

ENVIRONMENTAL MONITORING & TESTING CORP
Form 10KSB
January 13, 2005

**SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 10-KSB

(X) Annual Report Under Section 13 or 15(d) of the Securities Exchange Act of 1934
For the Fiscal Year Ended September 30, 2004

() Transition Report Under Section 13 or 15(d) of Securities Exchange Act of 1934
For the transition period from _____ to _____

Commission File Number: 0-18296

ENVIRONMENTAL MONITORING & TESTING CORPORATION
(Name of small business issuer in its charter)

| | |
|--|--------------------------------------|
| <u>Delaware</u> | <u>62-1265486</u> |
| (State or other jurisdiction of incorporation or organization) | (IRS Employer Identification Number) |

1350 East Flamingo Road, Suite 688, Las Vegas, Nevada
(Address of principal executive offices)
(702) 376-3373

89119
(Zip Code)

Issuer's telephone number

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

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

Common Stock, \$.01 par value
(Title of class)

Check whether the issuer: (1) filed all reports 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. 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. [X]

State issuer's revenues for its most recent fiscal year: \$ Nil

The number of shares outstanding of the Issuer's Common Stock as of September 30, 2004 was .

Transitional Small Business Disclosure Format: Yes No

<Page>

FORWARD-LOOKING STATEMENTS

This Report on Form 10-KSB contains certain forward-looking statements. These forward-looking statements may include statements regarding (i) marketing plans, capital and operations expenditures, and results of operations; (ii) potential financing arrangements; (iii) potential business combinations; and (iv) the need for, and availability of, additional financing.

The forward-looking statements included herein are based on current expectations and involve a number of risks and uncertainties. These forward-looking statements are based on assumptions regarding the business of Environmental Monitoring & Testing Corporation (the "Company") which involve judgments with respect to, among other things, future economic and competitive conditions and future business decisions, all of which are difficult or impossible to predict accurately and many of which are beyond the control of the Company. Although the Company believes that the assumptions underlying the forward-looking statements are reasonable, any of the assumptions could prove inaccurate and, therefore, actual results may differ materially from those set forth in the forward-looking statements. In light of the significant uncertainties inherent in the forward-looking information contained herein, the inclusion of such information should not be regarded as any representation by the Company or any other person that the objectives or plans of the Company will be achieved.

<Page>

ENVIRONMENTAL MONITORING & TESTING CORPORATION

Report on Form 10-KSB

For the Fiscal Year Ended September 30, 2004

TABLE OF CONTENTS

Part I

Item 1. Description of Business.....

Item 2. Description of Property.....

Item 3. Legal Proceedings

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

Part II

Item 5. Market for Common Equity and Related Stockholder Matters

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

Item 7. Financial Statements

Item 8. Changes in and Disagreements with Accountants

on Accounting and Financial Disclosure

Part III

Item 9. Directors, Executive Officers, Promoters and Control Persons;

Compliance with Section 16(a) of the Exchange Act

Item 10. Executive Compensation

Item 11. Security Ownership of Certain Beneficial Owners and Management

and Related Stockholder Matters

Item 12. Certain Relationships and Related Transactions

Item 13. Exhibits and Reports on Form 8-K

Item 14. Controls and Procedures

<Page>

PART I

Item 1. Description of Business

Introduction

Environmental Monitoring & Testing Corporation (the "Company") is a Delaware corporation incorporated on May 10, 1988. The Company was engaged in the business of drilling wells, primarily for the purpose of environmental monitoring and testing, principally in South Carolina and Georgia. On December 31, 2001 the Company liquidated its real estate and drilling assets. Since December 31, 2001 the Company has had no operations.

The Company maintains its corporate offices at 1350 East Flamingo Road, Suite 688, Las Vegas, Nevada 89119 and its telephone number is (702) 376-3373.

Employees

As of October 1, 2004 the Company had no employees. The Company currently has one officer who is managing the affairs of the Company without current compensation.

Item 2. Description of Property

The Company's headquarters are located in Las Vegas, Nevada. The Company leases office space on a yearly basis with the current lease.

Item 3. Legal Proceedings

The Company is not currently involved in any legal proceeding nor is management aware of any threatened litigation.

