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

SCHEDULE 14C
(AMENDMENT NO. 2)

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

Check the appropriate box:

/x/ 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):

/X/ 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:

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

NOTICE OF WRITTEN CONSENT OF SHAREHOLDERS

December 26, 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 January 28, 2004:

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 sha
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.

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 January 7, 2004.

We anticipate that the actions contemplated by this Information Statement will be affected on or about the close of business on January 28, 2004.

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

1. To approve the reverse acquisition of AGE Research, Inc. by The Varsity Group, Inc., a Missouri corporation. The summary term sheet is as follows:

SUMMARY TERM SHEET

- Transaction is a reverse acquisition where Varsity acquires Age.
- Age Research will assign 80% of its outstanding stock to Varsity.
- Varsity will assign 100% of its stock to Age.
- The significance of this transaction is that Age's industry is saturated and cannot provide any growth potential. However, Varsity is in an industry that is growing and therefore can provide a way to grow shareholder value.

For a detailed discussion on reasons for engaging in this transaction
See page 6.

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 n

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.

Appointment of New Directors and the Resignation of Current Directors

Following the completion of the acquisition, the present two members of the AGER board will appoint three new board members. One new director will be from Varsity Management and the other two will most likely be picked from our outside advisors. The new AGER board will then

Voting Securities

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 December __, 2003. As of the Record Date, our authorized capitalization consisted of 100,000,000 shares of common stock, par value $0.00

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

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 approve

(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 o

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 Ow

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:

	Common Shr's	Votes/Shr	Common Votes	% of Total Votes
Total Common Issued and Outstanding Votes Possible		1	68,759,301	100.00 %
Votes by Written Consent For all proposals				
Beneficial Owner				
Wendy Holt	5,000,000	1	5,000,000	7.3 %
Bonnie Holt and Richard F. Holt	10,651,833	1	10,651,833	15.5 %
Richard B. Holt	5,400,000	1	5,400,000	7.8 %
Jean S. Armstrong	8,665,050	1	8,665,050	12.6 %
Mark Scharmann	5,193,100	1	5,193,100	7.5 %
Eldridge D. Huntington	6,000,000	1	6,000,000	8.8 %
Total	40,909,983	1	40,909,983	59.5 %

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 t

Significant Corporate Events: During the past two years there have been no negotiations, transactions or material contract between any AGE and Varsity directors, executive officers, officers or other persons holding specified positions or relationships.

Agreements, regulatory requirements and legal proceedings: Other than the planned resignation of the current AGE directors (see page 4), there are no present or proposed material agreements, arrangements, understanding or relationships between Varsity or any of its executive officers,

Business of Age Research, Inc. (Registrant)

Since December 1987, Age Research, Inc. ("AGE") 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 t

Age owns the formulations for both the RejuvenAge and Bladium products. The products are manufactured by independent contractors.

The sales activity of Age is limited with sales for the prior years ending December 31, 2002, 2001 and 2000 being $7,894, $8,277 and $14,257 respectively.

In May 2000, Age vacated its warehouse facility. Any current inventory is stored at the president's house.

In September 2003, the majority of Age's shareholders approved the acquisition of The Varsity Group, Inc., as described in the section below. Age will discontinue its current line of business upon consummation of the proposed transaction with The Varsity Group.

Age enters into Acquisition

Shareholders of Age holding a majority of Age's common stock approved the acquisition of The Varsity Group, Inc., a Missouri corporation. The Varsity Group, Inc., is based in St. Louis, Missouri. The Varsity Group provides Human Resources services including payroll, benefits and c

Terms of the transaction

The total consideration to be paid is 9,343,920 post reverse split AGE common shares that will be issued to Varsity shareholders in exchange for 100% of Varsity's issued and outstanding common shares. The Age shares issued are to be equal 80% of the Company's total shares outstand

The purchase price for the acquisition of The Varsity Group was based on a multiple of projected earnings. The projected earnings for The Varsity Group was based on restructuring of the overhead and elimination of under performing programs as well as a projected increase in new bus

The purchase was structured to be paid in the capital stock of AGER. The transaction however required AGER to seek shareholder approval for a reverse split of the company's stock in order to make available enough shares to complete the transaction as there were not enough shares or

Reason for engaging in transaction

We felt that putting a private company into Age would give the shareholders their best chance to realize a favorable value of their stock and provide for a favorable return from their investment. Since revenues of Age have been falling each year, which we feel is attributable to being in s

Potential negative factors:

The potential negative factors considered concerned the restructuring, operational challenges and capital needs of The Varsity Group. The restructuring risks considered include the possibility that we would be unable to align the overhead of the business with the current cash flow from c

Going concern and liquidity issues:

The capital needs of the Varsity business include ongoing expenses related to self insurance programs that had been eliminated but have a continuing loss payout. If the company is unable to secure sufficient capital to meet these needs there is a risk that the service of these obligations w

In addressing the liquidity issue, the current combined operations have significantly pared down their respective overheads over recent months with a goal of operating within its revenue and profit production levels. Historically, Age has maintained a very low overhead in operating its b

We feel our operational overhead is now positioned to be able to scale behind new sales growth to keep the operational expenses within our financial means. Notwithstanding a significant loss of clients or any other unforeseen or uncontrollable risk to the business, we believe that the bus

It is our intention to raise capital to enable The Varsity Group business to grow from its present regional presence to establish a national foot print. The capital raised will be used for subsequent regional acquisitions and the establishment of a national sales and service operation. This nat

Vote required for approval of the transaction

Approval by the majority of the issued and outstanding shares is required for this transaction. 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 le

Material differences in the rights of Age's security holders as a result of this transaction .

There are no differences in the rights of Age's security holders as a result of this transaction, however subsequent to the acquisition Age's security holders will own a smaller percentage of Age's shares outstanding.

Accounting treatment of this transaction

In accordance with accounting principles generally accepted in the United States, Age will account for the acquisition using the purchase method of accounting. Under this method of accounting, Age will record the market value of its common stock issued in the acquisition and the amou

In accordance with the Statement of Financial Accounting Standards No. 142, "Goodwill and Other Intangible Assets," goodwill resulting from the business combination currently estimated at $1,661,305, will not be amortized but instead will be tested for impairment at least annually (n

In the event that Age's management determines that the value of goodwill has become impaired, the combined company will incur an accounting charge for the amount of impairment during the fiscal quarter in which the determination is made. The amounts listed in the above paragraph

Federal income tax consequences of the transaction, if material.

General

The following discussion describes the material U.S. federal income tax consequences of the exchange of shares of Varsity's capital stock for Age common stock pursuant to the acquisition that are generally applicable to holders of Varsity capital stock. This discussion is based on curre

Varsity stockholders should be aware that this discussion does not deal with all U.S. federal income tax considerations that may be relevant to particular Varsity stockholders in light of their particular circumstances, such as stockholders who are dealers in securities, who are subject to th

Accordingly, Varsity stockholders are urged to consult their own tax advisors as to the specific tax consequences to them of the acquisition, including the applicable federal, state, local and foreign tax consequences.

Federal Income Tax consequences if the Acquisition Qualifies as a Reorganization

Assuming the acquisition qualifies as a reorganization within the meaning of Section 368(a) of the Code and the acquisition is completed under the current terms of the acquisition agreement, the following U.S. federal income tax consequences generally will result:

- No gain or loss will be recognized by holders of Varsity capital stock solely upon their receipt of Age common stock, in exchange for such Varsity capital stock in the acquisition (except with respect to cash received in lieu of fractional shares as discussed below)
- The aggregate tax basis of the Age common stock received by each Varsity stockholder in the acquisition will be the same as the aggregate tax basis of the Varsity capital stock surrendered by such Varsity stockholder in exchange therefore.
- The holding period of the Age common stock received by each Varsity stockholder in the acquisition will include the period for which the Varsity capital stock surrendered in exchange therefore was considered to be held, provided that the Varsity capital stock so surrend
- Any cash payment received by a holder of Varsity capital stock in lieu of a fractional share of Age common stock will be treated as if such fractional share had been issued in the acquisition and then redeemed by Age. A Varsity stockholder receiving such cash will recog
- If a Varsity stockholder dissents to the acquisition and receives solely cash in exchange for such stockholder's Varsity capital stock, such cash generally will be treated as a distribution in redemption of such stockholder's Varsity capital stock. Where such stockholder ow

U.S. Federal Backup Withholding

A holder of Varsity capital stock may be subject, under some circumstances, to backup withholding at a rate of 30% with respect to certain payments made in the acquisition unless the holder provides proof of an applicable exemption or a correct taxpayer identification number, and othe

Regulatory approvals

State of Federal regulatory approval is not required in connection with this transaction.

Reports, opinions, appraisals

No report, opinion or appraisal relating to this transaction was requested or received.

Reports to security holders

Age is a reporting company under Section 12(b) or (g) of the Securities Exchange Act of 1934 and files all required reports with the Securities and Exchange Commission.

The public may read and copy any materials Age files with the SEC at the SEC's Public Reference Room at 450 Fifth Street, N.W., Washington, D.C. 20549. Also, you may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The S

Description of Property

Age does not possess any property. Age vacated its warehouse facility in May 2000. The remaining minimal inventory is stored at the president's house.

Legal Proceedings

None

Market for common equity and related stockholder matters

The table below sets forth, for the respective periods indicated, the prices for Age's common stock in the over-the-counter market as reported by the NASD's OTC Bulletin Board. Age's common stock was cleared for quotations on the OTCBB in January 2000 under the symbol "AGER

	High Bid	Low Bid

Fiscal Year Ended December 31, 2003		
First Quarter	.00	.01
Second Quarter	.01	.13
Fiscal Year Ended December 31, 2002		
First Quarter	.04	.05
Second Quarter	.02	.04
Third Quarter	.01	.03
Fourth Quarter	.00	.01
Fiscal Year Ended December 31, 2001		
First Quarter	.03	.07
Second Quarter	.04	.08
Third Quarter	.05	.08
Fourth Quarter	.05	.06

Holders

At March 31, 2003, the Company had approximately 275 shareholders of record based on information provided by the Company's transfer agent.

Dividends

Since its inception, Age has not paid any dividends on its Common Stock, and Age does not anticipate that it will pay dividends in the foreseeable future.

Securities authorized for issuance under equity compensation plans

None.

Financial Statements – AGE Research, Inc.

1. Audited Consolidated Financial Statements
   a. Period Ending December 31, 2002 – Exhibit B, page 28
   b. Period Ending December 31, 2001 – Exhibit C, page 38

2. Interim Consolidated Financial Statements
   Period Ending September 30, 2003 - Exhibit D, page 48

3. Proforma Consolidated financials
   Period Ending September 30, 2003 – Exhibit E, page 55

Selected financial Data – Age Research, Inc.__($000)_____

	Year ending December 31 ,					September 30,
	1998	1999	2000	2001	2002	2003
Net sales	$ 17,457	19,519	14,257	8,277	7,894	4,932
Income (loss) from continuing oper	.(7,988)	(18,919)	(7,861)	(10,266)	(11,633)	(135,933)
Per common share	(.0001)	(.0003)	(.00)	(.00)	(.00)	(.06)
Total Assets	12,982	11,524	4,877	3,152	1,062	669
Long term liabilities	96,602*	-	-	-	-	-
Total liabilities	127,691	5,130	6,344	14,885	16,929	21,799

* Notes due stockholders converted to equity in 1999

Supplementary financial information – Age Research, Inc. ($000)

	Year 2001				Year 2002				Year 2003		
	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4	Q1	Q2	Q3
Net sales	2,122	2,208	820	3,127	3,073	1,888	1,670	1,263	2,181	1,731	1,020
Gross profit	1,781	1,857	724	2,769	2,614	1,623	1,421	1,025	1,852	1,529	921
Income(loss)	(5,417)	(572)	(749)	(3,528)	(3,462)	(2,367)	(1,719)	(4,085)	(2,714)	(75,261)	(57,751)
Per share	.00	.00	.00	.00	.00	.00	.00	.00	.00	.03	.00

Management's discussion and analysis of financial condition and results of operations.

Results of Operations

Three and Nine Months Ended September 30, 2003 compared to September 30, 2002

Revenues and Costs of Sales. For the three and nine month periods ended September 30, 2003, our revenues were $1,020 and $4,932, respectively, with cost of goods sold of $99 and $631, for a gross profit of $921 and $4,301, respectively. For the three and nine month periods ended Se

Operating Expenses. Total operating expenses for three and nine month period ended September 30, 2003 were $58,672 and $138,999, respectively compared to $3,012 and $12,078 for 2002. The net losses for the three and nine months ended September 30, 2003 were $57,958 and $13

Year ended December 31, 2002 Compared to December 31, 2001

Revenues and Costs of Sales. For the fiscal year ended December 31, 2002, the Company had sales of $7,894, with cost of goods sold of $1,211. For the fiscal year ended December 31, 2001, the Company had sales of $8,277, with cost of goods sold of $1,146. Selling, general and admi

Year ended December 31, 2001 Compared to December 31, 2000

Revenues and Costs of Sales. For the fiscal year ended December 31, 2001, the Company had sales of $8,277, with cost of sales of $1,146, for a gross profit of $7,131. For the fiscal year ended December 31, 2000, the Company had sales of $14,257, with cost of sales of $5,776, for a gro

General and Administrative Expense. Total operating expenses for 2001 were $16,400, compared to total operating expenses for 2000 of $15,553. The expenses in 2001 and 2000 are primarily attributable to the preparation and filing of periodic reports under Section 13 and/or 15(d) of t

Liquidity and Capital Resources

Historically, we have financed our operations through a combination of cash flow derived from operations and debt and equity financing. At September 30, 2003, we had a working capital deficit of $21,799 based on current assets of $669 and current liabilities of $22,468.

