

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

SCHEDULE 14C

INFORMATION STATEMENT PURSUANT TO SECTION 14(C)  
OF THE SECURITIES EXCHANGE ACT OF 1934

Check the appropriate box:

- Preliminary Information Statement
- Confidential, For Use of the Commission Only (as permitted by Rule 14c-5(d)(2))
- Definitive Information Statement

AGE RESEARCH INC.  
(Name of Registrant As Specified In Charter)

Not Applicable  
(Name of Person(s) Filing the Information Statement if other than Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14c-5(g) and 0-11.

- 1) Title of each class of securities to which transaction applies:
- 2) Aggregate number of securities to which transaction applies:
- 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11:
- 4) Proposed maximum aggregate value of transaction:

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- 1) Amount Previously Paid:
- 2) Form, Schedule or Registration Statement No.:
- 3) Filing Party:
- 4) Date Filed:

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AGE RESEARCH, INC.  
31003 Rancho Viejo Road, #2102  
San Juan Capistrano, California, 912675

NOTICE OF WRITTEN CONSENT OF SHAREHOLDERS

July 28, 2003

To Shareholders of AGE RESEARCH, Inc.:

NOTICE IS HEREBY GIVEN that the following actions will be taken pursuant to the written consent of a majority of our shareholders, dated May 28, 2003, in lieu of a special meeting of the shareholders. The following actions will be effective on or about August, 19, 2003:

1. To approve the acquisition of The Varsity Group, Inc., a Missouri corporation, where the total consideration paid is 9,343,920 authorized and unissued post reverse split common shares, where that number of shares is to equal 80% of the total outstanding after the acquisition.
2. Amend our certificate of incorporation to change the Company name from AGE Research, Inc. to Enstruxis, Inc., and concurrently to change the Company's OTCBB trading symbol.
3. Amend our certificate of incorporation to provide for a stock

combination (reverse split) of the Common Stock in an exchange ratio to be approved by the Board, ranging from one newly issued share for each two outstanding shares of Common Stock to one newly issued share for each thirty outstanding shares of Common Stock.

4. Amend our Certificate of Incorporation to increase the authorized number of shares of our common stock from 100,000,000 to 750,000,000.

This Notice and the attached Information Statement are being circulated to advise the shareholders of certain actions already approved by written consent of the shareholders who collectively hold a majority of the voting power of our common stock. Pursuant to Rule 14c-2 under the Securities Exchange Act of 1934, as amended, the proposals will not be effective until 20 days after the date this Information Statement is mailed to the shareholders. Therefore, this Notice and the attached Information Statement are being sent to you for informational purposes only.

By Order of the Board of Directors,

/s/ Richard F. Holt

-----  
Richard F. Holt, Chief Accounting  
Officer and Director.

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AGE RESEARCH, INC.  
31003 Rancho Viejo Road, #2102  
San Juan Capistrano, California, 912675

INFORMATION STATEMENT  
WRITTEN CONSENT OF SHAREHOLDERS

WE ARE NOT ASKING YOU FOR A PROXY  
AND YOU ARE REQUESTED NOT TO SEND US A PROXY

This Information Statement is furnished in accordance with the requirements of Regulation 14C promulgated under the Securities Exchange Act of 1934, as Amended, by AGE RESEARCH INC., a Delaware corporation, in connection with certain actions to be taken by the written consent by the majority shareholders of AGE RESEARCH, dated May 28, 2003.

Pursuant to Rule 14c-2 under the Securities Exchange Act of 1934, as amended, the actions will not be effective until 20 days after the date of this Information Statement is mailed to the shareholders.

THE APPROXIMATE DATE OF MAILING OF THIS INFORMATION STATEMENT IS July 29 2003.

We anticipate that the actions contemplated by this Information Statement will be affected on or about the close of business on August 14, 2003.

The actions to be effective twenty days after the mailing of this Information Statement are as follows:

1. To approve the acquisition of The Varsity Group, Inc., a Missouri corporation, where the total consideration to be paid is 9,343,920 authorized and unissued post reverse split common shares, where that number of shares is to equal 80% of the total outstanding after the acquisition.
2. Amend our certificate of incorporation to change the Company name from AGE Research, Inc. to Enstruxis, Inc., and concurrently to change the Company's OTCBB trading symbol.
3. Amend our certificate of incorporation to provide for a stock combination (reverse split) of the Common Stock in an exchange ratio to be approved by the Board, ranging from one newly issued share for each two outstanding shares of Common Stock to one newly issued share for each thirty outstanding shares of Common Stock.
4. Amend our Certificate of Incorporation to increase the authorized number of shares of our common stock from 100,000,000 to 750,000,000.