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

None.

PART II

Item 5. Market for the Common Equity and Related Stockholder Matters

The Company's Common Stock is traded on the NASD OTC Bulletin Board under the trading symbol EVMT.OB.

As of September 30, 2004, there were approximately 125 shareholders of record of the Company's Common Stock. Certain of the shares of Common Stock are held in "street" name and may, therefore, be held by several beneficial owners. As of September 30, 2004 there were 6,184,000 shares of Common Stock issued and 3,785,183 shares of Common Stock outstanding. No prediction can be made as to the effect, if any, of future sales of shares of Common Stock or the availability of Common Stock for future sale will have on the market price of the Common Stock prevailing from time to time. Sales of substantial amounts of Common Stock on the public market could adversely affect the prevailing market price of the Common Stock.

The Company has not paid a cash dividend on the Common Stock since current management joined the Company, and it does not anticipate that any dividends will be paid in the foreseeable future. The Board of Directors intends to follow a policy of retaining earnings, if any, to finance the growth of the Company. The declaration and payment of dividends in the future will be determined by the Board of Directors in light of conditions then existing, including the Company's earnings, financial condition, capital requirements, and other factors.

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

The following analysis should be read in conjunction with the Financial Statements appearing elsewhere in this Report. See Part II, Item 7, "Financial Statements."

Results of Operations

The Company sold its operating assets on December 31, 2001 and has not engaged in any operating business since that date.

Liquidity and Capital Resources

At September 30, 2004 the Company had net working capital of \$-0-.

Item 7. Financial Statements

ENVIRONMENTAL MONITORING AND TESTING CORPORATION

FINANCIAL STATEMENTS

SEPTEMBER 30, 2004 AND 2003

<Page>

ENVIRONMENTAL MONITORING AND TESTING CORPORATION INDEX TO FINANCIAL STATEMENTS

Report of Independent Registered Public Accounting Firm – 2004

Page(s)

1

| | |
|--|-----|
| Report of Independent Public Accountants – 2003 | 2 |
| Balance Sheet as of September 30, 2004 | 3 |
| Statements of Operations for the Years Ended September 30, 2004 and 2003 | 4 |
| Statement of Changes in Stockholders’ (Deficit) for the Years September 30, 2004 and 2003 | 5 |
| Notes to Financial Statement | 7-9 |

<Page>

BAGELL, JOSEPHS & COMPANY, L.L.C.

Certified Public Accountants
High Ridge Commons
Suites 400-403
200 Haddonfield Berlin Road
Gibbsboro, New Jersey 08026
(856) 346-2828 Fax (856) 346-2882

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors
Environmental Monitoring and Testing Corporation
Las Vegas, Nevada

We have audited the accompanying balance sheet of Environmental Monitoring and Testing Corporation as of September 30, 2004 and the related statements of operations, changes in stockholders’ (deficit), and cash flows for the year then ended. 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 audit.

We have conducted our audit in accordance with auditing standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the 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 audit provides a reasonable basis for our opinion.

The accompanying financial statements for the year ended September 30, 2004 have been prepared assuming that the Company will continue as a going concern. As discussed in Note 5 to the financial statements, the Company has sustained operating losses and capital deficits that raise substantial doubt about its ability to continue as a going concern. Management’s operating and financing plans in regard to these matters are also discussed in Note 5. The financial statements do not include any adjustments that might result from the outcome of these uncertainties.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Environmental Monitoring and Testing Corporation as of September 30, 2004 and the results of its operations,

changes in stockholders' (deficit) and their cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

BAGELL, JOSEPHS & COMPANY, L.L.C.

BAGELL, JOSEPHS & COMPANY, L.L.C.

Certified Public Accountants

Gibbsboro, New Jersey

January 11, 2005

MEMBER OF: AMERICAN INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS
NEW JERSEY SOCIETY OF CERTIFIED PUBLIC ACCOUNTANTS
PENNSYLVANIA INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS

<Page> 1

REPORT OF INDEPENDENT PUBLIC ACCOUNTANTS

Board of Directors
Environmental Monitoring and Testing Corporation
Delray Beach, Florida

We have audited the accompanying statement of operations, stockholders' equity and cash flow for the year ended September 30, 2003. 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 audit.