Based on our current marketing program and sales, it is clear that we will have to increase our sales volume significantly in order to have profitable operations. At this time, however, we do not have any working capital to expand our marketing efforts.

We propose to finance our needs for additional working capital through some combination of debt and equity financing. Given our current financial condition, it is unlikely that we could make a public sale of securities or be able to borrow any significant sum from either a commercial o

Business of The Varsity Group (acquired Company)

The Varsity Group, LLC ("VARSITY") was incorporated as a Missouri corporation in August 1990. Varsity is a full service regional Administrative Employer Organization. Varsity's primary service provides employee related administrative and support services to approximately 65 sm

Varsity's income is derived from administrative fees earned by charging for the production and processing of client's payroll. The fee is a percentage of the client's payroll. The administrative fee percentage charged varies based on the level of client risk we assume from our clients. Our

Varsity also earns fees for providing advisory services to their small business clients. To minimize risk, Varsity maintains a close relationship with its small business clients. This customer-client relationship provides Varsity with a view into the client's operations, including finance and

Varsity feels that certain aspects of its business that is related to assumption of payroll risk and providing structural advisory services differentiate it from other firms in the industry who primarily specialize in human resource or business process out-sourcing.

Varsity's mission is to provide its small business clients support services which promote growth, access to capital and liquidity. Varsity's long term goal is to assemble a national footprint to deliver its services to small business throughout the United States. To this end, Varsity intends to

Varsity shareholders approve transaction

Shareholders of 100% of Varsity's common stock approved the transaction of being acquired by Age Research, Inc.

Consideration (terms) for the transaction

The total consideration to be received by Varsity is 9,343,920 post reverse split common shares of Age research, Inc., which will be issued to Varsity shareholders in exchange for 100% of Varsity's issued and outstanding common shares. The AGE shares issued are to be equal 80% of t

Reason for engaging in transaction

Varsity feels that being a public entity will facilitate its goal of growing on a national basis as well as provide the means to attract funding if needed to achieve its goal.

Vote required for approval of the transaction

Varsity received approval from 100% of its shareholders.

Description of Property

Varsity's principal offices are located at 12755 Olive Street, Suite 400, St. Louis, Missouri, 63141, and the telephone number is (314) 317-7200. Varsity leases 7,538 square feet on the first floor of the building through 7/31/2005.

Legal Proceedings .

None

Financial Statements – The Varsity Group, Inc.

1. Audited Consolidated Financial Statements Period Ending December 31, 2002 and 2001 – Exhibit F, page 60

2. Interim Consolidated Financial Statements Period Ending September 30, 2003 - Exhibit G. page 71

Selected financial Data: The Varsity Group, Inc. ($000)

	Year ending December 31 ,				September 30,
	1999	2000	2001	2002	2003
Net sales	$ 33,847	$ 54,956	$ 64,158	$ 59,009	$ 37,027
Income (loss) from continuing oper.	25	(209)	(369)	(998)	(610)
Per common share	-	(2)	(2)	(5)	(2)
Total Assets	438	1,810	2,383	2,242	2,581
Long term liabilities	14	196	-	-	-
Total liabilities	349	1,797	2,947	3,804	4,141

Supplementary financial information ($000)

Amount($000)

Year 2001	Year 2002	Year 2003

	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4	Q1	Q2	Q3
Net sales	$16	$16	$16	$16	$14	$15	$14	$15	$13	$12	$12
Gross profit	.3	.4	.3	.3	.3	.4	.3	.3	(.3)	(.2)	(.2)
Income (loss)	(.4)	(.5)	(.4)	(.4)	(.5)	(.6)	(.6)	(.6)	(.2)	(.2)	(.2)
Per share	(.5)	(.5)	(.5)	(.5)	(1.0)	(1.0)	(2.0)	(1.0)	(.07)	(.07)	(.06)

Management's discussion and analysis of financial condition and results of operations.

Results of Operations

Three and Nine Months Ended September 30, 2003 compared to September 30, 2002

For the three and nine month period ended September 30, 2003, our revenues were approximately $11,816,619 and $37,026,519 respectively, for a decrease of $2,77,747 and $7,169,195 respectively, for the same periods in 2002. Revenue decreased over prior year due to changes in the c

These insurance programs left a trailing claims loss which the company continues to pay down. These losses are shown as a present and contingent liability on the balance sheet, hence the increase in liabilities over the same reporting periods.

While the risk offering is no longer part of our client offering, we may continue to see a departure of present clients due to our termination of these insurance programs. The decrease in revenue may continue into 2004 for the first six month period as a result of client departures and due t

Direct Costs of revenue for the three and nine month period ended September 30, 2003, were $11,830,181 and $36,550,736 respectively, for a decrease of $2,565,475 and $6,616,594 respectively from the same periods in 2002. The decrease is directly related to the decrease in revenue.

Gross profit (deficit) for services was $(13,562) and $475,786 for the three and nine months ended September 30, 2003, a decrease of $206,272 and $552,601 over the same prior periods. The decrease is directly related to the decrease in revenue.

Operating expenses for the three and nine month period ended September 30, 2003 was $362,664 and $1,191,323 respectively for a decrease of $231,938 and $469,541 from the same period prior year. The decrease is attributable to the reduction of General and Administrative expenses a

Net loss for the three and nine month period ended September 30, 2003, was $400,078 and $609,958 respectively, for a decrease $97,795 and $114,247 from the same period prior year.

Year ended December 31, 2002 Compared to December 31, 2001

For the fiscal year ended December 31, 2002, Varsity had revenues of $59,009,084, for a decrease of $5,149,515, for the same period in 200l. This decrease was a result of changes in the company's product offerings in the provisioning of workers compensation coverage and health insu

For the fiscal year ended December 31, 2002, Varsity had direct costs of $57,707,761, for a decrease of $5,121,817, for the same period in 2001.

Gross profit for services was $1,301,323 for the year ended December 31, 2002, a decrease of $27,698 over the prior fiscal year. The gross profit percentage rate for the year ended December 31, 2002 was 2.2%, an increase of .1% for the same period in 2001.

Operating expenses for the year ended December 31, 2002 was $2,311,192 for an increase of $570,328 from the same prior period. The raise is attributable to the increase of general and administrative expense of $322,344. In addition the increase is due to the increase in and salaries, wa

The net loss from operations for 2002 was $787,519 compared to the net loss from operations for 2001 of $379,091.

Year ended December 31, 2001 Compared to December 31, 2000

For the fiscal year ended December 31, 2001, the Company had revenues of $64,158,599, for an increase of $9,894,813, for the same period in 2000. The increase is a result if new business in the year 2001 versus 2000.

For the fiscal year ended December 31, 2002, the Company had direct costs of $62,829,578, for an increase of $10,130,100, for the same period in 2000. These increases in direct costs follow the increase in new business for this period.

Gross profit for services was $1,329,021 for the year ended December 31, 2001, a decrease of $235,287 over the prior fiscal year. The gross profit percentage rate for the year ended December 31, 2001 was 2.1%, a decrease of .8% for the same period in 2000. The decrease in gross profi

Operating expenses for the year ended December 31, 2001 was $1,740,864 for an increase of $478,777 for the same prior period. The raise is attributable to the increase of general and administrative expense of $61,646. In addition the increase is due to the raise in and salaries, wages, bo

The net loss from operations for 2001 was $379,091 compared to the net loss from operations for 2000 of $313,347.

Liquidity and Capital Resources

On September 30, 2003 Varsity had assets of $1,538,102 compared to $2,242,474 on December 31, 2002, a decrease of $714,374. The decrease is mainly due to the decrease of $185,957 in cash/cash equivalents, $103,783 in other asset and $417,137 in accounts receivable.

On September 30, 2003 Varsity had liabilities of $3,710,131 compared to $3,804,545 on December 31, 2002, a decrease of $94,414. The decrease is primarily a result of a decrease in accounts payable of $437,000, accrued compensation of $449,000, prefunded payroll of $525,000, and

As of September 30, 2003 Varsity's working capital position increased $340,093 from a negative $2,011,927 at December 31, 2002 to a negative $2,352,020 at September 30, 2003.

Net cash used by operating activities for the nine months ended September 30, 2003 amounted to $1,183,027, which mainly consists of the nine month operating loss of $609,958, account payable payments of $322,628, pre-funded payment of $525,877 and a decrease in accrued compen

Net cash used in investment activities for the nine months ended September 30, 2003 amounted to $50,050 which consisted mainly of a reduction in a loan to related parties of $46,192 and the purchase of property and equipment of $6,358.

Financing activity for the nine months ended September 30, 2003 generated net cash of 1,202,947, consisting of advances from officers of $907,000 and a bank loan of $300,000.

Going Concern

As shown in the accompanying financial statements, Varsity incurred a net loss of $998,091 during the year ended December 31, 2002, and as of that date, the Company's current liabilities exceeded its current assets by $1,887,032 and its total liabilities exceeded its total assets by $

Summary of Investments--Other than Investments in Related Parties

NA

Real Estate and Accumulated Depreciation

NA

Mortgage Loans on Real Estate

NA

PROFORMA INFORMATION

SELECTED HISTORICAL AND UNAUDITED PRO FORMA

COMBINED CONDENSED FINANCIAL DATA

The following selected historical annual financial data of AGE RESEARCH and VARSITY as been derived from their respective audited historical financial statements and should be read in conjunction with those consolidated financial statements and the notes related to those financial

The unaudited selected historical financial information as of September 30, 2003, and for the nine month periods ended September 30, 2003 and 2002, of AGE RESEARCH and the unaudited selected historical financial information of VARSITY as of September 30, 2003 and for the nin

The business combination will be accounted for under the purchase method of accounting. Although AGE RESEARCH will be acquiring VARSITY, VARSITY will hold a controlling interest in AGE RESEARCH as a result of the business combination. Accordingly, the business combi

AGE HISTORICAL CONDENSED FINANCIAL DATA

	At or for year ended December 31,				At or for nine months ended September 30,	
	1999	2000	2001	2002	2002	2003
Statement of Operation Data:						
Total Revenue	$ 19,519	$ 14,257	$ 8,277	$ 7,894	$ 6,632	$ 4,932
Total Costs and Expenses	28,746	21,329	17,546	18,269	13,051	139,630
Income (loss) from Operations	(9,227)	(7,072)	(9,269)	(10,375)	(6,419)	(134,698)
Net income (loss)	(18,919)	(7,861)	(10,266)	(11,633)	(7,549)	(135,933)
Net income (loss) per diluted share	$ (0.01)	$ (0.00)	$ (0.01)	$ (0.01)	$ (0.00)	$ (0.06)
Number of shares used in computing diluted earnings (loss) per share [1]	1,826,979	1,905,908	1,921,694	1,939,551	1,931,218	2,170,901
Balance Sheet Data:						
Cash and cash equivalents	$ 1,015	$ 1,823	$ 1,970	$ 310	$ 2,048	$ 85
Working capital (deficit)	6,098	(1,532)	(11,733)	(15,867)	(11,782)	(21,799)
Total assets	11,524	4,877	3,152	1,062	3,117	669
Long-term debt, less current portion	-	-	-	-	-	-
Total stockholders' equity (deficit)	6,394	(1,467)	(11,733)	(15,867)	(11,782)	(21,799)

[1] Had been adjusted retroactively to reflect the reverse split of 1 for 35 shares of common stock in connection.
with the acquisition

VARSITY HISTORICAL CONDENSED FINANCIAL DATA

	At or for year ended December 31,				At or for nine months ended September 30,	
	1999	2000	2001	2002	2002	2003
Statement of Operation Data:						
Total Revenue	$ 33,847,000	$ 54,956,000	$ 64,158,599	$ 59,009,084		$ 37,026,519
Total Costs and Expenses	33,723,000	55,103,000	64,569,983	60,228,404		37,363,979
Income (loss) from Operations	124,000	(147,000)	(411,384)	(1,219,320)		(337,460)
Net income (loss)	25,000	(209,000)	(369,916)	(998,091)		(212,965)
Net income (loss) per diluted share	$ 250	$ (2,090)	$ (1,850)	$ (4,990)		$ (1,065)
Number of shares used in computing diluted earnings (loss) per share	100	100	200	200		200
Balance Sheet Data:						
Cash and cash equivalents	$ -	$ 17,593	$ 192,804	$ 287,128		$ 298,363
Working capital (deficit)	(25,699)	(213,912)	(851,502)	(1,887,032)		(2,167,252)
Total assets	438,772	1,810,216	2,383,335	2,242,474		1,961,978
Long-term debt, less current portion	14,583	196,151	-	-		-
Total stockholders' equity (deficit)	75,458	(182,768)	(563,980)	(1,562,071)		(1,775,036)

UNAUDITED AGE RESEARCH AND VARSITY PRO FORMA COMBINED CONDENSED HISTORICAL FINANCIAL DATA

	Year ended December 31, 2002	Nine Months ended September 30, 2003
Pro forma combined condensed statement of operations data:		
Total revenue	$ 59,016,978	37,031,451
Total costs and expenses	60,246,674	37,503,609
Income (loss) from operations	(1,229,696)	(472,158)
Net income (loss)	(1,008,125)	(348,098)
Net income (loss) per diluted share	$ (0.09)	$ (0.03)
Number of shares used in computing diluted earnings (loss) per share [1]	11,283,471	11,679,900

	Asof December31,2002	Asof September30,2003
Pro forma combined condensed balance sheet data:		
Cash and cash equivalents	$ 287,438	$ 298,448
Working capital (deficit)	(1,902,899)	(2,189,051)
Total assets	2,243,536	1,962,647
Long-term debt, less current portion	-	-
Total stockholders' equity (deficit)	(1,577,938)	(1,796,835)

[1] Had been adjusted retroactively to reflect the reverse split of 1 for 35 shares of common stock in connection
with the acquisition.

