VOLT INC
Form 10QSB
May 20, 2003
7

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-QSB

(Mark One)
[X] QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2003

[ ] TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE EXCHANGE ACT
For the transition period from ________________ to _________________

Commission file number 0-28555

VOLT INC.

(Exact name of small business issuer as specified in its charter)

NEVADA	86-0960464
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)

41667 Yosemite Pines Dr., Oakhurst CA 93644

(Address of principal executive offices)

(559) 692-2474

(Issuer's telephone number)

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

APPLICABLE ONLY TO CORPORATE ISSUERS

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date: 3,919,422 Common Shares $0.001 par value as of March 31, 2003

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

PART I -- FINANCIAL INFORMATION

Item 1. Financial Statements.

The information required by Item 310(b) of Regulation S-B is attached hereto as

Exhibit One.

Item 2. Management's Discussion and Analysis or Plan of Operation.

The Company continues to diversify its operations for the benefit of the shareholders. Growth through the subsidiaries in the mortgage, real estate, construction and energy divisions has been achieved through acquisitions and internal restructuring for the long term. The Company intends to change its name from Volt Inc to Kore Holdings, Inc. to better reflect its broadening base of business.

The Company generated $1,762,777 of revenue, $136,731 of net earnings from continuing operations and $0.035 in earnings per fully diluted common share from continuing operations for the six months ended March 31, 2003.

The Company generated $1,218,811 of revenue, $54,621 of net earnings from continuing operations and $0.014 in earnings per fully diluted common share from continuing operations for the three months ended March 31, 2003.

For total operations, net income for the six months ended March 31, 2003, was $136,731 or $0.035 in earnings per fully diluted common share compared with net income of $20,298 or $0.011 in earnings per weighted-average common share for the six months ended March 31, 2002.

For total operations, net income for the three months ended March 31, 2002, was $54,621 or $0.014 in earnings per fully diluted common share compared with net income of ($2,496) or ($0.001) in earnings per weighted-average common share for the three months ended March 31, 2002.

RESULTS OF CONTINUING OPERATIONS

	Six Months Ended March 31	
	2003	2002
Revenue	$1,762,777	$41,400
Cost	982,336	0
Gross profit	780,441	41,400
Gross profit margin	44%	100%
Income from continuing operations	$ 136,731	$41,400
Earnings per share per share of common stock	$ 0.035	$ 0.011

	Three Months Ended March 31	
	2003	2002
Revenue	$1,218,811	$11,900
Cost	760,526	0

Gross profit	458,664	11,900
Gross profit margin	38.0%	100%
Income from continuing operations	$ 54,621	$(2,496)
Earnings per share per share of common stock	$ 0.014	$(0.001)

Revenue for the six months ended March 31, 2003 increased $1,721,377 from the same period last year. Revenue for the three months ended March 31, 2003 increased $1,206,911 from the same period last year. The reason for this increase was that the Company had not yet acquired First Washington Financial Corporation ("First Washington") as of the six months and three months ended March 31, 2002. After the end of the six months and three months ended March 31, 2002, on May 17, 2002, the Company acquired all of the issued and outstanding stock of First Washington Financial and thereby acquired control of all of the assets of First Washington. First Washington is a mortgage loan originator in the home mortgage loan industry and currently concentrates its business in Washington, D.C., Maryland and Virginia. All of the increase in revenue is attributable to revenues generated by First Washington.

Cost of revenue and operating expenses increased for these periods solely as a result of the acquisition by the Company of First Washington.

Earnings per fully diluted common share was $0.035 for the six months ended March 31, 2003 based upon fully diluted common shares outstanding of 3,919,422, and earnings per common share was $0.011 for the six months ended March 31, 2002 based upon weighted-average common shares outstanding of 3,919,422.

Earnings per fully diluted common share was $0.014 for the three months ended March 31, 2003 based on fully diluted common shares outstanding of 3,919,422, and earnings per common share was $(0.001) for the three months ended March 31, 2002 based upon weighted-average common shares outstanding of 3,919,422.