We conducted our audit's in accordance with generally accepted auditing standards in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the 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 financial statements referred to above present fairly, in all material respects, the results of Environmental Monitoring and Testing Corporation's operations, stockholders equity, and its cash flows for the year ended September 30, 2003 in conformity with accounting principles generally accepted in the United States of America.

/s/ Margolies, Fink and Wichrowski
Pompano Beach, Florida

October 28, 2003

<Page> 2

ENVIRONMENTAL MONITORING AND TESTING CORPORATION BALANCE SHEET SEPTEMBER 30, 2004

ASSETS

CURRENT ASSETS

| | | |
|---------------------------|-----------|----------|
| Cash and cash equivalents | \$ | - |
| TOTAL ASSETS | \$ | - |

LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)**LIABILITIES**

| | | |
|---------------------------------------|----|----------------|
| Accounts payable and accrued expenses | \$ | 245,000 |
| Total Liabilities | | 245,000 |

STOCKHOLDERS' EQUITY (DEFICIT)

| | | |
|---|--|------------------|
| Preferred Stock, \$.01 Par Value; 1,000,000 shares authorized and none issued and outstanding | | - |
| Common Stock \$.01 Par Value; 30,000,000 shares authorized and 6,184,000 shares issued and 3,785,183 shares outstanding | | 61,840 |
| Additional Paid-in Capital | | 1,978,483 |
| Accumulated Deficit | | (2,064,018) |
| | | (23,695) |
| Less: Cost of treasury stock, 2,398,817 shares | | (221,305) |
| Total Stockholders' Equity (Deficit) | | (245,000) |

| | | |
|---|-----------|----------|
| TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT) | \$ | - |
|---|-----------|----------|

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

<Page> 3

ENVIRONMENTAL MONITORING AND TESTING CORPORATION
STATEMENT OF OPERATIONS
FOR THE YEARS ENDED SEPTEMBER 30, 2004 AND 2003

| | <u>2004</u> | <u>2003</u> |
|---|---------------------|---------------------|
| OPERATING REVENUES | | |
| Revenue | \$ - | \$ - |
| OPERATING EXPENSES | | |
| General and administrative expenses | 271,407 | 170,010 |
| LOSS BEFORE OTHER INCOME (EXPENSE) | (271,407) | (170,010) |
| OTHER INCOME (EXPENSE) | | |
| Interest expense | | |
| Interest income | - | 1,062 |
| Total Other Income (Expense) | - | 1,062 |
| NET LOSS BEFORE PROVISION FOR INCOME TAXES | (271,407) | (168,948) |
| Provision for Income Taxes | - | - |
| NET LOSS APPLICABLE TO COMMON SHARES | \$ (271,407) | \$ (168,948) |
| NET LOSS PER BASIC AND DILUTED SHARES | \$ (0.072) | \$ (0.045) |
| WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING | 3,785,183 | 3,785,183 |

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

<Page> 4

ENVIRONMENTAL MONITORING AND TESTING CORPORATION
STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY (DEFICIT)
FOR THE YEARS ENDED SEPTEMBER 30, 2004

| | Common Stock | | Additional Paid-in Capital | Accumulated Deficits | Treasury Stock | | Total |
|-----------------------------------|--------------|-----------|----------------------------------|-------------------------|----------------|--------------|--------------|
| | Shares | Amount | | | Shares | Amount | |
| Balance, September 30, 2002 | 6,184,000 | \$ 61,840 | \$ 1,978,483 | \$ (1,623,663) | (2,398,817) | \$ (221,305) | \$ 195,355 |
| Net loss for the year | | | | (168,948) | | | (168,948) |
| Balance, September 30, 2003 | 6,184,000 | 61,840 | 1,978,483 | (1,792,611) | (2,398,817) | (221,305) | 26,407 |
| Net loss for the year | | | | (271,407) | | | (271,407) |
| Balance, September 30, 2004 | 6,184,000 | \$ 61,840 | \$ 1,978,483 | \$ (2,064,018) | (2,398,817) | \$ (221,305) | \$ (245,000) |