CHANGE NAME OF OUR COMPANY TO ENSTRUXIS, INC.

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

The name of the company will be changed to Enstruxis. The name was selected to better reflect the new business and its direction. The name is to suggest structural support for small business. The core offering provided to small business clients by The Varsity Group is that of outsourced

The company will no longer continue to sell skin care products.

PURPOSES OF THE REVERSE SPLIT

The main purpose for the Reverse Split would be to provide for the acquisition of the Varsity Group. The terms of the acquisition agreement call for the Varsity shareholders to receive 80% of the outstanding shares of AGE. A reverse split would reduce the number of the shares outstand
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 considerat
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 EFFECT

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 sha

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:

COMMON SHARES:

NUMBER OF SHARES	PRIOR TO REVERSE STOCK SPLIT	AFTER 1 FOR 2 REVERSE STOCK SPLIT	AFTER 1 FOR 35 REVERSE STOCK SPLIT
Common Stock:			
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

(1) Gives effect to the Reverse Split, excluding the 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
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 pr
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 c

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

- to provide for potential future acquisitions.
- to provide for the future raising of capital
- to provide a means to award company employees

Although there are no agreements respecting any merger or acquisition of another business, a majority in interest of the shareholders believes that the increase in the number of authorized shares of common stock is in the best interest of AGE and that of our shareholders because addition

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, whi

The increase in the authorized capital shall be effective on or about December03, 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
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 5314 Anaheim Road Long Beach, CA 90815	6,000,000	8.73
Common	Richard F. Holt (4) 1 Strawberry Lane San Juan Capistrano, CA 92675	10,651,833	15.49
Officers and Directors			
Common	Richard F. Holt, President/director	---- see above ----	

Common	Wendy E. Holt (2) Vice-president/director	---- see above ----	
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, Bonnie Holt. Richard and Bonnie Holt have control over the shares held in the family trust.

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 meetin

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 Decemb

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

<u>SUMMARY COMPENSATION TABLE</u>

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

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

SALES OF UNREGISTERED SECURITES

In August 2002, 500,000 shares of common stock were issued to Mark Sharmann in payment of consulting fees. The stock was valued at $.005 a share. .

In August 2002, 1,000,000 shares of common stock were issued to Richard and Bonnie Holt in payment of amounts owed. The stock was valued at $.005 a share.

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 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

December 26, 2003
San Juan Capistrano, California

EXHIBIT A

AGE RESEARCH INC.

**NOTICE PUSUANT TO SECTION 228 OF THE GENERAL CORPORATION LAW
OF THE STATE OF DELAWARE**

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 reverse acquisition of AGE by 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 c

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 n

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: December 26, 2003

Exhibit B

**Audited Consolidated Financial Statements
Periods Ending December 31, 2002**

HAROLD Y. SPECTOR
Certified Public Accountant
(888)584-557780 S. LAKE AVENUE
FAX (626)584-6447 SUITE 723
hspectorcpa@earthlink.net PASADENA, CA 91101

INDEPENDENT AUDITOR'S REPORT

To the Board of Directors and stockholders of Age Research, Inc.

I have audited the accompanying balance sheet of Age Research, Inc. (a Delaware corporation) as of December 31, 2002, and the related statements of operations, changes in stockholders' deficit, and cash flows for the years ended December 31, 2002 and 2001. These financial

I conducted my audit in accordance with auditing standards generally accepted in the United States. Those standards require that I plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includ

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Age Research, Inc. as of December 31, 2002, and the results of its operations and its cash flows for the years ended December 31, 2002 and 2001, in conform

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 2 to the financial statements, the Company's significant operating losses raises substantial doubt about its ability to continue as a goin

/s/Harold Y Spector, CPA
Pasadena, California
March 12, 2003

**AGE RESEARCH, INC.
BALANCE SHEET
December 31, 2002**

ASSETS		
Current Assets		
Cash	$	310
Accounts Receivable		752
Total Current Assets		1,062
Property and Equipment, net of accumulated depreciation of $7,354		-
TOTAL ASSETS	$	1,062
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities		
Accounts Payable and Accrued Expenses	$	8,429
Officers' Loan		8,500
Total Current Liabilities		16,929

Stockholders' Deficit	
Common stock, $.001 par value, 100,000,000	
shares authorized, 68,759,301 shares	
issued and outstanding	68,759
Paid-in Capital	736,264
Accumulated Deficit	(820,890)
	(15,866)
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 1,062

See notes to financial statements.

AGE RESEARCH, INC.
STATEMENTS OF OPERATIONS
For the years ended December 31, 2002 and 2001

	2002	2001
Sales	$ 7,894	$ 8,277
Cost and Expenses		
Cost of Goods Sold	1,211	1,146
Selling General and Administrative Expenses	17,059	16,400
	18,269	17,546
Operating (loss)	(10,375)	(9,269)
Other Income (Expense)		
Interest Income	0	6
Interest Expense	(458)	(203)
Total Other Income (Expenses)	(458)	(197)
Net (loss) before taxes	(10,833)	(9,466)
Provision for Income Taxes	800	800
Net (loss)	$ (11,633)	$ (10,266)
Net (loss) per share-Basic and Diluted	$ (0.00)	$ (0.00)
Weighted Average Number of Shares	67,884,301	67,259,301

See notes to financial statements.

AGE RESEARCH, INC.
STATEMENTS OF CHANGES IN STOCKHOLDERS' DEFICIT
For The Years Ended December 31, 2002 and 2001

	Shares	Common Stock	Paid in Capital	Accumulated Deficit	Total
Balance at December 31, 2000	67,259,301	$ 67,259	$ 730,264	$ (798,990)	$ (1,467)
Net (loss)				(10,266)	(10,266)
Balance at December 31, 2001	67,259,301	67,259	730,264	(809,256)	(11,733)
Issuance of stock for cash	1,500,000	1,500	6,000		7,500
Net (loss)				(11,633)	(11,633)
Balance at December 31, 2002	68,759,301	$ 68,759	$ 736,264	$ (820,889)	$ (15,866)

See notes to the financial statements.

AGE RESEARCH, INC.
STATEMENTS OF CASH FLOWS
For the years ended December 31, 2002 and 2001

	2002	2001
CASH FLOWS FROM OPERATING ACTIVITIES		
Net Income (Loss)	$ (11,633)	$ (10,266)
Adjustment to reconcile net income to		
net cash provided by operating		

activities		
Depreciation	-	65
Decrease in:		
Accounts Receivable	177	884
Inventory	253	923
Increase (Decrease) in:		
Accounts Payable and Accrued Expenses	(256)	2,341
Net cash flows (used in) Operating Activities	(11,459)	(6,053)
CASH FLOWS FROM INVESTING ACTIVITIES	-	-
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from issuance of stock	7,500	-
Proceeds from Officers' Loan	2,300	6,200
Net Cash Provided by Financing Activities	9,800	6,200
NET INCREASE (DECREASE)IN CASH	(1,659)	147
CASH AT BEGINNING OF YEAR	1,970	1,823
CASH AT END OF YEAR	$ 310	$ 1,970
Supplemental Disclosure of Cash Flow Information:		
Income Taxes Paid	$ 800	$ 800

See notes to financial statements.

AGE RESEARCH, INC.
NOTES TO FINANCIAL STATEMENTS

NOTE 1 - NATURE OF BUSINESS AND CRITICAL ACCOUNTING POLICIES

Nature of Business. Age Research, Inc. (the "Company') produces and sells 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-

Use of estimates. The preparation of the accompanying financial statements in conformity with accounting principles generally accepted in the United States requires management to make certain estimates and assumptions that directly affect the results of reported assets, liabilities, rever

Revenue Recognition. The Company generally recognizes product revenue when persuasive evidence of an arrangement exists, delivery has occurred, the fee is fixed or determinable, and collection is probable. In instances where final acceptance of the product is specified by the custom

Accounts Receivable. Management of the Company considers accounts receivable to be fully collectible, accordingly, no allowance for doubtful accounts is required. If amounts become uncollectible, they will be charged to operations when that determination is made. Bad debt expense

Computation of Net Income (Loss) per Share. Basic net income (loss) per share is computed using the weighted average number of common stock outstanding during the period. Diluted net income per share is computed using the weighted average number of shares and dilutive potential

Other Significant Accounting Policies

Cash Equivalents. For purposes of the statements of cash flows, the Company considers all highly liquid debt instruments with an original maturity of three months or less to be cash equivalents.

Fair Value of Financial Instruments. The carrying amounts of the financial instruments have been estimated by management to approximate fair value.

Inventories. Inventory consists of products already packaged and ready for shipments to customers, and are stated at cost, using the first-in, first-out method.

NOTE 1 - NATURE OF BUSINESS AND CRITICAL ACCOUNTING POLICIES (Continued)

Property and Equipment. Property and Equipment are valued at cost. Maintenance and repair costs are charged to expenses as incurred. Depreciation is computed on the straight-line method based on the following estimated useful lives of the assets: 5 to 7 years for computer and office e

Income Taxes. Income tax expense is based on pretax financial accounting income. Deferred tax assets and liabilities are recognized for the expected tax consequences of temporary differences between the tax bases of assets and liabilities and their reported amounts.

Shipping and Handling Costs. The Company historically has included inbound shipping charges in cost of sales and classified outbound shipping charges as operating expenses. For years ended December 31, 2002 and 2001, the outbound shipping charges included as operating expenses

Derivatives. In June 1998, Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards (SFAS) No. 133, "Accounting for Derivative Instruments and Hedging Activities", as amended by SFAS No. 138, which was issued in June 2000. SFAS No. 1

New Accounting Standards:
On December 31, 2002, the FASB issued SFAS No. 148, "Accounting for Stock-Based Compensation - Transition and Disclosure." SFAS No. 148 amends SFAS No. 123, "Accounting for Stock-Based Compensation," to provide alternative methods of transition to SFAS No. 123's fair v

In June 2002, FASB issued Statement No. 146, "Accounting for Costs Associated with Exit or Disposal Activities." The standard requires companies to recognize costs associated with exit or disposal activities when they are incurred rather than at the date of a commitment to an exit or d

NOTE 1 - NATURE OF BUSINESS AND CRITICAL ACCOUNTING POLICIES (Continued)

Recognition for Certain employee Termination Benefits and Other Costs to Exit an Activity (including Certain Costs Incurred in a Restructuring) is replaced by this Statement. Statement 146 is to be applied prospectively to exit or disposal activities initiated after December 31, 2002. Ma

In April 2002, FASB issued SFAS No. 145, "Rescission of FASB Statements No. 4, 44, and 64, Amendment of FASB Statement No. 13, and Technical Corrections." This Statement updates, clarifies and simplifies existing accounting pronouncements. The provisions of this Statement re

In October 2001, FASB issued SFAS No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets. The Statement supersedes SFAS No. 121, Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to be Disposed Of, however it retains the fundan

NOTE 2 - GOING CONCERN

The Company's financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the settlement of liabilities and commitments in the normal course of business. As shown in the accompanying financial statements, the Company suffered
In the near term, the Company expects operating costs to continue to exceed funds generated from operations. As a result, the Company expects to continue to incur operating losses and may not have enough money to grow its business in the future. The Company can give no assurance t

NOTE 2 - GOING CONCERN (Continued)

Management is currently involved in active negotiations to obtain additional financing and actively increasing marketing efforts to increase revenues. The Company continued existence depends on its ability to meet its financing requirements and the success of its future operations. The

Currently the Company does not stock any inventory. Purchases are incurred and charged through loan from an officer when products are sold to customer. In addition, the Company has generated approximately $7,500 in additional operating capital through sales of its common stock du

NOTE 3 - INCOME TAXES

Provision for income tax for years ended December 31, 2002 and 2001 consisted of $800 minimum state franchise tax each year.

As of December 31, 2002, the Company has net operating loss carryforwards, approximately, of $654,408 to reduce future taxable income. To the extent not utilized, the carryforwards will begin to expire through 2022. The Company's ability to utilize its net operating loss carryforwards

The deferred net tax assets consist of the following at December 31:

	2002		2001	
Net Operating Loss Carryforwards	$	227,644	$	218,813
Valuation Allowance		(227,644)		(218,813)
Net deferred tax assets	$	0	$	0

NOTE 4 - NET LOSS PER SHARE

The following table sets forth the computation of basic and diluted net (loss) per share:

	2002		2001	
Net (Loss)	$	(11,633)	$	(10,266)
Denominator:				
Weighted Average Number of Shares		67,884,301		67,259,310
Loss per share-Basic and Diluted	$	(0.00)	$	(0.00)

NOTE 5 - 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; acco

NOTE 6 - RELATED PARTY TRANSACTIONS

An officer is currently making payments to purchase inventory on behalf of the Company. As of December 31, 2002 and 2001, the balance due to the officer related the purchases was $1,231 and $223. The Company also has notes payable to the officer in the amount of $8,500, accruing

Exhibit C

Audited Consolidated Financial Statements
Periods Ending December 31, 2001

HAROLD Y. SPECTOR
Certified Public Accountant

(888)584-5577
FAX (626)584-6447
hspectorcpa@earthlink.net

80 S. LAKE AVENUE
SUITE 723
PASADENA, CA 91101

Independent Auditor's Report

To the Board of Directors and Stockholders of Age Research, Inc.

I have audited the accompanying balance sheet of Age Research, Inc.(a Delaware Corporation), as of December 31, 2001, and the related statements of operations, changes in stockholders' equity and cash flows for the years ended December 31, 2001 and 2000. These financial statements are the responsibility of the Company's management. My responsibility is to express an opinion on these financial statements based on my audits.