In October 2002, the Company reached an agreement with Mortgage-Matic of Greeenbelt, MD to acquire all of the issued and outstanding shares of stock of Mortgage-Matic. Mortgage-Matic concentrates their business on FHA insured loans in the $200,000 range. This accounts for approximately 70% of Mortgage-Matic's business. The acquisition of Mortgage-Matic should facilitate a streamlining of the processing and underwriting procedures of First Washington and Mortgage-Matic. The acquisition became effective as of January 1, 2003. The Company acquired all of the issued and outstanding shares of Mortgage-Matic in exchange for 75,000 shares of Series II Convertible Preferred Voting Stock. The Series II Preferred Voting Stock is convertible into the common stock of the Company on a one for one basis. Mortgage-Matic's net assets consisted of restricted cash in the amount of $177,384 and other assets.

PART II -- OTHER INFORMATION

Item 1. Legal Proceedings.

In September of 1999, the Deerbrook Publishing Group, Inc. ("Deerbrook") leased a computer driven aspect image center (printer for film) used to make separation for printing (the "aspect image center") and certain other computer equipment from Copelco Capital, Inc. ("Copelco"). All of the equipment was delivered to the Deerbrook's then printing operation in Phoenix, Arizona, and installed.

Shortly thereafter, Deerbrook ceased printing for itself and its customers. The equipment was returned to Copelco. In August of 2000, Copelco brought suit in the United States District Court for the District of Arizona, cause no. CIV `00-1620 PHX ROS, to recover its alleged damages $155,398.02 for Deerbrook's return of the leased equipment plus continuing interest at the rate of one and one-third percent per month and attorneys fees and costs. The Company does not believe that Copelco has mitigated its damages and further believes that Copelco has either sold the equipment or otherwise disposed of the same in a manner which was not commercially reasonable. The Copelco claims will be vigorously defended against. Any possible loss from this litigation will be less than one percent (1%) of the Company's net assets and will be immaterial.

Item 2. Changes in Securities.

Effective January 1, 2003, the Company issued 75,000 shares of Series II Convertible Preferred Voting Stock (the "Convertible Preferred") in connection with an acquisition of another company. Each share of the Convertible Preferred is entitle to one vote on all matters which holders of the Company's common stock are entitled to vote. The Convertible Preferred Stock is into convertible the common stock of the Company on a one for one basis.

Item 3. Defaults Upon Senior Securities

NONE

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

NONE

Item 5. Other Information.

NONE

Item 6. Exhibits and Reports on Form 8-K.

INDEX TO EXHIBITS.

EXHIBIT NUMBER	DESCRIPTION OF DOCUMENT
1	VOLT INC AND SUBSIDIARIES FINANCIAL STATEMENTS

No Forms 8-K were filed during the quarter for which this report is filed.

SIGNATURES

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

VOLT INC.
(Registrant)

Date May 20, 2003

/s/Denis C. Tseklenis

Denis Costa Tseklenis

Chief Executive Officer
Chairman of the Board

CERTIFICATION PURSUANT TO RULE 13A-14 OR 15D-14
OF THE SECURITIES EXCHANGE ACT OF 1934

I, Denis C. Tseklenis, Chief Executive Officer certify that:

1. I have reviewed this annual report on Form 10QSB of Volt Inc.

2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;

4. The Registrant's other certifying officers and I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and I have:

(a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to me by others within those entities, particularly during the period in which this annual report is being prepared;

(b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this annual report (the "Evaluation Date"); and

(c) presented in this annual report my conclusions about the effectiveness of the disclosure controls and procedures based on my evaluation as of the Evaluation Date;

5. The Registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):

(a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

(b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The Registrant's other certifying officers and I have indicated in this annual report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Dated: May 20, 2003

/s/Denis C. Tseklenis

Denis C. Tseklenis
Chief Executive Officer

I, Robert F. Rood, Treasurer and Chief Financial Officer certify that:

1. I have reviewed this annual report on Form 10QSB of Volt Inc.

2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;

4. The Registrant's other certifying officers and I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and I have:

(a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to me by others within those entities, particularly during the period in which this annual report is being prepared;

(b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this annual report (the "Evaluation Date"); and

(c) presented in this annual report my conclusions about the effectiveness of the disclosure controls and procedures based on my evaluation as of the Evaluation Date;

5. The Registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):

(a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

(b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The Registrant's other certifying officers and I have indicated in this annual report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Dated: May 20, 2003