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

<Page> 5

ENVIRONMENTAL MONITORING AND TESTING CORPORATION
STATEMENT OF CASH FLOW
FOR THE YEARS ENDED SEPTEMBER 30, 2004 AND 2003

| | <u>2004</u> | <u>2003</u> |
|--|--------------|--------------|
| CASH FLOW FROM OPERATING ACTIVITIES | | |
| Net loss | \$ (271,407) | \$ (168,948) |
| Adjustments to reconcile net loss to net cash (used in) operating activities: | | |
| Changes in assets and liabilities | | |
| (Increase) decrease other current assets | 918 | (918) |
| Increase (decrease) in accounts payable and accrued expenses | 239,400 | (10,347) |
| (Decrease) in other current liabilities | - | (500) |
| Total adjustments | 240,318 | (11,765) |
| Net cash (used in) operating activities | (31,089) | (180,713) |
| NET (DECREASE) IN CASH AND CASH EQUIVALENTS | (31,089) | (180,713) |
| CASH AND CASH EQUIVALENTS - BEGINNING OF YEAR | 31,089 | 211,802 |
| CASH AND CASH EQUIVALENTS - END OF YEAR | \$ - | \$ 31,089 |

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

Treasury Stock

<Page> 6

ENVIRONMENTAL MONITORING AND TESTING CORPORATION
NOTES TO FINANCIAL STATEMENTS
SEPTEMBER 30, 2004 AND 2003

NOTE 1 - ORGANIZATION AND BASIS OF PRESENTATION

The Company was incorporated on May 10, 1998, under the laws of the State of Delaware. The business purpose of the Company was originally to engage in environmental monitoring and testing. However, on December 31, 2001, the Company liquidated its operating assets and currently has no operations. The Company has adopted a fiscal year ending September 30.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Cash and Cash Equivalents

The Company considers all highly liquid debt instruments and other short-term investments with an initial maturity of three months or less to be cash equivalents.

Income Taxes

The income tax benefit is computed on the pretax loss based on the current tax law. Deferred income taxes are recognized for the tax consequences in future years of differences between the tax basis of assets and liabilities and their financial reporting amounts at each year-end based on enacted tax laws and statutory tax rates. The Company has not established a provision due to the losses sustained.

Earnings (Loss) Per Share of Common Stock

Historical net (loss) per common share is computed using the weighted average number of common shares outstanding. Diluted earnings per share (EPS) include additional dilution from common stock equivalents, such as stock issuable pursuant to the exercise of stock options and warrants. Common stock equivalents were not included in the computation of diluted earnings per share when the Company reported a loss because to do so would be antidilutive for periods presented.

The following is a reconciliation of the computation for basic and diluted EPS:

<Page> 7

Amount

ENVIRONMENTAL MONITORING AND TESTING CORPORATION
NOTES TO FINANCIAL STATEMENTS (CONTINUED)
SEPTEMBER 30, 2004 AND 2003

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Earnings (Loss) Per Share of Common Stock (continued)

Options and warrants outstanding to purchase stock were not included in the computation of diluted EPS because inclusion would have been antidilutive.

There are no options and warrants outstanding to purchase stock at September 30, 2004 and 2003.

Reclassifications

Certain amounts for the years ended September 30, 2003 have been reclassified to conform to the presentation of the September 30, 2004 amounts. The reclassifications have no effect on net income for the year ended September 30, 2003.

NOTE 3 - STOCKHOLDERS' EQUITY (DEFICIT)

As of September 30, 2004, there were 30,000,000 shares authorized shares and 6,184,000 shares issued and outstanding of the Company's common stock with a par value of \$.01. There were no shares issued during the years ended September 30, 2004 and 2003, respectively.

As of September 30, 2004, there were 1,000,000 shares authorized and 0 shares issued and outstanding of the Company's preferred stock with a par value of \$.01.

<Page> 8

ENVIRONMENTAL MONITORING AND TESTING CORPORATION
NOTES TO FINANCIAL STATEMENTS (CONTINUED)
SEPTEMBER 30, 2004 AND 2003

NOTE 4 - INCOME TAXES

There was no income tax benefit recognized at September 30, 2004 and 2003.