I conducted my audits in accordance with generally accepted auditing standards. Those standards require that I plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial stat

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

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 9 to the financial statements, the Company's significant operating losses raises substantial doubt about its ability to continue as a going concern. Management's plan regarding those matters are also described in Note 9. These financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ Harold Y. Spector
Pasadena, CA
March 11, 2002

AGE RESEARCH, INC.
BALANCE SHEET
December 31, 2001

ASSETS

Current Assets		
Cash	$	1,970
Accounts Receivable		929

Inventory		253
Total Current Assets		3,152
Property and Equipment		
Furniture and Fixtures		5,560
Machinery and Equipment		1,794
		7,354
Less: Accumulated Depreciation		(7,354)
Total Property and Equipment		-
TOTAL ASSETS	$	3,152

LIABILITIES AND STOCKHOLDERS' EQUITY

Current Liabilities		
Accounts Payable and Accrued Expenses	$	8,685
Officers' Loan		6,200
Total Current Liabilities		14,885
Long-Term Liabilities		0
Total Liabilities		6,344
Stockholders' Equity		
Common stock, $.001 par value, 100,000,000 shares authorized and 67,259,301 shares issued and outstanding		67,259
Paid-in Capita		I730,264
Accumulated Deficit		(809,256)
Total Stockholders' Deficit		(11,733)
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$	3,152

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

AGE RESEARCH, INC.
STATEMENT OF OPERATIONS
For the years ended December 31, 2001 and 2000

		2001		2000
SALES	$	8,277		14,257
COST OF SALES - Schedule A		1,146		5,776
GROSS PROFIT		7,131		8,481
OPERATING EXPENSES		16,400		15,553
INCOME (LOSS) FROM OPERATIONS		(9,269)		(7,072)
OTHER INCOME (EXPENSES)				
Interest Income		6		11
Interest Expenses		(203)		-
Total Other Income (Expenses)		(197)		11
NET LOSS BEFORE TAXES		(9,466)		(7,061)
PROVISION FOR INCOME TAXES		800		800
NET LOSS	$	(10,266)	$	(7,861)
NET LOSS PER SHARE	$	(0.00)	$	(0.00)
WEIGHTED AVERAGE NUMBER OF SHARES		67,259,301		66,706,793

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

AGE RESEARCH, INC.
STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
For The Years Ended December 31, 2001 and 2000

	Common		Paid in Capital	Accumulated Deficit	Total
	Shares	Stock			
Balance at December 31, 1999	63,994,251	$63,944	$733,579	$(791,129)	$6,394
Issuance of stock for debt	3,315,050	3,315	(3,315)		0
Net Loss				(7,861)	(7,861)
Balance at December 31, 2000	67,259,301	67,259	730,264	(798,990)	(1,467)
Net Loss				(10,266)	(10,266)

Balance at December 31, 2001	67,259,301	$67,259	$730,264	$(809,256)	$(11,733)

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

AGE RESEARCH, INC.
STATEMENTS OF CASH FLOWS
For the years ended December 31, 2001 and 2000

	2001	2000
CASH FLOWS FROM OPERATING ACTIVITIES		
Net Income (Loss)	$ (10,266)	$ (7,861)
Adjustment to reconcile net income to		
net cash provided by operating		
activities		
Depreciation	65	231
(Increase) Decrease in:		
Accounts Receivable	884	1,448
Inventory	923	5,776
Increase (Decrease) in:		
Accounts Payable and Accrued Expenses	2,341	1,214
Net Cash Provided (Used) by Operating Activities	(6,053)	808
CASH FLOWS FROM INVESTING ACTIVITIES	-	-
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from Officers' Loan	6,200	-
Net Cash Provided (Used) by Financing Activities	6,200	-
NET INCREASE (DECREASE)IN CASH	147	808
CASH AT BEGINNING OF YEAR	1,823	1,015
CASH AT END OF YEAR	$ 1,970	$ 1,823
SUPPLEMENTARY DISCLOSURES:		
Cash paid for:		
Interest paid	$ -	$ -
Income Taxes Paid	$ 800	$ 800

Noncash investing and financing activities:

In 2000, the Company issued 3,315,050 shares of stock to complete 1999 debt conversion.

The accompanying notes are an integral part of these financial statements.
AGE RESEARCH, INC.

NOTES OF FINANCIAL STATEMENTS
For The Years Ended December 31, 2001 and 2000

NOTE 1 - NATURE OF OPERATIONS

Age Research, Inc. ("the Company"), fka Volt Research, Inc., was incorporated under the laws of Utah on July 10, 1984. In April, 1987, the Company changed
its name to Age Research, Inc., and changed its state of domicile to Delaware. Age Research, Inc. produces and sells 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 mo

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Use of estimates

In preparing financial statements in conformity with accounting principles generally accepted in the United States, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and revenues and expenses during the reporting period. Actual results could differ from these estimates.

Revenue Recognition

Revenue from sales is recognized when the products are shipped. The Company adopted Staff Accounting Bulletin No. 101, "Revenue Recognition in Financial Statements"("SAB 101") in the fourth quarter of 2000. The adoption of SAB 101 did not have a material impact on the Company's operating results or financial positions.

Cash and Cash Equivalents

For purposes of the statements of cash flows, the Company considers all highly liquid investments with of maturity of three months or less to be cash equivalents.

Fair Value of Financial Instruments

The carrying amounts of the financial instruments have been estimated by management to approximate fair value.

Accounts Receivable

Management of the Company considers accounts receivable to be fully collectible, accordingly, no allowance for doubtful accounts is required. If amounts become uncollectible, they will be charged to operations when that determination is made. Bad debt expense for years ended December 31, 2001 and 2000 was $105 and $116, respectively.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Inventories

Inventories consist of products already packaged and ready for shipments to customers, and are stated at cost, using the first-in, first-out method.

In 2000, the Company wrote off obsolete inventory of $1,333, which was charged to cost of goods sold. None was in 2001.

Property and Equipment

Property and Equipment are stated at cost. Depreciation is computed over their estimated useful lives using straight-line method for financial reporting, and accelerated methods for tax reporting, therefore, temporary differences exist. Expenditures for major renewals and betterment that extend the useful lives of the assets are capitalized. Expenditures for maintenance and repairs are charged to expense as incurred.

Depreciation expense was $65 and $231 for the years ended December 31, 2001 and 2000, respectively.

Income Taxes

Income Tax expense is based on pretax financial accounting income. Deferred tax assets and liabilities are recognized for the expected tax consequences of temporary differences between the tax bases of assets and liabilities and their reported amounts.

Shipping and Handling Costs

In September 2000, the Emerging Issues Task Force ("EITF") reached a final consensus on EITF Issue 00-10, "Accounting for Shipping and Handling Fees and Costs." This consensus requires that all amounts billed to a customer in a sale transaction related to shipping and handling, if any, represent revenue and should be classified as revenue. The Company historically has classified shipping charges to customers as revenue. With respect to the classification of costs related to the shipping and handling incurred by the seller, EITF determined that the classification of such costs is an accounting policy decision that should be disclosed. It also determined that if such costs are significant and are not included in cost of sales, a company should disclose both the amount(s) of such costs and the line item(s) on the income statement that include them. The Company historically has included inbound shipping charges in cost of sales and classified outbound shipping charges as operating expenses. For years ended December 31, 2001 and 2000, the outbound shipping charges included as operating expenses were $830 and $1,249, respectively.

Recent Accounting Pronouncement

In June 2001, Statement of Financial Accounting Standards ("SFAS") No. 141, "Business Combinations" was issued establishing accounting and reporting standards requiring all business combinations initiated after June 30, 2001, to be accounted for using the purchase method. SFAS No. 141 is effective for the Company for the fiscal quarter beginning July 1, 2001. The impact of this statement is dependent on future acquisition activity.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Also in June 2001, SFAS No. 142 "Goodwill and Other Intangible Assets" was issued effective for the first period of all fiscal years beginning after December 15, 2001, with early adoption permitted for entities with Fiscal years beginning after March 15, 2001. SFAS 142 requires goodwill to be tested for impairment under certain circumstances, and written off when impaired, rather than being amortized as previous standards requi

In September 2000, SFAS No. 140, "Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities" was issued effective for all related transactions occurring after March 31, 2001. The statement replaces SFAS No. 125, "Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities". The new statement, while largely including the provisions of SFAS No. 125, revises the standards for accounting for securitizations and other transfers of financial assets and collateral and requires certain additional disclosure. The statement w

In June 1988, the FASB issued SFAS No. 133, "Accounting for Derivative Instruments and Hedging Activities", as amended by SFAS No. 138, which was issued in June 2000. SFAS No. 133 establishes accounting and reporting standards for derivative instruments. The Company currently does not use derivative financial products for hedging or speculative purposes and as a result does not anticipate any impact on the Company's financial statements.

NOTE 3 - COMMON STOCK TRANSACTIONS

On December 13, 1999, the Board of Directors approved to convert notes payable of $96,602 plus accrued interest of $36,000 into 3,315,050 shares of the Company's common stock. The transaction was recorded as paid-in capital in 1999. In March 2000, all 3,315,050 shares were issue

NOTE 4 - INCOME TAXES

Provision for income tax for years ended December 31, 2001 and 2000 consisted of $800 minimum state franchise tax each year.

As of December 31, 2001, the Company has net operating losses carryforwards, approximately, of $643,568 to reduce future taxable income. To the extent not utilized, the loss carryforwards will begin to expire through 2021. The Company's ability to utilize its net operating loss carryforwards is uncertain and thus a valuation reserve has been provided against the Company's net deferred tax assets.

The deferred net tax assets consist of the following at December 31:

	2001	2000
Net Operating Loss Carryforwards	$ 218,813	$ 107,946
Depreciation	-	(6)
Valuation Allowance	(218,813)	(107,940)
Net deferred tax assets	$ -	$ -

NOTE 5 - NET LOSS PER SHARE

Net loss per share is computed based on the weighted average number of shares of common stock outstanding during the period. Basic net loss per share was $0.00 for both years ended December 31, 2001 and 2000. Diluted net loss per share is the same as basic net loss per share due to the lack of dilutive items in the Company.

	2001	2000
Numerator:		
Net loss	$ (10,266)	$ (7,861)
Denominator:		
Weighted Average No. of Shares	67,259,301	66,706,793
Loss per share - Basic and Diluted	$ (0.00)	$ (0.00)

NOTE 6 - 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 subsidiary did not have any assets and operations in 2000 or 1999, and all income are derived from the Company, accordingly, detailed information of the reportable segment is not presented.

NOTE 7 - RELATED PARTY LOANS

An officer has advanced loans which are payable on demand with no due date. Interest is being charged at 6% per annum. The balance of these notes at December 31, 2001 and 2000 was $6,200 and $0, respectively.

NOTE 8 - LEASES

The Company leases a warehouse facility for $234 per month on a month-to-month basis. At the end of May 2000, the Company vacated the warehouse. Rent expense for 2001 and 2000 was $0 and $2,785, respectively.

NOTE 9 - GOING CONCERN

The accompanying financial statements are presented on the basis that the Company is going concern. Going concern contemplates the realization of assets and the satisfaction of liabilities in the normal course of business over a reasonable length of time. As shown in the accompanying

Management is currently involved in active negotiations to obtain additional financing and actively increasing marketing efforts to increase revenues. The Company's continued existence depends on its ability to meet its financing requirements and the success of its future operations. Th

Exhibit D

AGE RESEARCH, INC.

INTERIM FINANCIAL STATEMENTS
AS OF SEPTEMBER 30, 2003
(UNAUDITED)

AGE RESEARCH, INC.
BALANCE SHEET (Unaudited)
September 30, 2003

ASSETS

Current Assets	
Cash and Cash Equivalents	$ 85
Accounts Receivable	584
Total Current Assets	669
Property and Equipment	
Furniture and Fixtures	5,560
Machinery and Equipment	1,794
	7,354
Less: Accumulated Depreciation	(7,354)
Total Property and Equipment	-
TOTAL ASSETS	$ 669

LIABILITIES AND STOCKHOLDERS' DEFICIT

Current Liabilities	
Accounts Payable and Accrued Expenses	$ 8,768
Officers' Loan	13,700
Total Current Liabilities	22,468
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	(956,822)
Total Stockholders' Deficit	(21,799)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	$ 669

See notes to interim unaudited financial statements.

AGE RESEARCH, INC.
STATEMENTS OF OPERATIONS (Unaudited)

	For Three Months ended September 30, 2003	2002	For Nine Months ended September 30, 2003	2002
Sales	$ 1,020	$ 1,670	$ 4,932	$ 6,632
Cost and Expenses				
Cost of Goods Sold	99	249	631	973
Selling, General and Administrative	58,672	3,012	138,999	12,078
	58,771	3,261	139,630	13,051
Operatiing (loss)	(57,751)	(1,591)	(134,698)	(6,419)
Other Income (Expenses)				
Interest and Other Income	-	-	97	-
Interest Expense	(207)	(128)	(532)	(330)
	(207)	(128)	(435)	(330)
Net (Loss) Before Taxes	(57,958)	(1,719)	(135,133)	(6,749)
Provision for Income Taxes	-	-	800	800
Net (Loss)	$ (57,958)	$ (1,719)	$ (135,933)	$ (7,549)
Net (loss) per share-Basic and Diluted	$ (0.00)	$ (0.00)	$ (0.00)	$ (0.00)
Weighted Average Number of Shares	81,759,301	68,259,301	75,981,523	67,592,634

See notes to interim unaudited financial statements. Z

AGE RESEARCH, INC.
STATEMENTS OF CASH FLOWS (Unaudited)

For Nine Months ended September 30,	2003	2002
Cash Flow From Operating Activities		
Net (loss)	$ (135,933)	$ (7,549)
Adjustments to reconcile net (loss) to net cash (used in) operating activities:		
Stock for services	130,000	-
(Increase) Decrease in:		
Accounts Receivable	169	(123)
Inventory	-	236
Increase (Decrease) in:		
Accounts Payable and Accrued Expenses	339	(2,286)
Cash flows (used in) operating activities	(5,425)	(9,722)
Cash Flow From Investing Activities	-	-
Cash Flow From Financing Activities		
Proceeds from Issuance of Common Stock		7,500
Proceeds from Officers' Loan	5,200	2,300
Cash flows provided by financing activities	5,200	9,800
Net increase (decrease) in cash and cash equivalents	(225)	78
Cash and cash equivalents, at beginning of period	310	1,970
Cash and cash equivalents, at end of period	$ 85	$ 2,048
Supplemental Disclosure of Cash Flow Information:		
Income Taxes Paid	$ -	$ 800

See notes to interim unaudited financial statements.