Shareholders of record at the close of business on May 28, 2003 (the "Record Date") are entitled to notice of the action to be effective on or about August 14, 2003. As of the Record Date, our authorized capitalization consisted of 100,000,000 shares of common stock, par value \$0.001 per share, of which 68,759,301 were issued and outstanding. Each share of our common stock entitles its holder to one vote on each matter submitted to the shareholders. However,

because the shareholders holding at least a majority of the voting rights of all outstanding shares of capital stock as of the Record Date have voted in favor of the foregoing actions by resolution dated May 28, 2003; and having sufficient voting power to approve such proposals through their ownership of the capital stock, no other consents will be solicited in connection with this Information Statement.

Shareholders of record at the close of business on May 28, 2003 are being furnished copies of this Information Statement. The principal executive office of the Company is located at 31103 Rancho Viejo Road, #2102, San Juan Capistrano, California 92675 and the Company's telephone number is (800) 597-1970.

#### SHAREHOLDER DISSENTER'S RIGHT OF APPRAISAL

The General Corporate Law of Delaware does not provide for dissenter's rights of appraisal in connection with the proposed actions.

THIS IS NOT A NOTICE OF A SPECIAL MEETING OF SHAREHOLDERS AND NO SHAREHOLDER MEETING WILL BE HELD TO CONSIDER ANY MATTER WHICH WILL BE DESCRIBED IN THIS INFORMATION STATEMENT.

#### MATTERS SET FORTH IN THE WRITTEN CONSENTS

The Written Consents contain:

(i) A Resolution dated May 28, 2003, to amend the Certificate of Incorporation in order to provide for 1) change the Company name from AGE Research, Inc. to Enstruxis, Inc., 2) to provide for a stock combination (reverse split) of the Common Stock in an exchange ratio to be approved by the Board, ranging from one newly issued share for each two outstanding shares of Common Stock to one newly issued share for each thirty outstanding shares of Common Stock, and 3) to increase the authorized number of shares of our common stock from 100,000,000 shares to 750,000,000 shares.

(ii) a Resolution dated May 28, 2003, to approve the acquisition of The Varsity Group, Inc., a Missouri corporation, where the total consideration to be paid is 9,343,920 authorized and unissued post reverse split common shares, where that number of shares is to equal 80% of the total outstanding after the acquisition.

Shareholders representing 59.5% of the votes of the currently issued and outstanding shares of Common Stock have executed the Written Consents, thereby ensuring the stock combination. See "Other Information Regarding The Company - Security Ownership of Certain Beneficial Owners and Management."

Set forth below is a table of the stockholders who have executed the Written Consents and, to the best of the Company's knowledge, the number of shares of Common Stock beneficially owned by such stockholders as of March 28, 2003:

<TABLE>  
<CAPTION>

	Common Shr's	Votes/Shr.	Common Votes	% of Total Votes
<S>	<C>	<C>	<C>	<C>
Total Common Issued and Outstanding Votes Possible		1	68,759,301	100.00%

</TABLE>

<TABLE>  
<CAPTION>

Votes by Written Consent For all proposals  
Beneficial Owner

	<C>	<C>	<C>	<C>
Wendy Holt	5,000,000	1	5,000,000	%
Bonnie Holt	10,651,833	1	10,651,833	%
Richard Holt	5,400,000	1	5,400,000	%
Jean S. Armstrong	8,665,050	1	8,665,050	%
Mark Scharmann	5,193,100	1	5,193,100	%
Eldridge D. Huntington	6,000,000	1	6,000,000	%
Total	40,909,983	1	40,909,983	59.5%

</TABLE>

#### VOTE REQUIRED

As of May 28, 2003 (the dates of the Written Consents), 68,759,301 shares of Common Stock were issued and outstanding with 40,909,983 votes acquired thus, Stockholders representing no less than 34,379,651 votes from Common Stock were required to execute the Written Consents to effect the matter set forth therein. As discussed under "Matters Set Forth in the Written Consents," shareholders owning approximately 40,909,986 votes, or 59.5% of the votes of Common Stock, have executed the Written Consents and delivered them to the Company as required by law within the 60 day period, thereby ensuring the approval of the proposals.