/s/ Robert F. Rood
Robert F. Rood
Treasurer
Chief Financial Officer

EXHIBIT ONE

VOLT INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
MARCH 31, 2003 (UNAUDITED) AND SEPTEMBER 30, 2002 (AUDITED)

ASSETS

	(Unaudited) March 31, 2003	(Audited) September 30, 2002
Current Assets:		
Cash and cash equivalents	$ 474,814	$172,521
Deposits	2,000	-
Total Current Assets	476,814	172,521
Property and equipment,net	5,793,011	5,756,339
Other Assets:		
Goodwill	3,000,000	3,000,000
Deferred financing fees, net	-	5,000
Advances receivable	204,000	204,000
Total Other Assets	3,204,000	3,209,000
Total Assets	$9,473,825	$9,138,460

The accompanying notes are an integral part of the condensed consolidated financial statements.

VOLT INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS (CONTINUED)
MARCH 31, 2003 (UNAUDITED) AND SEPTEMBER 30, 2002 (AUDITED)

LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)

	(Unaudited) March 31, 2003	(Audited) September 30, 2002
Current Liabilities:		
Accounts payable	$ 33,199	$ 36,949
Total Current Liabilities	33,199	36,949
Commitments and Contingencies		
Stockholders' Equity (Deficit):		
Preferred stock, $.001 par value,		

10,000,000 shares authorized, 1,000,000 shares issued and outstanding at March 31, 2003 and September 30, 2002, respectively	1,000	1,000
Preferred stock Class B, $.001 par value, 10,000,000 shares authorized, 75,000 and 0 shares issued and outstanding at March 31, 2003 and September 30, 2002, respectively	75	-
Common Stock, $.001 par value, 25,000,000 shares authorized; 3,919,422 shares issued and outstanding at March 31, 2003 and September 30, 2002, respectively	3,919	3,919
Additional paid-in capital	12,980,928	12,778,619
Accumulated deficit	(3,545,296)	(3,682,027)
Total stockholders' equity	9,440,626	9,101,511
Total Liabilities and Stockholders' Equity	$9,473,825	$9,138,640

The accompanying notes are an integral part of the condensed consolidated financial statements.

VOLT INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF INCOME (Unaudited)
FOR THE SIX AND THREE MONTHS ENDED MARCH 31, 2003 AND 2002

	(UNAUDITED) SIX MONTHS ENDED		(UNAUDITED) THREE MONTHS ENDED	
	2003	2002	2003	2002
Revenues	$ 1,762,777	$ 41,400	$1,218,811	$ 11,900
Cost of Revenue	982,336	-	760,526	-
Gross Profit	780,441	41,400	458,285	11,900
Operating Expenses				
General and administrative	643,710	21,102	403,664	14,396
Income (loss) from continuing operations before income taxes	136,731	20,298	54,621	(2,496)
Income taxes	-	-	-	-
NET INCOME AVAILABLE TO COMMON STOCKHOLDERS	$ 136,731	$ 20,298	$ 54,621	$ (2,496)

BASIS AND DILUTED EARNINGS PER SHARE:

NET INCOME AVAILABLE TO COMMON STOCKHOLDERS	$ 0.035	$ 0.011	$ 0.014	$ (0.001)
WEIGHTED NUMBER OF COMMON SHARES OUTSTANDING	3,919,422	1,869,422	3,919,422	1,894,422

The accompanying notes are an integral part of the condensed consolidated financial statements.

VOLT INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)
FOR THE SIX MONTHS ENDED MARCH 31, 2003 AND 2002

	2003	2002
CASH FLOWS FROM OPERAITNG ACTIVITIES		
Net income	$ 136,731	$ 38,298
Adjustments to reconcile net income to net cash used by operating activities:		
Depreciation and amortization	14,428	3,200
Amortization of Mortgage-Matic	177,384	-
Changes in assets and liabilities		
Deposits	(2,000)	-
Accounts payable	(3,750)	(18,000)
Total adjustments	186,062)	(14,800)
Net cash provided by operating activities	322,793	23,498
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchases of property and equipment	(45,500)	(12,549)
Net cash used in investing activities	(45,500)	(12,549)
CASH FLOWS FROM FINANCING ACTIVITIES		
Contributions of equity	25,000	-
Advances receivable - other	-	(83,500)
Net cash provided by (used in) financing activities	25,000	(83,500)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	302,293	(72,551)

CASH AND CASH EQUIVALENTS - BEGINNING OF YEAR	172,521	85,792
CASH AND CASH EQUIVALENTS - END OF YEAR	$ 474,814	$ 13,241

The accompanying notes are an integral part of the condensed consolidated financial statements.