AGE RESEARCH, INC.
NOTES TO UNAUDITED FINANCIAL STATEMENTS

NOTE 1 – NATURE OF BUSINESS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Business Age Research, Inc. (the "Company") produces and sells 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-

Presentation of Interim Information: The financial information at September 30, 2003 and for the three and nine months ended September 30, 2003 and 2002 is unaudited but includes all adjustments (consisting only of normal recurring adjustments) that the Company considers necessary

The results for the nine months ended September 30, 2003 may not be indicative of results for the year ending December 31, 2003 or any future periods.

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 d

NOTE 2 – GOING CONCERN

The Company's financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the settlement of liabilities and commitments in the normal course of business. In the near term, the Company expects operating costs to continue to exceed

Management is currently involved in active negotiations to obtain additional financing and actively increasing marketing efforts to increase revenues. The Company continued existence depends on its ability to meet its financing requirements and the success of its future operations. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

NOTE 3 – PENDING BUSINESS COMBINATION

In May 2003, the Company announced to acquire all the issued and outstanding shares of common stock of The Varsity Group, Inc. ("VARS", a Missouri corporation) in exchange for 9,343,920 post split shares of the Company's common stock. This acquisition will be accounted for as a

NOTE 4 – PENDING REVERSE STOCK SPLIT

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.

NOTE 5 – NONCASH EXPENSES

On May 22, 2003, the Company issued 13,000,000 shares of the Company's common stock for services rendered by nonemployees. The stocks are fully vested and nonforfeitable. The Company recorded the stock transactions at their fair market value, capitalized the costs of transactions

NOTE 6 – NET LOSS PER SHARE

The following table sets forth the computation of basic and diluted net loss per share for the periods:

	Three Months ended September 30, 2003	Three Months ended September 30, 2002	Nine Months ended September 30, 2003	Nine Months ended September 30, 2002
Numerator:				
Net (Loss)	$ (57,958)	$ (1,719)	$ (135,933)	$ (7,549)
Denominator:				
Weighted Average Number of Shares	81,759,301	68,259,301	75,981,523	67,592,634
Loss per share-Basic and Diluted	$ (0.00)	$ (0.00)	$ (0.00)	$ (0.00)

NOTE 7 – SEGMENT INFORMATION

The Company is currently managed and operated as one business. The entire business is managed by a single management team that reports to the Company's President. The Company does not operate separate lines of business or separate business entities with respect to any of its produ

NOTE 8 – RELATED PARTY TRANSACTIONS

An officer is currently making payments to purchase inventory on behalf of the Company. As of September 30, 2003, the balance due to the officer related the purchases was $1,912. The Company also has notes payable to the officer in the amount of $13,700, accruing interest at 6% per

NOTE 9 – 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

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 Comp

Exhibit E

AGE RESEARCH, INC. AND SUBSIDIARY
PRO FORMA CONDENSED CONSOLIDATED
BALANCE SHEET (Unaudited)
FOR

SEPTEMBER 30, 2003

PRO FORMA CONDENSED CONSOLIDATED BALANCE SHEET
(Unaudited)SEPTEMBER 30, 2003

ASSETS	"VARS"	"AGER"	Adjustments	Pro Forma
Cash	$ 298,363	$ 85		$ 298,448
Accounts receivable	992,256	584		992,840
Loan receivable from officers	58,862	-		58,862
Prepaid expenses and other current assets	220,281	-		220,281

	VARS	AGER	Adjustments		Pro Forma
Total current assets	1,569,762	669			1,570,431
Property and equipment, net	142,092	-			142,092
Other Assets	250,124	-			250,124
TOTAL ASSETS	$ 1,961,978	$ 669			$ 1,962,647
LIABILITIES AND SHAREHOLDERS' DEFICIT					
Accounts payable	$ 1,096,665	$ 5,786			$ 1,102,451
Accrued expenses and other current liabilities	41,365	2,982			44,347
Accrued payrolls and related taxes	1,140,610	-			1,140,610
Short-term notes payable	495,087	-			495,087
Notes payable to officers	963,287	13,700			976,987
Total current liabilities	3,737,014	22,468			3,759,482
Shareholders' capital	49,721	935,023	(21,799)	(1)	27,922
			(49,721)	(1)	
			(885,302)	(1)	
Accumulated deficit	(1,824,757)	(956,822)	956,822	(1)	(1,824,757)
	(1,775,036)	(21,799)			(1,796,835)
	$ 1,961,978	$ 669			$ 1,962,647

PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS
(Unaudited)For Nine Months ended September 30, 2003

	"VARS"	"AGER"	Adjustments	Pro Forma
Revenues	$ 37,026,519	$ 4,932		$ 37,031,451
Cost and expenses:				
Cost of revenues	36,171,458	631		36,172,089
Selling, general and administrative	1,192,521	138,999		1,331,520
	37,363,979	139,630		37,503,609
Operating (loss)	(337,460)	(134,698)		(472,158)
Other income (expenses)	124,495	(435)		124,060
(Loss) before income taxes	(212,965)	(135,133)		(348,098)
Income taxes (3)	-	800		800
Net (loss)	$ (212,965)	$ (135,933)		$ (347,298)
Net (loss) per share-basic and diluted	$ (1,064.83)	$ (0.06)		$ (0.03)
Weighted average number of shares (2)	200	2,170,901		11,679,900

NOTE 1 – BASIS OF PRESENTATION

On May 22, 2003, Age Research, Inc. ("AGER" or "Age Research") announced to acquire all the issued and outstanding shares of common stock of The Varsity Group, Inc. ("VARS" or "Varsity") in exchange for 9,343,920 post split shares of AGER's common stock. Upon completion
The purchase price is assumed to be equal to AGER book value since AGER had limited assets and operations, and no goodwill is recorded on the transaction. The amount ascribed to the shares issued to the VARS shareholders represents the net book value of Age Research, Inc. at date
In connection with the acquisition, the Board of Directors of AGER authorized a reverse split of 1 for 35 shares of stock prior to the closing date of acquisition and authorized to increase the capitalization to 750,000,000 shares. Varsity elects to terminate its S-corporation status.
The accompanying condensed consolidated financial statements illustrate the effect of AGER's reverse acquisition ("Pro Forma") of VARS. The condensed consolidated balance sheet as of September 30, 2003 is based on the historical balance sheets of VARS and AGER as of that date
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 actu
The accompanying condensed consolidated pro forma financial statements should be read in connection with the historical financial statements of VARS and AGER, including the related notes, and other financial information included in this joint proxy statement/prospectus.

NOTE 2 – PRO FORMA ADJUSTMENTS

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

(1) To reflect the reverse acquisition of VARS equal to the book value of Age Research:

Issuance of 9,343,920 of AGER shares at its book value	$ (21,799)
Elimination of VARS common stock	(49,721)
Elimination of AGER accumulated deficit	956,822
Recapitalization adjustment	(885,302)
Cost in excess of net liabilities assumed	$ -

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.

(3) To reflect income taxes on a pro forma basis assuming the transaction took place at the beginning of the period presented and VARS was a C corporation in 2003.

NOTE 3 - PRO FORMA NET (LOSS) PER COMMON SHARE

The unaudited pro forma basic and diluted net (loss) per share are based on the weighted average number of shares of AGER common stock outstanding during each period and the number of shares of AGER common stock to be issued in connection with the reverse acquisition of VAR:

Exhibit F

THE VARSITY GROUP, INC.
AUDITED FINANCIAL STATEMENTS
DECEMBER 2002 AND 2001

Audited Consolidated Financial Statements
Periods Ending December 31, 2002

HAROLD Y. SPECTOR, CPA
CAROL S. WONG, CPA

SPECTOR & WONG, LLP
Certified Public Accountants
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SUITE 723
PASADENA, CA 91101

INDEPENDENT AUDITOR'S REPORT

To the Board of Directors and stockholders
of The Varsity Group, Inc.

We have audited the accompanying balance sheets of The Varsity Group Inc. (a Missouri corporation), as of December 31, 2002 and 2001, and the related statements of operations, changes in stockholders' deficit, and cash flows for the years then ended. These financial statements are th

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An aud

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of The Varsity Group, Inc. as of December 31, 2002 and 2001, and the results of its operations and its cash flows for the years then ended in conformity with accounting

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 3 to the financial statements, the Company's operating losses and a net capital deficiency raise substantial doubt about its ability to continue as

/s/Spector & Wong, LLP
Pasadena, California
October 1, 2003
(Except for Notes 2, 5 and 8, the date is December 10, 2003)

	December 31,			
ASSETS		2002		2001
Current Assets				
Cash and cash equivalents	$	287,128	$	192,804
Restricted cash		219,416		155,612
Accounts receivable		1,349,507		1,665,391
Loan to employee		2,600		12,850
Receivable-officer		58,862		58,862
Prepaid expenses		-		10,294
Total Current Assets		1,917,513		2,095,813
Property and Equipment, net of accumulated depreciation of $213,639 and $146,570		183,292		145,853
Other Assets				
Receivable from others		20,000		20,000
Refundable Deposits		121,669		121,669
Total Other Assets		141,669		141,669
TOTAL ASSETS	$	2,242,474	$	2,383,335
LIABILITIES AND STOCKHOLDERS' DEFICIT				
Current Liabilities				
Accounts payable	$	651,706	$	160,389
Accrued expenses		931,698		907,023
Accrued compensation and related taxes		1,589,467		1,879,903
Prefunded payroll		525,877		-
Line of Credit		49,510		-
Officers' Loan		56,287		-
Total Current Liabilities		3,804,545		2,947,315

Stockholders' Deficit		
Common Stock, $1 par value, 30,000 shares authorized, 402 shares issued and 200 shares outstanding	402	402
Paid-in Capital	49,521	49,521
Accumulated Deficit	(1,611,792)	(613,701)
Treasury stock - 202 shares at cost	(202)	(202)
Total Shareholders' Deficit	(1,562,071)	(563,980)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	$ 2,242,474	$ 2,383,335

THE VARSITY GROUP, INC.BALANCE SHEETS

For years ended December 31,	2002	2001
Revenues	$ 59,009,084	$ 64,158,599
Cost and Expenses		
Cost of Revenues	57,919,999	62,829,578
Selling, General and Administrative Expenses	2,308,405	1,740,405
Total cost and expenses	60,228,404	64,569,983
Operating (loss)	(1,219,320)	(411,384)
Other Income (Expenses)		
Recovery of Bad Debt	152,500	-
Other Income	67,751	30,621
Interest Income	3,765	11,306
Interest Expenses	(2,787)	(459)
Total Other Income (Expenses)	221,229	41,468
Net (loss)	$ (998,091)	$ (369,916)
Net (loss) per share-Basic and Diluted	$ (4,990)	$ (1,850)
Weighted Average Number of Shares	200	200

THE VARSITY GROUP, INC.STATEMENTS OF OPERATIONS

	Common Stock		Paid-in	Accumulated	Treasury	
	Shares	Amount	Capital	Deficit	Stock	Total
Balance at December 31, 2000	402	$ 402	$ 49,521	$ (243,785)	$ (202)	$ (194,064)
Net (loss)				(369,916)		(369,916)
Balance at December 31, 2001	402	402	49,521	(613,701)	(202)	(563,980)
Net (loss)				(998,091)		(998,091)
Balance at December 31, 2002	402	$ 402	$ 49,521	$ (1,611,792)	$ (202)	$ (1,562,071)

THE VARSITY GROUP, INC.STATEMENTS OF CHANGES IN STOCKHOLDERS’ EQUITYFor years ended December 31, 2002 and 2001

For years ended December 31,	2002	2001
CASH FLOW FROM OPERATING ACTIVITIES		
Net (loss)	$ (998,091)	$ (369,916)
Adjustments to reconcile net (loss) to net cash provided by operating activities:		
Depreciation	67,069	58,525
Bad debts	106,754	143,441
Decrease (Increase) in:		
Restricted cash	(63,804)	(155,612)
Accounts receivable	209,130	(247,871)
Prepaid expenses	10,294	(95,189)
Increase (Decrease) in:		
Accounts payable and accrued expenses	225,556	958,699
Prefunded payroll	525,877	-

Net cash flows provided by operating activities	82,785	292,077
CASH FLOW FROM INVESTING ACTIVITIES		
Loan to employee	10,250	-
Receivable - officer	-	(21,511)
Purchase of property and equipment	(104,508)	(95,355)
Net cash flows (used in) investing activities	(94,258)	(116,866)
CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from line of credit	49,510	-
Proceeds from Officers' Loan	56,287	-
Net cash flows provided by financing activities	105,797	-
NET INCREASE IN CASH AND CASH EQUIVALENTS	94,324	175,211
CASH AND CASH EQUIVALENTS AT BEGINNING OF YEAR	192,804	17,593
CASH AND CASH EQUIVALENTS AT END OF YEAR	$ 287,128	$ 192,804
Supplemental Disclosure of Cash Flow Information:		
Interest paid	$ 2,787	$ 459

THE VARSITY GROUP, INC.STATEMENTS OF CASH FLOWS

NOTE 1 – NATURE OF BUSINESS

The Varsity Group, Inc. (the "Company") is a professional employer organization ("PEO"), which provides professional employer services for small to medium-sized businesses nationwide. The company provides a broad range of services, including human resources consulting, payroll a

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Use of Estimates The preparation of the accompanying financial statements in conformity with accounting principles generally accepted in the United States requires management to make certain estimates and assumptions that directly affect the results of reported assets, liabilities, rever

Revenue Recognition and Cost of Revenue The Company adopted Staff Accounting Bulletin No. 101, "Revenue Recognition in Financial Statements" ("SAB 101"). The adoption of SAB 101 did not have a material impact on the Company's operating results or financial positions.