#### ACQUISITION OF THE VARSITY GROUP, INC.,

AGE Research over the last two years has been basically a non operating public shell. Since December 1987, the Company has marketed its RejuvenAge products to physicians practicing skin therapy medical specialties. The RejuvenAge products are non-prescription skin care products that do not contain Retin-A or any other prescription drug. In addition to the RejuvenAge products, the Registrant sells a proprietary moisturizing shaving cream for sensitive or irritated beard conditions called Bladium.

The Company owns the formulations for both the RejuvenAge and Bladium products. The products are manufactured by independent contractors. In order to increase its profitability and reduce expenses, in fiscal 1998 the Company reduced its office expenses to a minimum and eliminated its advertising and salary expenses.

In May 2000, the Company vacated its warehouse facility. The remaining minimal inventory is stored at the president's house.

In order to create value for AGE's shareholders, we felt that putting a private company into this shell would give the shareholders their best change to realize value from their investment.

As a result the shareholders holding a majority of Age's common stock approved the acquisition of The Varsity Group, Inc., a Missouri corporation, where the total consideration to be paid is 9,343,920 authorized and unissued post reverse split common shares, where that number of shares is to equal 80% of the total outstanding after the acquisition.

The Varsity Group, Inc., based in St. Louis, Missouri. The Varsity Group provides Human Resources services including payroll, benefits and employee-related administration and support services to small business clients primarily

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in the Midwest. The Varsity Group is incorporated in Missouri and has been in business since 1992.

The acquisition calls for consideration to be 9,343,920 of the Company's common stock that will be issued post reverse split. The shares issued are to equal 80% of the Company's total outstanding shares after the acquisition.

Proforma financials are included as exhibits B and C.

#### CHANGE IN COMPANY NAME

To reflect the new business and direction of the Company, we felt that a name change was appropriate. The name chosen by shareholders holding a majority of Age's common stock was Enstruxis, Inc.

#### PURPOSES OF THE REVERSE SPLIT

The main purpose for the Reverse Split would be to provide enough shares for the acquisition of the Varsity Group. A reverse split would reduce the number of the shares outstanding thus providing more shares to be available for the acquisition.

Another purpose of the Reverse Split would be to increase the market price of our Common Stock. We believe a reverse split may increase the market price of our stock which may help in making our common stock a more viable tool to attract working capital and as a form of consideration for potential acquisitions.

THERE CAN BE NO ASSURANCE, HOWEVER, THAT, EVEN AFTER CONSUMMATING THE REVERSE SPLIT, THE COMPANY WILL BE ABLE TO MAINTAIN ITS MARKET PRICE PER SHARE AND THUS UTILIZE ITS COMMON STOCK IN ORDER TO EFFECTUATE FINANCING OR ACQUISITION

TRANSACTIONS.

The Reverse Split will not change the proportionate equity interests of the Company's stockholders at the time of the split, nor will the respective voting rights and other rights of stockholders be altered, except for possible immaterial changes due to rounding up to eliminate fractional shares. However, shares issued in connection with the conversion of remaining debt, or for working capital, or acquisitions, would most likely dilute the value of shares held by individual shareholders. There are no anti-dilution protections for the debt holders. The Common Stock issued pursuant to the Reverse Split will remain fully paid and non-assessable. The Company will continue to be subject to the periodic reporting requirements of the Securities Exchange Act of 1934, as amended.

CERTAIN EFFECTS OF THE REVERSE SPLIT

The following table illustrates the effect that the Reverse Split would have on the 68,759,301 shares of Common Stock that were outstanding on May 28, 2003:

<TABLE>  
<CAPTION>

COMMON SHARES: -----		PRIOR TO REVERSE STOCK SPLIT	AFTER 1 FOR 2 REVERSE STOCK SPLIT	AFTER 1 FOR 35 REVERSE STOCK SPLIT
NUMBER OF SHARES				
Common Stock:				
<S>	<C>	<C>	<C>	<C>
Authorized .....		100,000,000	100,000,000	100,000,000
Shares Outstanding (1) ....		68,759,301	34,379,651	1,964,551
Shares Available for Future Issuance .....		31,240,699	65,620,349	98,035,449

</TABLE>

(1) Gives effect to the Reverse Split, excluding New Shares to be issued in lieu of fractional shares. Stockholders should recognize that, the Reverse Split will reduce the number of shares they own by a number equal to the number of shares owned immediately prior to the filing of the amendment regarding the Reverse Split divided by the Exchange Number (i.e. divide by 2 if the reverse is two to one, as adjusted to include New Shares to be issued in lieu of fractional shares.