The net deferred tax assets in the accompanying balance sheet include benefit of utilizing net operating losses of approximately \$2,064,000, however due to the uncertainty of utilizing the net operating losses, an offsetting valuation allowance has been established.

NOTE 5 - GOING CONCERN

As shown in the accompanying financial statements, the Company incurred substantial net losses for the years ended September 30, 2004 and 2003. There is no guarantee whether the Company will be able to generate enough revenue and/or raise capital to support those operations. This raises substantial doubt about the Company's ability to continue as a going concern. Management believes the Company's capital requirement will depend on many factors, including the success of the Company to raise money. The Company continues to search for acquisition candidates to fund operations. The financial statements do not include any adjustments that might result from the outcome of these uncertainties.

Amount

NOTE 6 - COMMITMENT AND CONTINGENCY

Included in the accounts payable and accrued expenses is an accrual of \$3,000 representing the fair market of value of stock to be issued to former directors of the Company.

NOTE 7 - SUBSEQUENT EVENT

On December 3, 2004, the Company increased the authorized number of shares of common stock from 30,000,000 shares to 90,000,000 shares with a par value of \$0.001. In addition, the Company had 1,000,000 shares of preferred stock with a par value of \$0.01 which was reallocated to 990,000 shares of Preferred Stock A with a par value of \$0.001; 9,000,000 shares of Preferred Stock B with a par value of \$0.001; and 10,000 shares of Preferred Stock C with a par value of \$0.001. The Preferred Stock A is participating, voting and convertible with a liquidation of \$1,000 each; the Preferred Stock B is participating, voting and convertible with a liquidation value of \$3 each; and the Preferred Stock C has a liquidation value of \$10 each. All preferred stock series A, B and C are convertible to 4,000 common shares for each share held and will have 4,000 votes for each share held. In addition, in all cases, the holders of the Preferred Stock C will vote cumulatively at least fifty one percent (51%) of all votes cast regardless of the amount of series C shares issued, at any meeting of shareholders or any major issue put before the Company for voting of shareholders.

<Page> 9

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

On June 4, 2004, Margolies, Fink and Wichrowski (“MF and W”) was dismissed as the independent registered public accounting firm for Environmental Monitoring and Testing Corporation (the “Company”). Effective, June 3, 2004, Bagell, Josephs & Company, LLC was appointed as the new independent registered public accounting firm for the Company. The decision to dismiss MF and W and to appoint Bagell, Josephs & Company, LLC was recommended and approved by the Company’s Board of Directors. The decision to dismiss MF and W was the result of the Company’s conclusion that it needed auditors with offices located nearer their corporate headquarters.

PART III

Item 9. Directors, Executive Officers, Promoters and Control Persons; Compliance with Section 16(a) of the Exchange Act.

The following sets forth the names and ages of the Company's officers and directors. The directors of the Company are elected annually by the shareholders, and the officers are appointed annually by the board of directors.

| Name | Age | Position |
|---------|-----|--|
| Dan Lee | 55 | President, Chief Executive Officer, Director |

Board of Directors

All directors of the Company hold office until the next annual meeting of stockholders or until their successors are elected and qualified.

The Company's bylaws indemnify its officers and directors to the fullest extent permitted by Delaware law. Such provisions require the Company to indemnify the officers and directors of the Company for any claim arising against such persons in their official capacities if such person acted in good faith and in a manner that he reasonably believed to be in the best interests of the Company, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was lawful.

There are no committees of the Board, which acts as the full Board with respect to any matter. No director receives any compensation for serving as a member of the Board of Directors.

No compensation is paid to any director, as such, for his or her services, but, by resolution of the Board of Directors, a fixed sum or expense for actual attendance at each regular or special meeting by the Board may be authorized.

Compliance with Section 16(a) of the Exchange Act

Based solely on a review of Forms 4 and 5 furnished to the Company and filed with the Securities and Exchange Commission under Rule 16a-3(e) promulgated under the Securities Exchange Act of 1934. The Company believes that all directors, officers and beneficial owners of more than 10% of any class of equity securities filed on a timely basis the reports required by Section 16(a) of the Exchange Act during the most recent fiscal year.