Gross wage revenues and costs are recorded in the period in which the work-site employee works. The Company determined itself as the primary obligor of services provided by the employees pursuant to its PEO arrangements. Accordingly, pursuant to Emerging Issues Task Force (EIT

Accounts Receivable Accounts receivable include all amounts due from the customers for all services the Company provides for which payments have not been received. The Company provides an allowance for doubtful accounts, as needed, for accounts deemed uncollectible. For the y

The Company is currently collecting a written-off account of $331,000. Recovery of bad debt is included in other income. In 2002, $152,500 had been recovered and collected.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Cash and Cash Equivalents For purposes of the statements of cash flows, the Company considers all highly liquiddebt instruments purchased with an original maturity of three months or less to be cash equivalents.

Restricted Cash Restricted cash includes deposits restricted by agreement with the insurance company providing worker's compensation insurance. Deposits of $219,416 and $155,612 are restricted at December 31, 2002 and 2001, respectively.

Fair Value of Financial Instruments The carrying amounts of the financial instruments approximates fair value due to the short-term maturities of these instruments.

Major Customers For the years ended December 31, 2002 and 2001, two customers comprised 40% and 33% respectively, of the Company's sales.

Concentration of Credit Risk The Company maintains cash deposits in several banks. Cash in these accounts at times exceeded the federally insured limits of up to $100,000. The risk is managed by maintaining all deposits in a high quality institution.

Property and Equipment Property and equipment are valued at cost. Maintenance and repair costs are charged to expenses as incurred. Depreciation is computed on the straight-line and accelerated methods based on the estimated useful lives of the assets, generally 3 to 39 years. Depreci

The components of property and equipment were as follows:

	December 31 2002	2001
Computer Equipment	$ 158,063	$ 134,713
Computer Software	39,311	32,951
Furniture and Fixtures	126,952	74,851
Office Equipment	57,714	43,329
Leasehold Improvements	14,891	6,579
	396,931	292,423
Less: Accumulated Depreciation	(213,639)	(146,570)
	$ 183,292	$ 145,853

Prefunded Payroll Amounts received from customers in advance as prefunded payroll are deferred until the revenue is earned.

Accrued Compensation and Related Taxes Accrued compensation and related taxes represent unpaid gross wages and payroll taxes cost that employees have worked at the work site for the clients.

Advertising Costs All advertising costs are expensed as incurred. Advertising expense for the years ended December 31, 2002 and 2001 was $13,040 and $15,566, respectively.

Income Taxes The stockholders of the Company have elected to be taxed under the provisions of Subchapter S of the Internal Revenue Code. No provision for federal income taxes has been recorded in these financial statements because the stockholders are personally liable for such tax

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Derivatives In June 1998, the Financial Accounting Standards Board (FASB) issued SFAS No. 133, "Accounting for Derivative Instruments and Hedging Activities", as amended by SFAS No. 138, which was issued in June 2000. SFAS No. 133 establishes accounting and reporting stan
Loss Per Common Share The Company accounts for income (loss) per share in accordance with SFAS No. 128, "Earnings Per Share." SFAS No. 128 requires that presentation of basic and diluted earnings per share for entities with complex capital structures. Basic earnings per share in

Reclassification Certain reclassifications have been made for comparative purposes to conform with the presentation in the current year financial statement. Such reclassification had no effect on net income as previously reported.

Recent Accounting Pronouncements In June 2002, the FASB issued SFAS No. 146, "Accounting for Costs Associated with Exit or Disposal Activities." The standard requires companies to recognize costs associated with exit or disposal activities when they are incurred rather than at th accounting guidance provided by EITF Issue No. 94-3, "Liability Recognition for Certain employee Termination Benefits and Other Costs to Exit an Activity (including Certain Costs Incurred in a Restructuring) is replaced by this Statement. SFAS No. 146 is to be applied prospectively 2002. Management does not anticipate that the adoption of this Statement will have a significant effect on the Company's financial statements.

In April 2002, the FASB issued SFAS No. 145, "Rescission of FASB Statements No. 4, 44, and 64, Amendment of FASB Statement No. 13, and Technical Corrections." This Statement updates, clarifies and simplifies existing accounting pronouncements. The provisions of this

In December 2002, the FASB issued SFAS No. 148, "Accounting for Stock-Based Compensation – Transition and Disclosure." SFAS No. 148 amends SFAS No. 123, "Accounting for Stock-Based Compensation," to provide alternative methods of transition to SFAS No. 123's

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

In March 2002, the EITF discussed again Issue 00-18, "Accounting Recognition for Certain Transactions involving Equity Instruments Granted to Other Than Employees". The issues are (a) the grantor's accounting for a contingent obligation to issue equity instruments (subjec

NOTE 3- GOING CONCERN

The Company has incurred substantial losses, has accumulated deficit, and needs additional working capital. Those matters raise substantial doubt about the Company's ability to continue as a going concern. Management of the Company is developing a plan to reduce operating expense

NOTE 4 – RELATED PARTY TRANSACTIONS

Advances made to a shareholder of the Company were $58,862 as of December 31, 2002 and 2001. There are no formalized repayment terms or due dates, however, the Company believes that full collectibility of these balances will be realized in the ordinary course of business.

Advances made by a shareholder of the Company totalling $56,287 at December 31, 2002 are recorded as notes payable to officer on the balance sheet. There is no formalized repayment terms or due dates related to the advances.

NOTE 5 - LINE OF CREDIT

The Company had a line of credit with a bank in the amount of $50,000. The line carries an interest rate of bank's prime rate (4.25% at December 31, 2002), and requires monthly interest payments. The line is unsecured . The outstanding borrowing against on this line as of December 3

NOTE 6 – OPERATING LEASES

The Company occupies office facilities and leases automobiles under operating leases which expire in various years through 2005. Rent expense was $140,185 and $90,856 and automobile lease expense was $16,320 and $20,457 in 2002 and 2001, respectively. Future minimum annual

Year ending December 31,		Amount
2003	$	145,372
2004		132,046
2005		77,583
	$	355,001

NOTE 7 – NET (LOSS) PER SHARE

The following table sets forth the computation of basic and diluted earnings per share:

	For years ended December 31, 2002		2001	
Numerator:				
Net (loss)	$	(998,091)	$	(369,916)
Denominator:				
Weighted Average of Common Shares		200		200
Per share of common stock:				
Net (loss) per share-basic and diluted	$	(4,990)	$	(1,850)

NOTE 8 – CONTINGENT LIABILITIES

The company has secured a letter of credit in the amount of $450,000, personally guaranteed by the shareholders, in connection with insurance coverage. As of December 31, 2002, the letter of credit had not been drawn upon, and the Company does not expect draws against the letter of

The Company has a self-insurance program for medical and dental coverage for its internal and worksite employees. The Company attempts to limit its losses through the use of stop-loss insurance policies. The Company has provided a total of $505,000 and $512,000 at December 31, 2

During the year ended December 31, 2002, the Company entered into a purchase agreement with an unrelated business entity in the amount of $150,000. The terms of the purchase agreement include $75,000 to be paid upon the execution of the purchase agreement and $75,000 to be pai

The Company is involved in various litigations arising in the ordinary course of business. Outside counsel for the Company has advised that an opinion cannot be offered as to the probable outcome of the litigation. In the opinion of management, the outcome of litigation will not materia

NOTE 9 – SUBSEQUENT EVENT

On May 22, 2003, the Company enter into an acquisition agreement with Age Research, Inc. ("Buyer"). The Company shall sell and transfer to Buyer all of the Company's issued and outstanding common stock in exchange of 9,343,920 post reverse split shares of the common stock of t

Exhibit G

THE VARSITY GROUP, INC.

INTERIM FINANCIAL STATEMENTS
AS OF SEPTEMBER 30, 2003
(UNAUDITED)

THE VARSITY GROUP, INC.
BALANCE SHEET (Unaudited)

September 30, 2003

ASSETS		
Current Assets		
Cash and cash equivalents	$	256,998
Restricted cash		63,589
Accounts receivable, net of allowance for doubtful accounts of $22,184		932,370
Employee advance		100
Receivable from related parties		105,054
Total current assets		1,358,111
Property and Equipment, net of accumulated depreciation of $261,185		142,105
Other Assets		
Receivable from others		20,000
Refundable deposits		17,886
Total other assets		37,886
TOTAL ASSETS	$	1,538,102
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current Liabilities		
Accounts payable	$	215,252
Accrued expenses		1,045,524
Accrued compensation and related payrol taxes		1,140,611
Short-term notes payable		345,457
Notes payable to related parties		963,287
Total current liabilities		3,710,131
Stockholders' Deficit		
Common stock, $1 par value, authorized 30,000 shares; 402 shares issued and 200 shares outstanding		402
Paid-in Capital		49,521
Accumulated deficit		(2,221,750)
Treasury stock, 202 shares at cost		(202)
Total stockholders' deficit		(2,172,029)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	$	1,538,102

THE VARSITY GROUP, INC.

STATEMENT OF OPERATIONS (Unaudited)

	For Three Months ended September 30, 2003	2002	For Nine Months ended September 30, 2003	2002
Revenues	$ 11,816,619	$ 14,588,366	$ 37,026,519	$ 44,195,714
Cost of revenues	11,830,181	14,395,656	36,550,736	43,167,330
Gross margin (deficit)	(13,562)	192,710	475,783	1,028,384
Selling, general and administrative expenses	362,664	594,599	1,191,323	1,660,864
Operating (loss)	(376,226)	(401,889)	(715,540)	(632,480)
Other (expenses):				
Recovery of bad debt	-	60,000	125,000	90,000
Interest and other income	346	43,770	5,977	52,774
Interest and other expenses	(24,198)	(4,164)	(25,395)	(6,005)
	(23,852)	99,606	105,582	136,769
Net (loss) before taxes	(400,078)	(302,283)	(609,958)	(495,711)
Provision for income taxes	-	-	-	-
Net (loss)	$ (400,078)	$ (302,283)	$ (609,958)	$ (495,711)
Basic and diluted net (loss) per share	$ (2,000.39)	$ (1,511.42)	$ (3,049.79)	$ (2,478.56)
Weighted average number of shares	200	200	200	200

THE VARSITY GROUP, INC.

STATEMENTS OF CASH FLOW (Unaudite

For the nine months ended September 30,		2003		2002
CASH FLOW FROM OPERATING ACTIVITIES				
Net (loss)	$	(609,958)	$	(495,711)
Adjustments to reconcile net (loss) to net cash (used in) operating activities:				
Depreciation		47,545		50,302
Provision for bad debt		22,184		-
Decrease (Increase) in:				
Restricted cash		155,827		(63,231)
Accounts receivable		394,953		292,327
Other assets		103,783		(64,706)
Increase (Decrease) in:				
Accounts payable and accrued expenses		(322,628)		264,496
Accrued compensation & related taxes		(448,856)		(387,244)
Prefunded payroll		(525,877)		-
Net cash flows (used in) operating activities		(1,183,027)		(403,767)
CASH FLOW FROM INVESTING ACTIVITIES				
Employee advances		2,500		11,850
Loan to related parties		(46,192)		(66,191)
Purchase of property and equipment		(6,358)		(105,243)
Net cash flows (used in) investing activities		(50,050)		(159,584)
CASH FLOW FROM FINANCING ACTIVITIES				
Cash overdraft		-		364,162
Advances from (Repayment on) line of credit		(4,053)		49,510
roceeds from bank loan		300,000		46,643
roceeds from Officers' Loan		907,000		56,154
Net cash flows provided by financing activities		1,202,947		516,469
Net (decrease) in cash and cash equivalents		(30,130)		(46,882)
Cash and cash equivalents at beginning of period		287,128		192,804
Cash and cash equivalents at end of period	$	256,998	$	145,922
Supplemental Disclosure of Cash Flow Information:				
interest paid	$	12,636	$	-

THE VARSITY GROUP, INC.

NOTES TO INTERIM UNAUDITED FINANCIAL STATEMENTS

NOTE 1 – NATURE OF BUSINESS

The Varsity Group, Inc. (the "Company) is a professional employer organization ("PEO"), which provides professional employer services for small to medium-sized businesses nationwide. The company provides a broad range of services, including human resources consulting, payroll a

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Presentation of Interim Information: The accompanying financial statements are unaudited and have been prepared by the Company pursuant to the rules and regulations of the Securities and Exchange Commission (SEC). Certain information and note disclosures typically included in fi

Accounts Receivable and Allowance for Doubtful Accounts The Company provides an allowance for doubtful accounts equal to the estimated losses that will be incurred in the collection of receivables. These estimated losses on historical experience in addition to a review of current yea

The Company is currently collecting a written-off account of $331,000. Recovery of bad debt is recognized as other income. The company had collected $125,000 in 2003 and $277,500 through to date.