While a Reverse Split may result in an increase in the market price of the Common Stock, there can be no assurance that the Reverse Split will increase the market price of the Common Stock by a multiple equal to the Exchange Number or result in a permanent increase in the market price (which is dependent upon many factors, including the Company's performance and prospects). Also, should the market price of the Company's Common Stock decline after the Reverse Split, the percentage decline may be greater than would be the case in the absence of the Reverse Split.

The possibility exists that liquidity in the market price of the Common Stock could be adversely affected by the reduced number of shares that would be outstanding after the Reverse Split. In addition, the Reverse Split will increase the number of stockholders of the Company who own odd-lots (less than 100 shares). Stockholders who hold odd-lots typically will experience an increase in the cost of selling their shares, as well as greater difficulty in effecting such sales. Consequently, there can be no assurance that the Reverse Split will achieve the desired results that have been outlined above.

INCREASE THE AUTHORIZED NUMBER OF SHARES OF OUR COMMON STOCK FROM 100,000,000 TO 750,000,000.

The holders of a majority of the shares of our outstanding common stock approved in writing an amendment to our Certificate of Incorporation to increase our authorized capital from 100,000,000 shares to 750,000,000 shares.

The increase in authorized capital was approved by shareholders who deemed it advisable and in the company's best interests for reasons including the following

- o to have available additional authorized shares of our common stock in an amount adequate to provide for our future needs.
- o we may have future opportunities to engage in a private offering of our securities in order to raise additional capital and carry out our

business objectives, however, our existing Certificate of Incorporation does not authorize a sufficient number of shares of common stock to close any such offering.

In addition to any proposed private offering, we may from time to time consider acquisitions or other transactions which may require further issuance of shares of our common stock. Currently, there are no definitive agreements respecting

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any merger or consolidation with or acquisition of another business, however, a majority in interest of the shareholders believes that the increase in the number of authorized shares of common stock is in our best interest and that of our shareholders because additional shares of common stock will provide us with the ability to raise additional capital through a private offering.

Because of the Board of Directors' discretion in connection with an issuance of additional shares of our common stock, the Board of Directors may, under certain circumstances, possess timing and other advantages in responding to a tender offer or other attempt to gain control of us, which may make such attempts more difficult and less attractive. Any additional shares of common stock issued would have the same rights and privileges as the currently outstanding shares of common stock. For example, issuance of additional shares would increase the number of shares outstanding and could necessitate the acquisition of a greater number of shares by a person making a tender offer and could make such acquisition more difficult since the recipient of such additional shares may favor the incumbent management. Moreover, these advantages give the Board of Directors the ability to provide any such holders with a veto power over actions proposed to be taken by the holders of our common stock. This could have the effect of insulating existing management from removal, even if it is in the best interest of the common shareholders. Our management is not aware of any existing or threatened efforts to obtain control of AGE Research Inc. other than the proposed acquisition of The Varsity group. The issuance of any additional shares of our common stock would also have the effect of diluting the equity interests of existing shareholders and the earnings per share of existing shares of common stock. Such dilution may be substantial, depending upon the number of shares issued.

The increase in the authorized capital shall be effective on or about August 19, 2003, approximately twenty days after the mailing of this Information Statement, and the amendment to our Certificate of Incorporation will thereupon be filed.

OTHER INFORMATION REGARDING THE COMPANY

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS

The following tables sets forth the number of shares of the Company's Common Stock, par value \$0.001, held by each person who is believed to be the beneficial owner of 5% or more of the 68,759,301 shares of the Company's common stock outstanding at March 19, 2003, based on the Company's transfer agent's list, and the names and number of shares held by each of the Company's officers and directors and by all officers and directors as a group.

