding			Options exercisable	
	Number outstanding	Wtd. avg. remaining life (years)	Wtd. avg. exercise price	Number exercisable	Wtd. avg. exercise price
Exercise prince $0.30 - $3.00	845,000	.30	$0.60	845,000	$0.60

The Company recognized compensation cost of $0 under the Plan for the year ended December 31, 2001. Had compensation cost for the Plan been determined based on the fair value of the options at the grant dates consistent with the method of SFAS No. 123, the Company's net loss and net loss per share would have been:

Net loss	As reported	$ (3,915,196)
	Pro forma	$ (4,139,242)
Basic loss per share	As reported	$ (0.17)
	Pro forma	$ (0.18)

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NOTE G - STOCK OPTIONS - Continued

These proforma numbers may not be representative of future disclosures. The fair value of each option grant is estimated on the date of grant using the Black-Scholes method with the following weighted-average assumptions used for grants in 2000: Risk-free interest rate of 6.50 percent, expected lives of 3 years and volatility of 86%. There were no new grants of stock options for the year ended December 31, 2001.

NOTE H - INCOME TAXES

No provision for income taxes has been recorded as the Company has incurred net operating losses from the commencement of operations through December 31, 2001. At December 31, 2001, the Company has net operating loss carryforwards available to offset future taxable income for federal income tax purposes of approximately $16,000,000, such carryforwards expire in various years through 2021. The Company also has approximately $5,200,000 of net operating loss carryforwards available to offset future state taxable income that expires in various years through 2006. Deferred tax assets total approximately $5,440,000 and include the effects of these net operating loss carryforwards as well as certain expenses that are reported for financial statement and income tax purposes in different periods. The Company has provided a valuation allowance to offset all net deferred tax assets due to the uncertainty of realization.

NOTE I - COMMITMENTS AND CONTINGENCIES

The Company has no contingent liabilities at this time. They are occupying space provided by the Chief Executive Officer at no fee. The Company is involved in various lawsuits arising from its normal operations. It is the opinion of management, in consultation with counsel, that the outcome of such matters will not have a material adverse impact on the Company's consolidated financial position, results of operations, or cash flows. Rent expense for the year ended December 31, 2001 was $74,053.

The Company may be liable for an additional $62,000 of rent expense for 2002 due to a default in a lease for the office space vacated.

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NOTE J - SUBSEQUENT EVENT

The Company filed for Chapter 11 bankruptcy protection on January 22, 2002. The Company submitted its reorganization plan on February 4, 2002. The plan has been approved by the courts and is pending a creditor vote.

NOTE K - LOSS PER SHARE

Following is a reconciliation of the numerators of the basic and diluted income (loss) per share for the years ended December 31, 2001 and 2000:

	2001	2000
Net loss available to common stockholder	$ (3,915,196)	$ (3,973,657)
Weighted average shares:		
Outstanding all year	21,292,443	18,374,443
Outstanding 70.5% of year	0	1,551,488
Outstanding 39.2% of year	1,263,014	0
Wt. Avg. Number of common shares used to compute net loss per weighted average share	22,555,457	19,925,931
Basic income (loss) per share (based on weighted average shares)	$ (.17)	$ (.20)

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SIGNATURES

In accordance with Section 13 or 15(d) of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

MW Medical, Inc.

By: /s/ Jan Wallace

Jan Wallace, President & CEO
Principal Executive Officer
Date: May 15, 2002

In accordance with the Securities Exchange Act, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By: /s/ Jan Wallace

Jan Wallace, Director, President and CEO
(Principal Executive Officer)
Date: May 15, 2002

By: /s/ Grace Sim

Grace Sim, Acting Chief Financial Officer
(Acting Principal Accounting Officer)
(Acting Principal Financial Officer)
Date: May 15, 2002

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-----END PRIVACY-ENHANCED MESSAGE-----