VOLT INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
MARCH 31, 2003 AND 2002

NOTE 1- ORGANIZATION AND BASIS OF PRESENTATION

Volt Inc. and Subsidiaries is a power provider and marketer of alternative energy and financial services. The Company is in the initial stages of implementing its business plan.

On April 25, 2001, Denis C. Tseklenis acquired 127,995 shares of the Company's common stock, $.001 par value per share, which constituted approximately 53% of the Company's issued and outstanding common stock for $255,000.

On May 17, 2002, the Company acquired First Washington Financial Corporation, a company which provides financial services in Bethesda, Maryland ("First Washington"). First Washington, is a mortgage company whose emphasis lies in residential mortgages in the greater Washington D.C. service area. First Washington was acquired for 2,000,000 shares of the Company's common stock.

On May 17, 2002, the Company acquired Opportunity Knocks, LLC to rehab HUD homes and other properties in Washington, D.C., Maryland and Virginia under the HUD Gift Program. This acquisition was done simultaneously with the acquisition of First Washington and the Company paid no additional consideration for Opportunity Knocks.

In October 2002, the Company reached an agreement with Mortgage-Matic of Greeenbelt, MD to acquire all of the issued and outstanding shares of stock of Mortgage-Matic. Mortgage-Matic concentrates their business on FHA insured loans in the $200,000 range. This accounts for approximately 70% of Mortgage-Matic's business. The acquisition of Mortgage-Matic should facilitate a streamlining of the processing and underwriting procedures of First Washington and Mortgage-Matic. The acquisition became effective as of January 1, 2003. The Company acquired all of the issued and outstanding shares of Mortgage-Matic in exchange for 75,000 shares of Series II Convertible Preferred Voting Stock. The Series II Preferred Voting Stock is convertible into the common stock of the Company on a one for one basis. Mortgage-Matic's net assets consisted of restricted cash in the amount of $177,384 and other assets.

The Company's wholly owned subsidiary Arcadian Renewable Power, Inc. holds the Company's Wind Farm in the Altamont Pass in Livermore, California. The Company has two other wholly-owned subsidiaries, Sun Volt, Inc. and Sun Electronics, Inc.

In January of 2003, the Company entered into an agreement to acquire Greenlight Lending.com. The transaction was closed in escrow pending resolution of certain matters.

NOTE 2- SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Principles of Consolidation

The condensed consolidated balance sheets for March 31, 2003 and 2002 and condensed consolidated statements of operations, changes in stockholders' equity and cash flows for the six months then ended includes Volt Inc. and its wholly-owned subsidiaries, Sun Volt, Inc., Sun Electronics, Inc., Arcadian Renewable Power, Inc., First Washington and Opportunity Knocks.

Intercompany transactions and balances have been eliminated in consolidation.

VOLT INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)
MARCH 31, 2003 AND 2002

NOTE 2- SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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 or cash equivalents.

The Company maintains cash and cash equivalent balances at several financial institutions which are insured by the Federal Deposit Insurance Corporation up to $100,000.

Property and Equipment

Property and equipment are stated at cost. Depreciation is computed primarily using the straight-line method over the estimated useful life of the assets.

Furniture and fixtures	7 years
Office and computer equipment	3-5 years
Wind Farm	40 years

Revenue Recognition

The Company sold merchandise and revenue was recorded under the accrual method of accounting.

First Washington records commission income upon the closing of their respective transactions.

Advertising and Marketing

Advertising and marketing costs are typically expensed as incurred. Advertising and marketing expense was approximately $80,655 and $830 for the six months ended March 31, 2003 and 2002, respectively.

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.