To the Company's knowledge, based solely on review of the copies of such reports furnished to the Company and written representations from reporting persons, there were no instances where reporting persons failed to file timely reports during the fiscal year ended September 30, 2004.

Audit Fees

The independent auditors of the Company for the year ended September 30, 2004 were Bagell, Josephs & Company. The aggregate fees, including expenses, billed by Bagell, Josephs & Company in connection with the audit of the Company's annual financial statements for the most recent fiscal year and for the review of the Company's financial information included in its annual report on Form 10-KSB were \$9,500.

Item 10. Executive Compensation

The officer of the Company do not have employment contracts and were employed pursuant to an oral agreement of employment and at the will of the Company. As of October 1, 2004, the officer does not receive any salary and allowances for health benefits. However, they may in the future receive salaries or other compensation as the Company's circumstances may permit.

The Company does not have any formal pension, profit sharing, or such other similar plans pursuant to which it pays additional cash or non-cash compensation to its employees including the individuals and group specified on previous page.

The Board of Directors of the Company may, from time-to-time, grant Common Stock or options to purchase Common Stock to officers, directors, and key employees. Directors of the Company may be reimbursed for expenses incurred.

In November 1992 the Company's Board of Directors adopted the 1992 Stock Option Plan (the "Plan") which was approved by the shareholders at the 1992 Annual Meeting on January 8, 1993. The purpose of the Plan was to encourage and enable employees, directors, and other persons upon whose judgment, initiative, and efforts the Company largely depended upon to acquire a proprietary interest in the Company. The Plan expired on November 10, 2002 and there were no options issued or outstanding under the Plan.

Item 11. Security Ownership of Certain Beneficial Owners and Management

The table below sets forth information with respect to the anticipated beneficial ownership of the Common Stock by (i) each of the directors of the Company, (ii) each person known by the Company to be the beneficial owner of five percent or more of the outstanding Common Stock, and (iii) all executive officers and directors as a group, as of September 30, 2004. Unless otherwise indicated, the Company believes that the beneficial owner has sole voting and

Amount

investment power over such shares.

| Name and Address of Beneficial Owner | Amount and Nature of Beneficial Ownership | Percent of Class |
|--------------------------------------|---|------------------|
| Not applicable | | |

Item 12. Certain Relationships and Related Transactions

In November 1999 George J. Georges, who was the majority shareholder of the Company, sold a controlling interest in the Company to WFD, then an unrelated third party. At the time of the sale certain principals of WFD were elected and have remained directors and officers of the Company. This sale limited the Company's utilization of its net operating loss carry-forwards. See Item 7, "Financial Statements, Notes to Financial Statements."

Item 13. Exhibits and Reports on Form 8-K

(a) Exhibits

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|--------------------|
|--------------------|--------------------|

| | |
|------|---|
| 3.1 | Articles of Incorporation* |
| 3.2 | By-Laws* |
| 4.1 | Specimen share certificate* |
| 31.1 | Certification of the Chief Executive Officer and the Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |
| 32.1 | Certification of the Chief Executive Officer and the Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |

* Filed previously

(b) Form 8-K

The Company filed a Form 8K on June 29, 2004, regarding Item 4.01.

Item 14. Controls and Procedures

Within 90 days prior to the date of filing of this report, the Company carried out an evaluation, under the supervision and with the participation of the Company's management, including the Chief Executive Officer and the Chief Financial Officer, of the design and operation of the Company's disclosure controls and procedures. Based on this evaluation, the Company's Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures are effective for gathering, analyzing and disclosing the information the Company is required to disclose in the reports it files under the Securities Exchange Act of 1934, within the time periods specified in the SEC's rules and forms. There have been no significant changes in the Company's internal controls or in other factors that could significantly affect internal controls subsequent to the date of this evaluation.

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.

Dated: January 12, 2005
Environmental Monitoring & Testing Corporation
By: /s/ Dan Lee
Dan Lee, President

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

| Signature | Title | Date |
|------------------------|----------------------------------|------------------|
| /s/ Dan Lee Dan Lee | President, CEO, CFO and Director | January 12, 2005 |