

SECURITIES AND EXCHANGE COMMISSION  
Washington D.C. 20549

FORM 10-QSB

Quarterly Report Under Section 13 or 15(d) of the Securities Exchange Act of 1934 For the Quarter Ended: March 31, 2004

Transition Report Under Section 13 or 15(d) of the Securities Exchange Act of 1934 For the Transition Period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 0-26285

AGE RESEARCH, INC.

(Name of Small Business Issuer in its charter)

Delaware

87-0419387

(State or other jurisdiction of incorporation or organization)

(I.R.S. Employer I.D. No.)

31103 Rancho Viejo Road, #2102, San Juan Capistrano, CA 92675

(Address of principal executive offices and Zip Code)

(800) 597-1970

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 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.

(1) Yes  No

(2) Yes  No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Common Stock, Par Value \$0.001

81,759,301

Title of Class

Number of Shares Outstanding as of March 31, 2004

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Except as otherwise noted in this report, "Age Research" the "Company," "we," "us" and "our" collectively refer to Age Research, Inc.

**ITEM 1. FINANCIAL STATEMENTS**

**AGE RESEARCH**

**BALANCE SHEET (Unaudited)**  
**March 31, 2004**

ASSETS	
Current Assets	
Cash	\$ 117
Accounts Receivable	51
<b>Total Current Assets</b>	<b>168</b>
<b>TOTAL ASSETS</b>	<b>\$ 168</b>
LIABILITIES AND STOCKHOLDERS' DEFICIT	
Current Liabilities	
Accounts Payable and Accrued Expenses	\$ 14,488
Officers' Loan	14,800
<b>Total Current Liabilities</b>	<b>29,288</b>
Stockholders' Deficit	
Common Stock, \$0.001 par value, 100,000,000 shares authorized, 81,759,301 shares issued and outstanding	81,759
Paid-in Capital	853,264
Accumulated Deficit	(964,143)
	<b>(29,119)</b>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT</b>	<b>\$ 168</b>

See notes to interim unaudited financial statements

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**AGE RESEARCH**

**STATEMENTS OF OPERATIONS (Unaudited)**

For three months ended March 31,	2004	2003
Sales	\$ -	\$ 2,182
Cost and Expenses		
Cost of Goods Sold	-	330
Selling, General and Administrative Expenses	2,173	3,628
	<b>2,173</b>	<b>3,958</b>
<b>Operating (loss)</b>	<b>(2,173)</b>	<b>(1,776)</b>
Interest Expense	(222)	(138)
<b>Net (loss) before taxes</b>	<b>(2,395)</b>	<b>(1,914)</b>
Provision for Income Taxes	800	800
<b>Net (loss)</b>	<b>\$ (3,195)</b>	<b>\$ (2,714)</b>
<b>Net (loss) per share-Basic and Diluted</b>	<b>\$ (0.00)</b>	<b>\$ (0.00)</b>
Weighted Average Number of Shares	76,342,634	67,884,301

See notes to interim unaudited financial statements

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**AGE RESEARCH**

**STATEMENTS OF CASH FLOWS (Unaudited)**

For Three Months ended March 31,	2004	2003
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net (loss)	\$ (3,195)	\$ (2,714)
Adjustments to reconcile net (loss) to net cash (used in) operating activities:		
Noncash expenses		
(Increase) Decrease in:		
Accounts Receivable	1,019	(336)
Increase in:		
Accounts Payable and Accrued Expenses	2,266	2,091
Net cash flows provided by (used in) operating activities	90	(959)
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
	-	-
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from Officers' Loan	-	1,200
Net cash flows provided by financing activities	-	1,200
<b>NET INCREASE (DECREASE) IN CASH</b>	<b>90</b>	<b>241</b>
<b>CASH AT BEGINNING OF PERIOD</b>	<b>27</b>	<b>310</b>
<b>CASH AT END OF OF PERIOD</b>	<b>\$ 117</b>	<b>\$ 551</b>
<b>Supplemental Disclosure of Cash Flow Information:</b>		
Income Taxes Paid	\$ 0	\$ 0

See notes to interim unaudited financial statements

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**Note 1 - Nature of Business and Summary of Significant Accounting Policies**

Nature of Business Age Research, Inc. (the "Company") historically produces and sold a line of premium skin care products to physicians and mail order. The Company has developed its own line of dermatologist-formulated skin care products including moisturizers, cleaners, sunscreens, and anti-aging emollients with glycolic acid. The products are sold under the name of RejuvenAge, which is trademarked in United States and United Kingdom, and name of Bladium, which is trademarked in United States. Commencing January 1, 2004, the Company ceased operation.