NOTE 2- SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Fair Value of Financial Instruments

The carrying amount reported in the consolidated balance sheets for cash and cash equivalents, notes receivable, accounts payable and accrued expenses approximate fair value because of the immediate or short-term maturity of these financial instruments.

Earnings Per Share of Common Stock

Historical net income per common share is computed using the weighted average number of common shares outstanding. Diluted earnings per share (EPS) includes additional dilution from common stock equivalents, such as stock issuable pursuant to the exercise of stock options and warrants.

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

	2003	2002
Net income	$136,731	$27,794
Weighted- average common shares Outstanding (Basic)	3,919,422	1,844,422
Weighted-average common stock Equivalents:		

Stock options	-	-
Warrants	-	-
Weighted-average common shares Outstanding (Diluted)	3,919,422	1,844,422

Deferred Financing Fees

The Company paid a $10,000 financing fee in connection with a line of credit in April 2002. This fee will be written off over a one-year period of time. As of March 31, 2003, the entire balance has been amortized.

VOLT INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)
MARCH 31, 2003 AND 2002

NOTE 2- SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Goodwill

In June 2001, the FASB issued Statement No. 142 "Goodwill and Other Intangible Assets". This Statement addresses financial accounting and reporting for acquired goodwill and other intangible assets and supersedes APB Opinion No. 17, Intangible Assets. It addresses how intangible assets that are acquired individually or with a group of other assets (but not those acquired in a business combination) should be accounted for in financial statements upon their acquisition. This Statement also addresses how goodwill and other intangible assets should be accounted for after they have been initially recognized in the financial statements. This statement has been considered when determining impairment of goodwill in certain transactions. As of March 31, 2003, there are no adjustments of goodwill due to impairment.

Reclassifications

Certain amounts for the six months ended March 31, 2002 have been reclassified to conform with the presentation of the March 31, 2003 amounts. The reclassifications have no effect on net income for the six months ended March 31, 2002.

NOTE 3- PROPERTY AND EQUIPMENT

Property and equipment consist of the following at March 31, 2003:

Wind Farm	$5,700,000
Furniture and fixtures	16,000
Computer and office equipment	99,917

	5,815,917
Less: accumulated depreciation	22,906
Net book value	$5,793,011

Depreciation expense for the six months ended March 31, 2003 and 2002 was $14,428 and $1,600, respectively. There is no depreciation recognized on the Wind Farm in 2003 or 2002 as it is non operational until placed in service.

NOTE 4- ADVANCES RECEIVABLE

As of March 31, 2003, notes receivable were $204,000. There was no interest due the Company on these loans, and the amounts due at March 31, 2003, are deemed by management to have no specific repayment terms.

VOLT INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)
MARCH 31, 2003 AND 2002

NOTE 5- DEPOSITS

During the quarter ended March 31, 2003, the Company's subsidiary, Opportunity Knocks placed deposits down on four homes in Virginia Beach, Virginia. Opportunity Knocks placed $500 down per home for a total of $2,000. Opportunity Knocks anticipates closing on these homes by the end of its third fiscal quarter.

NOTE 6- COMMITMENTS AND CONTINGENCIES

The Company entered into a lease agreement in April 2001 in Pleasanton, California. The Company paid $2,800 per month for rent. This lease was terminated by the Company in October 2001, and all operations now run through the Oakhurst, California location. The security deposit was expensed as part of a rent payment in 2002.

NOTE 7- STOCKHOLDERS' EQUITY

Common and Preferred Stock

The Company issued 1,000,000 shares of preferred stock to Denis C. Tseklenis in consideration for the Wind Farm. This preferred stock is convertible by the preferred stockholders at their discretion and they will receive 5 shares of common stock for each share of preferred stock.

On April 25, 2001, Denis C. Tseklenis acquired 127,995 original issue shares of the Company's common stock, $.001 par value per share, which constituted approximately 53% of the Company's issued and outstanding common stock. Mr. Tseklenis paid the Company $255,000 for the common stock.

During the year ended September 30, 2001, in addition to the initial acquisition by Denis C. Tseklenis, the Company had issued 1,678,000 shares and cancelled 225,000 of common stock for $366,711.

Prior to the initial acquisition by Denis C. Tseklenis, the Company had issued 1,850,000 shares of common stock for accrued payroll, accounts payable and services.