Loss Per Common Share The Company accounts for income (loss) per share in accordance with SFAS No. 128, "Earnings Per Share." SFAS No. 128 requires that presentation of basic and diluted earnings per share for entities with complex capital structures. Basic earnings per share inc

Recent Accounting Pronouncements In January 2003, the FASB issued Interpretation No. 46, "Consolidation of Variable Interest Entities," an interpretation of Accounting Research Bulletin No. 51, "Consolidated Financial Statements." Interpretation 46 establishes accounting guidance

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

In April 2003, the FASB issued SFAS 149, "Amendment of Statement 133 on Derivative Instruments and Hedging Activities." SFAS 149 amends and clarifies financial accounting and reporting for derivative instruments, including certain derivative instruments embedded in other contr

In May 2003, the FASB issued SFAS 150, "Accounting for Certain Financial Instruments with Characteristics of both Liabilities and Equity." SFAS 150 establishes standards for how an issuer classifies and measures certain financial instruments with characteristics of both liabilities anc

NOTE 3- LIQUIDITY AND MANAGEMENT PLAN

Historically, the Company has funded its operations largely through debt financing. However, the Company has incurred substantial losses and negative cash flows from operations since inception and has an accumulated deficit of $2,221,750 at September 30, 2003. For the nine months

NOTE 4 – SHORT-TERM NOTES PAYBLE

The Company had a line of credit with a bank in the amount of $50,000. The line carries an interest rate of bank’s prime rate (4% at September 30, 2003), and requires monthly interest payments. The line is unsecured. The outstanding borrowing against on this line as of September 30, 2

The company has secured a letter of credit in the amount of $450,000, personally guaranteed by the shareholders, in connection with insurance coverage. Effective May 23, 2003, the insurance company called the letter of credit as partial settlement of claims payable. On September 5, 20

NOTE 5 – RELATED PARTY TRANSACTIONS

The Company had net advances of $58,862 due from its shareholder as of September 30, 2003. There are no formalized repayment terms or due dates, however, the Company believes that full collectibility of these balances will be realized in the ordinary course of business.

NOTE 5 – RELATED PARTY TRANSACTIONS (Continued)

The Company also have advanced loans to an affiliated entity which is developed by the Company's shareholders. The balance of these advances at September 30, 2003 and 2002 was $46,192 and $66,191, respectively. There are no formalized repayment terms or due dates, however, th

The Company stockholders have advanced loans which are payable on demand with no due dates. Interest is the applicable Federal rate for short term notes ranging from 4.17% to 5.62% during 2003. The balance of these notes and related accrued interest at September 30, 2003 was $96

NOTE 6 – NET (LOSS) PER SHARE

The following table sets forth the computation of basic and diluted earnings per share:

	For Three months ended September 30, 2003	For Three months ended September 30, 2002	For Nine months ended September 30, 2003	For Nine months ended September 30, 2202
Numerator:				
Net (loss)	$ (400,078)	$ (302,283)	$ (609,958)	$ (495,711)
Denominator:				
Weighted Average of Common Shares	200	200	200	200
Net (loss) per share-basic and diluted	$ (2,000)	$ (1,511)	$ (3,050)	$ (2,479)

NOTE 7 – CONTINGENCIES

The Company has a self-insurance program for medical and dental coverage for its internal and worksite employees. The Company attempts to limit its losses through the use of stop-loss insurance policies. The Company has provided a total of $428,469 at September 30, 2003, as an esti

During 2002, the Company entered into a purchase agreement with an unrelated business entity in the amount of $150,000. The terms of the purchase agreement include $75,000 to be paid upon the execution of the purchase agreement and $75,000 to be paid in equal instalments over the

NOTE 8 - 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

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 obligations cannot be reasonably estimated. Historically, the Com

In general, the Company did not warrant any services they perform and did not incur any warranty costs.

NOTE 9 – PENDING BUSINESS COMBINATION

On May 22, 2003, the Company enter into an acquisition agreement with Age Research, Inc. ("Buyer", a public company listed on OTC Bulletin Board). The Company shall sell and transfer to Buyer all of the Company's issued and outstanding common stock in exchange of 9,343,920 p

Exhibit H

ACQUISITION AGREEMENT

THIS ACQUISITION AGREEMENT ("Agreement"), dated as of May 22, 2003, is by and among AGE RESEARCH, INC., a Delaware corporation ("Buyer"), THE VARSITY GROUP, INC., a Missouri corporation (the "Company"), and the persons and/or entities list

RECITALS

A. The capital stock of the Company consists of 30,000 authorized shares of Common Stock, $1.00 par value (the "the Company Shares"), of which two hundred (200) are currently issued and outstanding and held by Seller ("Shares").

B The capital stock of the Buyer consists of 100,000,000 authorized shares of Common Stock, $.001 par value, of which 68,759,301 are currently issued and outstanding and held by Seller ("Shares").

C. The Buyer represents that it's Board of Directors and Shareholders will authorize a reverse split of 1 for 35 shares of stock prior to the closing date of this transaction and increase to 750,000,000 the number of authorized shares of common stock.

D. Upon the terms and conditions set forth below, Seller desires to sell all of the Company Shares to Buyer, such that, following such transaction, the Company will be a 100% owned subsidiary of Buyer.

E. The parties intend that this transaction qualify as a tax-free stock for stock Reorganization within the meaning of section 368(a)(1)(B) of the Internal Revenue Code of 1986, as amended;

NOW, THEREFORE, in consideration of the mutual covenants, agreements, representations and warranties contained in this Agreement, the Parties hereto agree as follows:

ARTICLE 1
SALE AND PURCHASE OF THE SHARES

1 . 1 Issuance of the Shares. Subject to the terms and conditions herein set forth, and on the basis of the representations, warranties and agreements herein contained, Seller shall sell and transfer to Buyer two hundred (200) Shares of the Company's com

1 . 2 Consideration . At the Closing, Buyer shall issue to Seller that number of shares of common stock of the Buyer (the "Consideration Shares") such that after issuance the Consideration Shares shall equal 80% of the issued and outstanding shares of

ARTICLE 2
REPRESENTATIONS AND WARRANTIES

2 .0 Representations and Warranties of Seller and the Company. Except as disclosed in Exhibit B referring specifically to the representations and warranties in this Agreement that identifies by section number the section and subsection to which such di

2 .1 Organization, Standing, Power . Company is a corporation duly organized, validly existing, and in good standing under the laws of the state of Missouri. It has all requisite corporate power, franchises, licenses, permits, and authority to own its prop

2 .2 Authority . The Company and Seller have all requisite power and authority to enter into this Agreement and to consummate the transactions contemplated hereby. The execution and delivery by the Company and Seller of this Agreement and the co

2 .3 Capitalization of the Company .

(a) The Company . The capital stock of the Company consists of 30,000 authorized shares of Common Stock, $1.00 par value (the "Company Shares"), of which two hundred (200) are currently validly issued and outstanding and held by Seller free of a

(b) No Rights to Acquire Shares. Except as set forth on the Disclosure Schedules, there are no options, warrants, rights, calls, commitments, plans, contracts, or other agreements of any character granted or issued by any of the Company and Seller whic

(e) No Voting Agreements. Except as set forth on the Disclosure Schedules, none of the Company and Seller are a party or subject to any agreement or understanding, and, to the best of the Company and Seller' knowledge, there is no agreement or unde

(f) No Registration Rights. Except as set forth on the Disclosure Schedules the Company has not granted or agreed to grant any registration rights, including piggyback rights, to any person or entity.

2 .4 Subsidiaries. "Subsidiary" or "Subsidiaries" means all corporations, trusts, partnerships, associations, joint ventures, or other Persons, as defined below, of which the Company or any Subsidiary of the Company owns not less than twenty percent (2

2 .5 No Defaults. None of the Company and Seller has received notice that they would be, with the passage of time, in default or violation of any term, condition, or provision of: (i) their Articles of Incorporation or Bylaws; (ii) any judgment, decree, or

2 .6 Governmental Consents . Any consents, approvals, orders, or authorizations of or registrations, qualifications, designations, declarations, or filings with or exemptions by (collectively "Consents"), any court, administrative agency, or commission, o

2 .7 Financial Statements . The Company and Seller have furnished Buyer with a true and complete copy of its financial statements for the period ending December 31, 2002, (the "Financial Statements"), which comply as to form in all material respects

2 .8 Absence of Undisclosed Liabilities . None of the Company and Seller have any liabilities or obligations (whether absolute, accrued, or contingent) except: (i) Liabilities that are accrued or reserved against in their respective Balance Sheets; or (ii) ac

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2 .9 Absence of Changes. Since December 31, 2002, the Company has conducted its businesses in the ordinary course and there has not been: (i) any Material Adverse Effect on the business, financial condition, liabilities, or assets of the Company or an

2 .10 Patents and Trademarks . The Company has sufficient title and ownership of all patents, trademarks, service marks, trade names, copyrights, trade secrets, information, proprietary rights, and processes (collectively, "Intellectual Property") necessa

2 .11 Certain Agreements . Neither the execution and delivery of this Agreement nor the consummation of the transactions contemplated hereby will: (i) result in any payment (including, without limitation, severance, unemployment compensation, para

2 .12 Compliance with Other Instruments . The Company is not in violation or default of any provision of its articles of incorporation or bylaws, or of any instrument, judgment, order, writ, decree, or contract to which it is a party or by which it is bounc

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2 .13 Employee Benefit Plans . All employee benefit plans (including without limitation all plans which authorize the granting of stock options, restricted stock, stock bonuses, or other equity based awards) covering active, former, or returned employee

2 .14 Other Personal Property . The books and records of the Company contain a complete and accurate description, and specify the location, of all trucks, automobiles, machinery, equipment, furniture, supplies, and other tangible personal prop

2 .15 Properties and Liens . Except as reflected in the Financial Statements or as set forth in the Disclosure Schedules, and except for statutory mechanics' and materialmen's liens, liens for current taxes not yet delinquent, the Company owns, free and c

2 .16 Inventory . The Company carries no inventory.

2 .17 Major Contracts . Except as otherwise disclosed in the Disclosure Schedules, the Company is not a party or subject to:

(a) Any union contract, or any employment contract or arrangement providing for future compensation, written or oral, with any officer, consultant, director, or employee which is not terminable by the Company on 30 days' notice or less without penalty

(b) Any joint venture contract, partnership agreement or arrangement or any other agreement that has involved or is expected to involve a sharing of revenues with other persons or a joint development of products with other persons;

(c) Any manufacture, production, distribution, sales, franchise, marketing, or license agreement, or arrangement by which products or services of the Company are developed, sold, or distributed;

(d) Any material agreement, license, franchise, permit, indenture, or authorization which has not been terminated or performed in its entirety and not renewed which may be, by its terms, accelerated, terminated, impaired, or adversely affected by reason

(e) Any material agreement, contract, or commitment that requires the consent of another person for the Company to enter into or consummate the transactions contemplated by this Agreement;

(f) Except for object code license agreements of the Company executed in the ordinary course of business, any indemnification by the Company with respect to infringements of proprietary rights; or

(g) Any contract containing covenants purporting to materially limit the Company's freedom to compete in any line of business in any geographic area.

All contracts, plans, arrangements, agreements, licenses, franchises, permits, indentures, authorizations, instruments, and other commitments listed in the Disclosure Schedules are valid and in full force and effect and to the best of their knowledge, neither the Company

2 .18 Questionable Payments . The Company, nor to its knowledge any director, officer, employee, or agent of the Company, has: (i) made any payment or provided services or other favors in the United States or any foreign country in order to obtain pr

2 .19 Recent Transactions . None of the Company and Seller, nor to their knowledge any director, officer, employee, or agent of the Company, is participating in any discussions and do not intend to engage in any discussion: (i) with any representative o

2 .20 Leases in Effect . All real property leases and subleases as to which the Company is a party and any amendments or modifications thereof (each a "Lease" and, collectively, the "Leases") are listed in the Disclosure Schedules and are valid, in full fo

2 .21 Environmental .

(a) To the best knowledge of the Company and Seller: (i) the business as presently or formerly engaged in by them is and has been conducted in compliance with all applicable Environmental Laws (as defined in subparagraph (b) below), including witho

(b) "Environmental Law" means any federal, state, foreign, and local law, statute, ordinance, rule, regulation, code, license, permit, authorization, approval, consent, legal doctrine, order, judgment, decree, injunction, requirement, or agreement with any

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2 .22 Taxes. Except as set forth elsewhere in this Agreement or in the Disclosure Schedules:

(a) All taxes, assessments, fees, penalties, interest, and other governmental charges with respect to the Company and Seller which have become due and payable by December 31, 2002, have been paid in full or adequately reserved against by the Compa

(b) There are no agreements, waivers, or other arrangements providing for an extension of time with respect to the assessment of any tax or deficiency against the Company and Seller, nor are there any actions, suits, proceedings, investigations, or claim

(c) There are no liens for taxes upon the assets of the Company and Seller except for taxes that are not yet payable. The Company has withheld all taxes required to be withheld in respect of wages, salaries, and other payments to all employees, officers,

2 .23 Disputes and Litigation. Except as disclosed in the Disclosure Schedules, there is no suit, claim, action, litigation, or proceeding pending or, to the knowledge of the Company and Seller, threatened against or affecting the Company, respectively, o

2 .24 Compliance with Laws. Except as set forth in the Disclosure Schedules, none of the Company and Seller' businesses is being conducted in violation of, or in a manner which could cause liability under any applicable law, rule, or regulation, judgm

2 .25 Related Party Transactions . No employee, officer, or director of the Company nor member of his or her immediate family is indebted to the Company, nor is the Company indebted (or committed to make loans or extend or guarantee credit) to any

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2 .26 Insurance . The Company and Seller have or shall obtain fire and casualty insurance policies, with extended coverage, sufficient in amount (subject to reasonable deductibles) to allow them to replace any of their properties that might be damaged o

2 .27 Minute Books . The minute books of the Company provided to Buyer contain a complete summary of all meetings of directors and shareholders since the time of incorporation and reflect all transactions referred to in such minutes accurately in all

2 .28 Disclosure . No representation or warranty made by the Company in this Agreement, nor any document, written information, statement, financial statement, certificate, or exhibit prepared and furnished or to be prepared and furnished by the Comp

2 .29 Reliance . The foregoing representations and warranties are made by each of the Seller and the Company with the knowledge and expectation that the Buyer is placing reliance thereon.