Presentation of Interim Information: The financial information at March 31, 2004 and for the three months ended March 31, 2004 and 2003 is unaudited but includes all adjustments (consisting only of normal recurring adjustments) that the Company considers necessary for a fair presentation of the financial information set forth herein, in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP") for interim financial information, and with the instructions to Form 10-QSB. Accordingly, such information does not include all of the information and footnotes required by U.S. GAAP for annual financial statements. For further information refer to the Financial Statements and footnotes thereto included in the Company's Annual Report on Form 10-KSB for the year ended December 31, 2003.

Net Loss Per Share Basic net loss per share includes no dilution and is computed by dividing net loss available to common stockholders by the weighted average number of common stock outstanding for the period. Diluted net loss per share does not differ from basic net loss per share due to the lack of dilutive items in the Company.

**Note 2 - Ceased Operations**

On January 1, 2004, the Board of Directors approved to discontinue the buying and reselling skincare products and to dispose of the trademarks, RejuvenAge and Baldium to an officer at a later date.

**Note 3 - Net Loss per Share**

	2003	2002
Numerator:		
Net (Loss)	\$ (3,195)	\$ (2,714)
Denominator:		
Weighted Average Number of Shares	76,342,634	68,259,301
Loss per share-Basic and Diluted	\$ (0.00)	\$ (0.00)

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#### **Note 4 - Segment Information**

SFAS No. 131 "Disclosures about Segments of an Enterprise and Related Information" requires that a publicly traded company must disclose information about its operating segments when it presents a complete set of financial statements. Since the Company has only one segment; accordingly, detailed information of the reportable segment is not presented.

#### **Note 5 - Related Party Transactions**

An officer used to make payments to purchase inventory on behalf of the Company. As of March 31, 2004 and 2003, the balance due to the officer related the purchases were \$2,116 and \$1,561. The Company also has notes payable to the officer in the amount of \$14,800, accruing interest at 6% per annum. The note is due on demand.

#### **Note 6 - Guarantees**

The Company from time to time enters into certain types of contracts that contingently require the Company to indemnify parties against third-party claims. These contracts primarily relate to (i) divestiture agreements, under which the Company may provide customary indemnifications to purchasers of the Company's businesses or assets; and (ii) certain agreements with the Company's officers, directors and employees, under which the Company may be required to indemnify such persons for liabilities arising out of their employment relationship.

The terms of such obligations vary. Generally, a maximum obligation is not explicitly stated. Because the obligated amounts of these types of agreements often are not explicitly stated, the overall maximum amount of the obligation cannot be reasonably estimated. Historically, the Company has not been obligated to make significant payments for these obligation, and no liabilities have been recorded for these obligations on its balance sheet as of March 31, 2004

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## **ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATIONS**

### Results of Operations

#### Three Months Ended March 31, 2004 compared to March 31, 2002

##### *Revenues*

As of January 1, 2004, we have discontinued our business activities and operations and have had no revenues or earnings from operations for the three-months ended March 31, 2004. For the three months ended March 31, 2003, our revenues were \$2,182. Our current business purpose is to seek, investigate and, if such investigation warrants, acquire an interest in a business presented to it by persons or firms who or which desire to seek the perceived advantages of an Exchange Act registered corporation.

##### *Costs and expenses*

Because we have ceased business operations, we did not incur any expenses related to cost of goods sold for the three month period ended March 31, 2004. Total cost of goods sold for the prior year period was \$330. Selling, general and administrative expenses for the three month period ended March 31, 2004 were \$2,173 compared to \$3,628 for the prior year period.