During the quarter ended December 31, 2001, 225,000 shares were reissued that were cancelled from the prior year ended September 30, 2001.

On May 17, 2002, the Company issued 2,000,000 shares of common stock to acquire First Washington and thus it became a wholly-owned subsidiary. The shares were valued at a fair value at the time of the transaction ($1.50 per share) or $3,000,000.

VOLT INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)
MARCH 31, 2003 AND 2002

NOTE 7- STOCKHOLDERS' EQUITY (CONTINUED)

Common and Preferred Stock (Continued)

On January 1, 2003, the Company issued a board resolution for the authorization of a new class of preferred stock, Series II Convertible Preferred Voting Stock. The Company authorized the issuance of 10,000,000 shares with a par value of $.001. Simultaneously with this authorization, the Company issued 75,000 shares of the Preferred Stock Class B, to acquire Mortgage-Matic. The acquisition was for the net assets of Mortgage-Matic which consisted of restricted cash in the amount of $177,384 and other assets. There was no goodwill in this transaction.

NOTE 8- LITIGATION

In September of 1999, the Deerbrook Publishing Group, Inc. ("Deerbrook") leased a computer driven aspect image center (printer for film) used to make separation for printing (the "aspect image center") and certain other computer equipment from Copelco Capital, Inc. ("Copelco"). All of the equipment was delivered to the Deerbrook's then printing operation in Phoenix, Airzona, and installed. Shortly thereafter, Deerbrook ceased printing for itself and its customers. The equipment was returned to Copelco. In August of 2000, Copelco brought suit in the United States District Court for the District of Arizona, cause no. CIV '00-1620 PHX ROS, to recover its alleged damages $155,398 for Deerbrook's return of the leased equipment plus continuing interest at the rate of one and one-third percent per month and attorneys fees and costs. The Company does not believe that Copelco has mitigated its damages and further believes that Copelco has either sold the equipment or otherwise disposed of the same in a manner which was not commercially reasonable. The Copelco claims will be vigorously defended against. Any possible loss from this litigation will be less than one percent (1%) of the Company's net assets and will be immaterial. Since the change in control of the Company on April 6, 2001, there have been no legal proceedings brought against Volt.

VOLT INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)
MARCH 31, 2003 AND 2002

NOTE 9- RELATED PARTY TRANSACTIONS

On January 1, 2003, the Company entered into a lease agreement for the rental of office space for its home office. An officer of the Company, has a two percent (2%) partnership interest in the partnership that rents this space to the Company. The lease is a five-year lese with a five-year option, with rent of $2,750 per month. Rent expense for the six months ended March 31, 2003 is $8,250. The rental paid by the Company is comparable to rental paid for comparable properties in the area.

NOTE 10- PROVISION FOR INCOME TAXES

Deferred income taxes will be determined using the liability method for the temporary differences between the financial reporting basis and income tax basis of the Company's assets and liabilities. Deferred income taxes will be measured based on the tax rates expected to be in effect when the temporary differences are included in the Company's consolidated tax return. Deferred tax assets and liabilities are recognized based on anticipated future tax consequences attributable to differences between financial statement carrying amounts of assets and liabilities and their respective tax bases.

At March 31, 2003 and 2002, deferred tax assets consist of the following:

	2003	2002
Net operating loss carryforwards	$165,889	$ 257,670
Less: valuation allowance	(165,889)	(257,670)
	$ -0-	$ -0-

At March 31, 2003 and September 30, 2002, the Company had federal net operating loss carryforwards in the approximate amounts of $414,723 and $496,833, respectively, available to offset future taxable income. The Company established valuation allowances equal to the full amount of the deferred tax assets due to the uncertainty of the utilization of the operating losses in future periods.

NOTE 11- NOTE PAYABLE - BANK

In November 2002, the Corporation closed on a line of credit with a bank in the amount of $750,000. The loan proceeds will be used to acquire properties for Opportunity Knocks. As of March 31, 2003, the Company had no amounts outstanding.

NOTE 12- SUBSEQUENT EVENTS

On April 3, 2003, the Company reached an agreement to acquire Heritage Mortgage for cash and restricted securities. The acquisition enhances the Company's financial services division in an effort to provide nationwide coverage for its financial products.