Title of Class	Name and Address Of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class
Common	Mark A. Scharmann(1) 1661 Lakeview Circle Ogden, UT 84403	5,193,100	7.55
Common	Wendy E. Holt (2) 205 1/2 Agate Street Balboa Island, CA 92662	5,000,000	7.27

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Title of Class	Name and Address Of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class
Common	Richard B. Holt (3) 24382 Antilles Way Dana Point, CA 92629	5,400,000	7.85
Common	Jean Armstrong P.O. Box 6743 Pine MTN. Club, CA 93222	8,026,050	11.67
Common	Eldridge D. Huntington	6,000,000	8.73

5314 Anaheim Road  
Long Beach, CA 90815

Common Richard F. Holt (4) 10,651,833 15.49  
1 Strawberry Lane  
San Juan Capistrano, CA 92675

Officers and Directors

-----  
Common Richard F. Holt, ---- see above ----  
President/director

Common Wendy E. Holt (2) ---- see above ----  
Vice-president/director

All Officers, Directors,  
as a Group (2 Persons) 15,651,833 22.76  
=====

- (1) Includes 13,100 held of record by Troika Capital Investments, an entity controlled by Mr. Scharmann.  
(2) Wendy E. Holt is the adult daughter of Richard F. Holt.  
(3) Richard B. Holt is the adult son of Richard F. Holt.  
(4) Richard F. Holt's share numbers include 6,537,290 shares held in a family trust and 50,000 shares held in a trust by his spouse.

BOARD COMMITTEES

The Board of Directors does not currently maintain an Audit Committee or a Compensation Committee, but plans to appoint an Audit Committee and a Compensation Committee in the near future. During the fiscal year ended December 31, 2002, the Board of Directors held one meeting.

COMPENSATION OF DIRECTORS

The Company's Directors are not currently compensated for attendance at Board of Directors meetings.

EXECUTIVE COMPENSATION

The Company has not had a bonus, profit sharing, or deferred compensation plan for the benefit of its employees, officers or directors. Except as noted below, the Company has not paid any salaries or other compensation to its officers, directors or employees for the years ended December 31, 2002, 2001

and 2000, nor at any time during 2002, 2001 or 2000. Further, the Company has not entered into an employment agreement with any of its officers, directors or any other persons and no such agreements are anticipated in the immediate future. It is intended that the Company's directors may be compensated for services provided to the Company. As of the date hereof, no person has accrued any compensation from the Company.

The following tables set forth certain summary information concerning the compensation paid or accrued for each of the Company's last three completed fiscal years to the Company's or its principal subsidiaries chief executive officer and each of its other executive officers that received compensation in excess of \$100,000 during such period (as determined at December 31, 2002, the end of the Company's last completed fiscal year):

SUMMARY COMPENSATION TABLE

<TABLE>  
<CAPTION>

Name and Principal Position	Year	Annual Compensation		Other Annual Compensation	Long Term Compensation			All other Compensation
		Salary	Bonus(\$)		Awards Restricted Stock Awards	Payouts Options /SARs	LTIP Payout	
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
Richard F. Holt President	2002	\$ -0-	-0-	-0-	-0-	-0-	-0-	-0-
	2001	\$ -0-	-0-	-0-	-0-	-0-	-0-	-0-
	2000	\$ -0-	-0-	-0-	-0-	-0-	-0-	-0-

</TABLE>

Options/SAR Grants in Last Fiscal Year

None.

Bonuses and Deferred Compensation

None.

Compensation Pursuant to Plans

None.

Pension Table

Not Applicable.

Other Compensation

None.

LEGAL PROCEEDINGS

None

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Our president, Richard F. Holt, is currently making payments to purchase inventory on behalf of the Company. As of December 31, 2002 and 2001, the

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balance due him related the purchases were \$1,231 and \$223. The Company also has notes payable to him in the amount of \$8,500, accruing interest at 6% per annum.

OTHER MATTERS

The Board of Directors of the Company is not aware that any matter other than those described in this Information Statement is to be presented for the consent of the shareholders.

ADDITIONAL INFORMATION

We are subject to the informational requirements of the Securities Exchange Act of 1934 and in accordance with the requirements thereof, file reports, proxy statements and other information with the Securities and Exchange Commission ("SEC"). Copies of these reports, proxy statements and other information can be obtained at the SEC's public reference facilities at Judiciary Plaza, Room 1024, 450 Fifth Street, N.W., Washington, D.C., 20549. Additionally, these filings may be viewed at the SEC's website at <http://www.sec.gov>.