##### *Liquidity and Capital Resources, Risk Factors*

As of January 1, 2004, we have discontinued our business activities and operations and have had no revenues or earnings from operations. We currently have no significant assets, paid employees, or financial resources, and have no prospects of resuming our prior business operations. We do not have any plans to make any material commitments for capital expenditures. Our current business purpose is to hold ourselves out as a candidate for a potential merger or acquisition. We have not entered into any formal discussions with any party regarding such a business opportunity and there is no assurance that we can identify such a business opportunity and consummate such a business combination. Our business objective is subject to numerous risk factors, including the following:

##### *Independent Certified Public Accountants' Opinion - Going Concern*

Our financial statements for the year ended December 31, 2003, were audited by our independent certified public accountants, whose report includes an explanatory paragraph stating that the financial statements have been prepared assuming we will continue as a going concern and that we have incurred significant operating losses and have stockholders' and working capital deficiencies. These deficiencies may raise substantial doubt about its ability to continue as a going concern.

##### *No Revenue and Minimal Assets*

We will, in all likelihood, sustain operating expenses without corresponding revenues, at least until the consummation of a business combination. This may result in incurring a net operating loss which will increase continuously until we can consummate a business combination with a profitable business. There is no assurance that we can identify such a business and consummate such a business combination.

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### *Speculative Nature of Our Proposed Operations*

The success of our proposed plan of operations will depend, to a great extent, on the operations, financial condition and management of a business with which we desire to combine. While we intend to seek business combinations with entities having established operating histories, there can be no assurance that we will be successful in locating candidates meeting such criteria. If we complete a business combination, of which there can be no assurance, the success of operations may be dependent upon management of the other business firm and numerous other factors beyond our control.

### *Scarcity of and Competition for Business Opportunities and Combinations*

We are and will continue to be an insignificant participant in the business of seeking mergers with, joint ventures with and acquisitions of small private entities. A large number of established and well-financed entities, including venture capital firms, are active in mergers and acquisitions of companies which may be desirable target candidates for us. Nearly all such entities have significantly greater financial resources, technical expertise and managerial capabilities than us and, consequently, we will be at a competitive disadvantage in identifying possible business opportunities and successfully completing a business combination. Moreover, we will also compete in seeking merger or acquisition candidates with numerous other small public companies.

#### *Lack of Market Research or Marketing Organization*

We have neither conducted, nor have others made available to us, results of market research indicating that market demand exists for the transactions contemplated by us. If demand is identified for a merger or acquisition contemplated by us, there is no assurance we will be successful in completing any such business combination.

#### *Probable Change in Control and Management*

A business combination involving the issuance of our stock will, in all likelihood, result in shareholders of a private company obtaining a controlling interest in us. The resulting change in control of our company will likely result in removal of one or more present our officers and directors and a corresponding reduction in or elimination of their participation in our future affairs.

#### *Reduction of Percentage Share Ownership Following Business Combination*

Our primary plan of operation is based upon a business combination with a private concern which, in all likelihood, would result in our issuance of securities to shareholders of such private company. The issuance of our previously authorized and unissued common stock would result in reduction in percentage of shares owned by our shareholders immediately preceding such issuance and would most likely result in a change in control or management of our company.

#### *Requirement of Audited Financial Statements May Disqualify Business Opportunities*

We believe that any potential business opportunity must provide audited financial statements for review, and for the protection of all parties to the business combination. One or more attractive business opportunities may choose to forego the possibility of a business combination with us, rather than incur the expenses associated with preparing audited financial statements.

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### **ITEM 3. CONTROLS AND PROCEDURES**

(a)Evaluation of Disclosure Controls and Procedures. Our Chief Executive Officer and Chief Financial Officer have evaluated the effectiveness of our disclosure controls and procedures (as such term is defined in Rules 13a-15 and 15d-15 under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) as of the end of the period covered by this quarterly report (the "Evaluation Date"). Based on such evaluation, such officers have concluded that, as of the Evaluation Date, our disclosure controls and procedures are effective in alerting them on a timely basis to material information relating to our Company (including our consolidated subsidiaries) required to be included in our reports filed or submitted under the Exchange Act.