DISTRIBUTION OF INFORMATION STATEMENT

The cost of distributing this Information Statement has been borne by us and certain shareholders that consented to the action taken herein. The distribution will be made by mail.

Pursuant to the requirements of the Exchange Act of 1934, as amended, the Registrant has duly caused this Information Statement to be signed on its behalf by the undersigned hereunto authorized.

By Order of the Board of Directors

/s/ Richard F. Holt

-----  
Richard F. Holt, Chief Accounting  
Officer and Director.

July 28, 2003  
San Juan Capistrano, California

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EXHIBIT A

AGE RESEARCH INC.



TO: ALL STOCKHOLDERS

1. PLEASE TAKE NOTICE THAT Stockholders owning at least a majority of the outstanding stock of AGE RESEARCH Inc., by written consent dated May 28, 2003 have duly adopted the following resolutions:

"a resolution approving the following:

1. To approve the acquisition of The Varsity Group, Inc., a Missouri corporation, where the total consideration paid is 9,343,920 authorized and unissued post reverse split common shares, where that number of shares is to equal 80% of the total outstanding after the acquisition.
2. Amend our certificate of incorporation to change the Company name from AGE Research, Inc. to Enstruxis, Inc., and concurrently to change the Company's OTCBB trading symbol.
3. Amend our certificate of incorporation to provide for a stock combination (reverse split) of the Common Stock in an exchange ratio to be approved by the Board, ranging from one newly issued share for each two outstanding shares of Common Stock to one newly issued share for each thirty outstanding shares of Common Stock.
4. Amend our Certificate of Incorporation to increase the authorized number of shares of our common stock from 100,000,000 to 750,000,000."

DATE: July 28, 2003

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EXHIBIT B  
UNAUDITED PROFORMAS  
PERIOD ENDING MAY 31, 2003

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SUBSIDIARY  
PRO FORMA CONDENSED CONSOLIDATED BALANCE SHEET (UNAUDITED)

EXHIBIT B

MAY 31, 2003

<TABLE>  
<CAPTION>

Forma	ASSETS	"AGER"	"VARS"	Adjustments	Pro
Cash	222,945	\$ 169	\$ 222,776		\$
Accounts receivable	1,338,615	859	1,337,756		
Prepaid expenses and other current assets	450,008	-	450,008		
Total current assets	\$2,011,568	1,028	2,010,540		
Property and equipment, net	150,000	-	163,230	(13,230)	(1)
Goodwill	4,841,798	-	-	4,841,798	(1)
TOTAL ASSETS	\$7,003,366	\$ 1,028	\$ 2,173,770		

LIABILITIES AND  
SHAREHOLDERS' DEFICIT

Accounts payable 162,888	\$ 4,074	\$ 158,814		\$
Accrued expenses 1,538,669	1,839	1,536,830		
Accrued payrolls and related taxes 1,466,434	-	1,466,434		
Short-term notes payable 499,510	-	499,510		
Notes payable to officers 84,078	13,700	70,378		
-----				
Total current liabilities 3,751,579	19,613	3,731,966		
Shareholders' capital 4,093,705	823,333	49,721	3,220,651	(1)
Accumulated deficit (841,918)	(841,918)	(1,607,917)	1,607,917	(1)
-----				
	(18,585)	(1,558,196)		
3,251,787				
	\$ 1,028	\$ 2,173,770		
\$7,003,366				
=====				

</TABLE>

See notes to unaudited pro forma condensed consolidated financial statements

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AGE RESEARCH, INC. AND SUBSIDIARY  
PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS (UNAUDITED)

FOR FIVE MONTHS ENDED MAY 31, 2003

	AGER	VARS	Adjustments	Pro
Forma	-----	-----	-----	-----
<S>	<C>	<C>	<C>	<C>
Revenues 21,225,313	\$ 2,967	\$ 21,222,346		\$
Cost and expenses:				
Cost of revenues 20,815,336	418	20,814,918		
Selling, general and administrative 750,227	23,320	726,907		
-----				
21,565,563	23,738	21,541,825		
Operating (loss) (340,250)	(20,771)	(319,479)		
Other income (expenses) 121,700	(257)	121,957		
-----				
(Loss) before income taxes (218,550)	(21,028)	(197,522)		
Income taxes 800	800	-		

-----	-----	-----
Net (loss) (217,750)	\$ (21,828)	\$ (197,522)
=====	=====	=====
Net (loss) per share-basic and diluted (0.02)	\$ (0.01)	\$
=====	=====	=====
Weighted average number of shares 11,382,757	2,038,837	

</TABLE>

See notes to unaudited pro forma condensed consolidated financial statements

AGE RESEARCH, INC. AND SUBSIDIARY  
NOTES TO UNAUDITED PRO FORMA CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
FOR FIVE MONTHS ENDED MAY 31, 2003

NOTE 1 - BASIS OF PRESENTATION

On May 22, 2003, Age Research, Inc. ("the Company" or "AGER") acquired all the issued and outstanding shares of common stock of The Varsity Group, Inc. ("VARS") in exchange for 9,343,920 post split shares of the Company's common stock. The acquisition will be accounted for as a purchase, with the assets acquired and liabilities assumed recorded at fair values, and the results of VARS operations included in the Company's consolidated financial statements from the date of acquisition.

In connection with the acquisition, the Board of Directors authorized a reverse split of 1 for 35 shares of stock prior to the closing date of acquisition and increase the capitalization to 750,000,000 shares.

The accompanying unaudited condensed consolidated financial statements illustrate the effect of the acquisition ("Pro Forma") on the Company's financial position and results of operations. The unaudited condensed consolidated balance sheet as of May 31, 2003 is based on the historical balance sheets of the Company and VARS as of that date and assumes the acquisition took place on that date. The unaudited condensed consolidated statements of operations for the five months then ended are based on the historical statements of operations of the Company and VARS for those periods. The pro forma unaudited condensed consolidated statements of operations assume the acquisition took place on January 1, 2003.

The unaudited pro forma condensed consolidated financial statements may not be indicative of the actual results of the acquisition. In particular, the unaudited pro forma condensed consolidated financial statements are based on management's current estimated of the allocation of the purchase price, the actual allocation of which may differ.

The accompanying unaudited condensed consolidated pro forma financial statements should be read in connection with the historical financial statements of the Company and VARS.

NOTE 2 - PRO FORMA ADJUSTMENTS

The pro forma adjustments to the unaudited condensed consolidated balance sheet are as follows:

- (1) To reflect the acquisition of The Varsity Group, Inc. and the allocation of the purchase price on the basis of the fair values of the assets acquired and liabilities assumed.

The total purchase cost is as follows:	
Value of common stock issued	\$ 3,270,372
	-----
Total purchase cost	3,270,372

The purchase price allocation is as follows:	
Stockholders' equity of VARS	1,558,196
Decrease in property and equipment	13,230

Goodwill

-----  
 1,571,426  
 \$ 4,841,798  
 =====

EXHIBIT C  
 UNAUDITED PROFORMAS  
 PERIOD ENDING DECEMBER 31, 2002

SUBSIDIARY  
 PRO FORMA CONDENSED CONSOLIDATED BALANCE SHEET (UNAUDITED)

EXHIBIT C

DECEMBER 31, 2002

-----  
 See notes to pro forma condensed consolidated financial statements (unaudited)

<TABLE>  
 <CAPTION>

Forma	ASSETS	"AGER"	"VARs"	Adjustments	Pro
	-----	-----	-----	-----	-----
		<C>	<C>	<C>	<C>
Cash	424,224	\$ 310	\$ 423,914		\$
Accounts receivable	846,983	752	846,231		
Loan receivable from officers	2,575	-	2,575		
Prepaid expenses and other current assets	121,669	-	121,669		
Total current assets	\$1,395,451	1,062	1,394,389		
Property and equipment, net	150,000	-	183,292	(33,292) (1)	
Goodwill	1,487,406	-	-	1,487,406 (1)	
TOTAL ASSETS	\$3,032,857	\$ 1,062	\$ 1,577,681		

LIABILITIES AND  
 SHAREHOLDERS' DEFICIT

Accounts payable	446,145	\$ 6,678	\$ 439,468		\$
Accrued expenses	933,450	1,751	931,698		
Accrued payrolls and related taxes	1,517,679	-	1,517,679		
Short-term notes payable	49,510	-	49,510		
Notes payable to officers	8,500	8,500	-		
Total current liabilities	2,955,284	16,929	2,938,356		
Shareholders' capital		805,023	49,721	43,718 (1)	