(b)Changes in Internal Controls over Financial Reporting. During the most recent fiscal quarter, there have not been any significant changes in our internal controls over financial reporting or in other factors that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

## **PART II - OTHER INFORMATION**

### **ITEM 1. LEGAL PROCEEDINGS**

None.

### **ITEM 2. CHANGES IN SECURITIES**

None.

### **ITEM 3. DEFAULTS UPON SENIOR SECURITIES**

None.

### **ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS**

On March 24, 2004, the holders of a majority of our voting securities voted to approve an amendment of our Articles of Incorporation to effectuate (i) a reverse stock split of our common stock in an exchange ratio of one newly issued share for each thirty five outstanding shares of our common stock, and (ii) an increase in the authorized shares of our common stock from 100,000,000 to 750,000,000 shares. In connection with the above reference transaction, we filed a Definitive Information Statement on Schedule 14C with the Securities and Exchange Commission on May 11, 2004, which we incorporate herein by reference.

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### **ITEM 5. OTHER INFORMATION**

None.

### **ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K**

(a) Exhibits.

31.1 Certification of the Chief Executive Officer and Chief Financial Officer pursuant to Rule 13a-14(a) ( Section 302 of the Sarbanes-Oxley Act of 2002)

32.1 Certification of the Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C.ss.1350 (Section 906 of the Sarbanes-Oxley Act of 2002)

(b) Reports on Form 8-K.

February 25, 2004

Item 2. Acquisition or Disposition of Assets

In a letter dated February 20, 2004, we formally notified The Varsity Group, a Missouri corporation having its principal place of business at 12755 Olive Boulevard, Suite 120, St. Louis, Missouri 63141, that we have withdrawn our offer set forth in the Agreement of May 22, 2003 to acquire The Varsity Group due to the extraordinary time required to complete the transaction as well as the most current financial condition of The Varsity Group.

[Signature Page Follows.]

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Dated: May 17, 2004

Age Research, Inc.

By: /s/ Richard F. Holt  
Richard F. Holt, President, Chief Executive  
and Chief Financial Officer

CERTIFICATIONS

I, Richard F. Holt, certify that:

1. I have reviewed this quarterly report on Form 10-QSB of Age Research, Inc (the "Company") for the three-month period ended March 31, 2004.
2. Based on my knowledge, this quarterly 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 circumstances under which such statements were made, not misleading with respect to the period covered by the quarterly report; and
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 Company as of, and for, the periods presented in the quarterly report.
4. I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the Company and have:
  - a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under my supervision, to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to me by others within those entities, particularly during the period in which the quarterly report is being prepared;
  - b. evaluated the effectiveness of the Company's disclosure controls and procedures and presented in the quarterly report my conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by the quarterly report based on such evaluation; and
  - c. disclosed in the quarterly report any change in the Company's internal control over financial reporting that occurred during the Company's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting;
5. I have disclosed, based on my most recent evaluation of internal control over financial reporting, to the Company's auditors and the audit committee of Company's board of directors (or persons performing the equivalent functions);
  - a. all significant deficiencies in the design or operation of internal controls which could adversely affect the Company's ability to record, process, summarize and report financial data and have identified for the Company'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 Company's internal controls over financial reporting.

Dated: May 17, 2004

By: /s/ Richard F. Holt  
Richard F. Holt, Chief Executive Officer,  
Chief Financial Officer

CERTIFICATION  
PURSUANT TO 18 U.S.C. SECTION 1350,  
AS  
ADOPTED PURSUANT TO SECTION 906 OF  
THE  
SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Age Research, Inc. (the "Company") on Form 10-QSB for the three-month period ending March 31, 2004 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Richard F Holt, Chief Executive Officer and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of the undersigned's knowledge and belief:

1. The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

Dated: May 17, 2004

By: /s/ Richard F. Holt  
Richard F. Holt, Chief Executive Officer,  
Chief Financial Officer