898,462			
Accumulated deficit (820,890)	(820,890)	(1,410,395)	1,410,395 (1)
-----			
77,573	(15,866)	(1,360,674)	
\$3,032,857	\$ 1,062	\$ 1,577,681	
=====			

</TABLE>

See notes to pro forma condensed consolidated financial statements (unaudited)

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AGE RESEARCH, INC. AND SUBSIDIARY  
PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS (UNAUDITED)

FOR THE YEAR ENDED DECEMBER 31, 2002

<TABLE>  
<CAPTION>

Forma	"AGER"	"VARs"	Adjustments	Pro
-----	-----	-----	-----	-----
<S>	<C>	<C>	<C>	<C>
Revenues 59,016,978	\$ 7,894	\$ 59,009,084		\$
Cost and expenses:				
Cost of revenues 57,667,396	1,211	57,666,185		
Selling, general and administrative 2,369,825	17,059	2,352,767		
-----	-----	-----	-----	-----
60,037,222	18,269	60,018,952		
Operating (loss) (1,020,243)	(10,375)	(1,009,868)		
Other income (expenses) 221,892	(458)	222,350		
-----	-----	-----	-----	-----
(Loss) before income taxes (798,351)	(10,833)	(787,518)		
Income taxes 800	800	-		
-----	-----	-----	-----	-----
Net (loss) (797,551)	\$ (11,633)	\$ (787,518)		\$
=====	=====	=====		
Net (loss) per share-basic and diluted (0.07)	\$ (0.01)			\$
=====	=====			
Weighted average number of shares(2) 11,283,471	1,939,551			

</TABLE>

See notes to pro forma condensed consolidated financial statements (unaudited)

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FOR THE YEAR ENDED DECEMBER 31, 2002

NOTE 1 - BASIS OF PRESENTATION

On May 22, 2003, Age Research, Inc. ("the Company" or "AGER") announced to acquire all the issued and outstanding shares of common stock of The Varsity Group, Inc. ("VARS") in exchange for 9,343,920 post split shares of the Company's common stock. The acquisition will be accounted for as a purchase, with the assets acquired and liabilities assumed recorded at fair values, and the results of VARS operations included in the Company's consolidated financial statements from the date of acquisition.

In connection with the acquisition, the Board of Directors authorized a reverse split of 1 for 35 shares of stock prior to the closing date of acquisition and increase the capitalization to 750,000,000 shares.

The accompanying condensed consolidated financial statements illustrate the effect of the acquisition ("Pro Forma") on the Company's financial position and results of operations. The condensed consolidated balance sheet as of December 31, 2002 is based on the historical balance sheets of the Company and VARS as of that date and assumes the acquisition took place on that date. The condensed consolidated statements of operations for the year then ended are based on the historical statements of operations of the Company and VARS for those periods. The pro forma condensed consolidated statements of operations assume the acquisition took place on January 1, 2002.

The pro forma condensed consolidated financial statements may not be indicative of the actual results of the acquisition. In particular, the pro forma condensed consolidated financial statements are based on management's current estimated of the allocation of the purchase price, the actual allocation of which may differ.

The accompanying condensed consolidated pro forma financial statements should be read in connection with the historical financial statements of the Company and VARS.

NOTE 2 - PRO FORMA ADJUSTMENTS

The pro forma adjustments to the unaudited condensed consolidated balance sheet are as follows:

- (1) To reflect the acquisition of The Varsity Group, Inc. and the allocation of the purchase price on the basis of the fair values of the assets acquired and liabilities assumed.

<TABLE>	
<CAPTION>	
<S>	
The total purchase cost is as follows:	<C>
Value of 9,343,920 common stock issued at \$0.01 per share	\$ 93,439
Total purchase cost	93,439
Allocation of purchase price:	
Stockholders' deficit of VARS	1,360,674
Decrease in property and equipment	33,292
Cost in excess of net assets acquired-Goodwill	\$1,487,406

</TABLE>

FOR THE YEAR ENDED DECEMBER 31, 2002

NOTE 2 - PRO FORMA ADJUSTMENTS (CONTINUED)

The pro forma adjustments to the condensed consolidated statements of operations are as follows:

- (2) To adjust retroactively to reflect the reverse split of 1 for 35 shares of common stock in connection with the acquisition.