2.30 Status of Sellers.

(a) The Seller has access to the complete SEC filings of the Buyer filed on or after March 1, 2003, and has carefully read such filings in their entirety, and understands the contents thereof. Each Seller has relied only on the information contained therein, information oth

(b) Each Seller confirms that, in making the decision to purchase the Consideration Shares, each Seller has relied solely upon independent investigations made by each Seller and/or each Seller's financial advisors or representatives, including each Seller's own professio

(c) Each Seller understands that the certificate representing the Consideration Shares will bear a restrictive legend regarding the restricted transferability thereof and, therefore, the Consideration Shares are and will be "restricted securities," as that term is defined in the

(d) Except as allowed by applicable securities laws, rules and regulations, the Consideration Shares are being purchased solely for the Seller's own account and not for the account of any other person or entity, and not for distribution, assignment or resale to others and n

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(e) Each Seller agrees that the Seller will neither directly nor indirectly seek to assign, transfer or sell the Consideration Shares in any way inconsistent with the legend that will be placed on the certificate evidencing the Consideration Shares.

2.40 Representations and Warranties of Buyer

Representations and Warranties of BUYER . BUYER represents, warrants and covenants, except to the extent set forth on the BUYER Schedule of Exceptions or except as set forth in the reports required to be filed by BUYER under the Securities Act and the Exchang

(a) BUYER is a duly organized and validly existing corporation in good standing under the laws of the State of Delaware, authorized to issue an aggregate of 750,000,000 shares (at time of closing) of BUYER Common Stock. As of the Closing Date, ot

(b) BUYER is, and on the Closing Date will be, duly authorized, qualified and licensed under any and all applicable laws, regulations, ordinances or orders of public authorities to carry on its business in the places and in the manner as presently conduct

(c) The financial statements of BUYER, consisting of its Balance Sheets as at December 31, 2002 and 2001, and its Statement of Operations for the fiscal years ended December 31, 2002 and 2001, its Statement of Stockholders' Equity as of December

(d) There has not been, and on the Closing Date there will not have been, any material change in the financial condition of BUYER from that set forth in the BUYER Financial Statements except for (i) transactions in the ordinary course of business, (ii)

(e) There are, and on the Closing there will be, no liabilities (including, but not limited to, tax liabilities) or claims against BUYER (whether such liabilities or claims are contingent or absolute, direct or indirect, accrued or unaccrued and matured or unm

(f) All federal, state, county and local income, excise, property or other tax returns required to be filed by BUYER have been filed and all required taxes, fees or assessments have been paid or an adequate reserve therefore has been set up in the BUYER

(g) Reserved

(h) BUYER has, and on the Closing Date will have, no material non-disclosed contracts to which it is, or on the Closing Date will be, a party.

(i) There are, and on the Closing Date there will be, no legal, administrative, arbitral or other proceedings, claims, actions or governmental investigations of any nature pending or to BUYER's knowledge threatened in writing, against BUYER, including

(j) Since December 31, 2002 and to the Closing Date there will be (i) no salaried or otherwise compensated employees and no bonuses paid to any officer or director of BUYER; (ii) no loans made to or transactions with any officer or director of BUYEI

(k) BUYER has not issued or committed itself to issue, and to the Closing Date will not issue or commit itself to issue, any additional common shares or any options, rights, warrants, or other securities convertible into common shares, except as contemp

(l) BUYER has no issued patents, trademarks, trademark registrations, trade names, copyrights, copyright registrations or applications therefor. BUYER has no knowledge of any infringements by it of any third party's intellectual property.

(m) BUYER has, and on the Closing Date will have, in all material respects operated its business and conducted its affairs in compliance with all applicable laws, rules and regulations.

(n) On the Closing Date there will be no loans, leases, commitments, arrangements or other contracts of any kind or nature outstanding between (i) BUYER and (ii) any officer or director of BUYER or any person related to or affiliated with any off

(o) During the past five year period, no officer or director of BUYER has been the subject of any Bad Event.

(p) BUYER has no pension plan, profit sharing or similar employee benefit plan.

(q) Except for the consent and approval of the Boards of Directors of BUYER, the filing of a Form 8-K within 15 days of the Closing Date and the filing of a Form D with the Commission and the State of Delaware, no consents or approvals of, or filing

(r) None of the information supplied or to be supplied by or about BUYER to the Company concerning the Acqusition contains any untrue statement of a material fact or omits to state any material fact required to be stated therein or necessary in order to

(s) The execution and delivery by BUYER of this Agreement, the consummation and performance of the transactions herein contemplated, and compliance with the terms of this Agreement by BUYER will not conflict with, result in a breach of or co

(t) To the best of its knowledge, BUYER is not in violation of any federal, state or local environmental law or regulation.

ARTICLE 3
CONDITIONS PRECEDENT

3 .1 Conditions to Each Party's Obligations . The respective obligations of each Party hereunder shall be subject to the satisfaction prior to or at the Closing of the following conditions:

(a) No Restraints . No statute, rule, regulation, order, decree, or injunction shall have been enacted, entered, promulgated, or enforced by any court or Governmental Entity of competent jurisdiction that enjoins or prohibits the consummation of this Agre

(b) Legal Action . There shall not be pending or threatened in writing any action, proceeding, or other application before any court or Governmental Entity challenging or seeking to restrain or prohibit the consummation of the transactions contemplated

3 .2 Conditions to Seller's Obligations . The obligations of Seller shall be subject to the satisfaction prior to or at the Closing of the following conditions unless waived by Seller.

(a) Performance of Obligations of Buyer . Buyer shall have performed all agreements and covenants required to be performed by it under this Agreement prior to the Closing, except for breaches that do not have a Material Adverse Effect on the Parties

(b) Board and Shareholder Authorizations . The buyer shall have secured the necessary board and shareholder authorizations necessary to secure an increase in the Buyer's authorized shares from the current 100,000,000 authorized shares to 750,000,00

3 .3 Conditions to Buyer's Obligations . The obligations of Buyer shall be subject to the satisfaction prior to or at the Closing of the following conditions unless waived by Buyer:

(a) Representations and Warranties of Seller and the Company . The representations and warranties of Seller and the Company set forth in this Agreement shall be true and correct as of the date of this Agreement and as of the Closing as though made on

(b) Performance of Obligations of Seller and the Company . Seller and the Company shall have performed all agreements and covenants required to be performed by them under this Agreement prior to the Closing, except for breaches that do not have a

(c) Governmental Approvals . All Consents of Governmental Entities legally required by Seller and the Company for the transactions contemplated by this Agreement shall have been filed, occurred, or been obtained, other than such Consents, the failur

(d) Consents of Other Third Parties . Seller and the Company shall have received and delivered to Buyer all requisite consents and approvals of all lenders, lessors, and other third parties whose consent or approval is required in order for Seller and the C

(e) Material Adverse Change . Since the date hereof and through Closing, there shall not have occurred any change, occurrence, or circumstance in Seller or the Company having or reasonably likely to have, individually or in the aggregate, in the reason

(f) Due Diligence Investigation . The Buyer shall have completed its due diligence investigation and analysis of information and evaluation of the Company to its satisfaction in its sole judgment.

ARTICLE 4
CLOSING AND DELIVERY OF DOCUMENTS

4 . 1 Time and Place . The closing of the transactions contemplated by this Agreement shall take place at the offices of NeoTactix, located in Irvine, California, no later than July 30, 2003, or at such other time and place as the Parties mutually agree upo

4 . 2 Deliveries by Seller . At Closing, Seller shall make the following deliveries to Buyer:

(a) A stock certificate(s) representing the Company Shares previously owned by Seller as set forth in Section 1.1 above, together with an assignment in blank executed by each Seller;

(b) A certificate of good standing for each Seller if Seller is an entity;

(c) A certificate executed by Seller certifying that: (i) all Seller's representations and warranties under this Agreement are true as of the Closing, as though each of those representations and warranties had been made on that date; and (ii) Seller has perfo

(d) Certified resolutions of the Board of Directors of Seller, if Seller is an entity, in form satisfactory to counsel for Buyer, authorizing the execution and performance of this Agreement.

4.3 Deliveries by the Company . At Closing, the Company shall make the following deliveries to Buyer:

(a) A certificate representing the Company Shares that Buyer is acquiring as set forth in Section 1.1 above;

(b) A certificate of good standing for the Company;

(c) A certificate executed by the Company certifying that: (i) all of the Company's representations and warranties under this Agreement are true as of the Closing, as though each of those representations and warranties had been made on that date; and (i

(d) Certified resolutions of the Board of Directors of the Company, in form satisfactory to counsel for Buyer, authorizing the execution and performance of this Agreement; and
(e) The minute book and corporate records of the Company.

4 .4 Deliveries by Buyer . At Closing, Buyer shall make the following deliveries to Seller:

(a) A certificate executed by Buyer certifying that: (i) Buyer's representations and warranties under this Agreement are true as of the Closing, as though each of those representations and warranties had been made on that date; and (ii) Buyer has perform

(b) A certificate of good standing for Buyer; and

(c) Certified resolutions of the Board of Directors of Buyer in form satisfactory to counsel for Seller, authorizing the execution and performance of this Agreement.

(d) Stock Certificates for the Consideration Shares duly issued by the Buyer in the names and for the number of Consideration Shares set forth in Schedule 4.4(e).

ARTICLE 5
INDEMNIFICATION

5 . 1 Seller and the Company's Indemnity Obligations .

(a) Upon receipt of notice thereof, Seller and the Company shall, jointly and severally, indemnify, defend, and hold harmless Buyer from any and all claims, demands, liabilities, damages, deficiencies, losses, obligations, costs and expenses, including a

(b) If additional liabilities or claims become known and claims are made upon the Company for occurrences prior to December 31, 2002, Buyer shall have the right to offset the liabilities and claims against the Consideration Shares as well as pursue all

(c) Buyer shall notify promptly Seller and the Company of the existence of any claim, demand, or other matter to which Seller and the Company's indemnification obligations would apply, and shall give them a reasonable opportunity to defend the same

(d) The Company's obligations under this section 5.2 shall terminate upon the Closing.

5 . 2 Buyer's Indemnity Obligations .
(a) Upon receipt of notice thereof, Buyer shall indemnify, defend, and hold harmless Seller and/or the Company from any and all claims, demands, liabilities, damages, deficiencies, losses, obligations, costs, and expenses, including attorney fees and any

(b) Upon receipt of notice thereof, Buyer shall indemnify, defend, and hold harmless Seller and/or the Company from any and all claims, demands, liabilities, damages, deficiencies, losses, obligations, costs, and expenses, including attorney fees and any

(c) Seller shall notify promptly Buyer of the existence of any claim, demand or other matter to which Buyer's indemnification obligations would apply, and shall give it a reasonable opportunity to defend the same at its own expense and with counsel of

ARTICLE 6
COVENANTS OF THE PARTIES

6.1 Covenants. The Parties agree as follows with respect to the period between the execution of this Agreement and the Closing.

(a) General . Each of the Parties will reasonable best efforts to take all action and to do all things necessary, proper, or advisable in order to consummate and make effective the transactions contemplated by this Agreement (including satisfaction, but not

(b) Notices and Consents . The Seller and Company shall give any notices to third parties and obtain any third party consents that the Buyer reasonably may request in connection with this Agreement, including giving any notices to, make any filings w

(c) Operation of Business . The Seller shall not cause or permit the Company to engage in any practice, take any action, or enter into any transaction outside the ordinary course of business.

(d) Full Access . Each of the Seller and the Company shall permit representatives of the Buyer to have full access at all reasonable times, and in a manner so as not to interfere with the normal business operations of the Company, to all premises, propert

(e) Notice of Developments .

(i) Any of the Seller and the Company shall notify the Buyer immediately of any development causing a breach of any of the representations and warranties in this Agreement.

(ii) Seller and the Company shall give prompt written notice to the Buyer of any material adverse development causing a breach of any of its representations and warranties in this Agreement. No disclosure by the Company pursuant to this (e)(ii), however, shall be dee

(f) Exclusivity . None of the Sellers or the Company shall solicit, initiate, or encourage the submission of any proposal or offer from any other person relating to the acquisition of all or substantially all of the capital stock or assets of any of the Compan

6.2 Post-Closing Covenants . The Parties agree as follows with respect to the period following the Closing.

(a) General . In case at any time after the Closing any further action is necessary or desirable to carry out the purposes of this Agreement, each of the Parties will take such further action (including the execution and delivery of such further instruments a

(b) Litigation Support . If and for so long as any Party actively is contesting or defending against any action, suit, proceeding, hearing, investigation, charge, complaint, claim, or demand in connection with (i) any transaction contemplated under this Ag

(c) Transition . Neither of the Company nor the Seller will take any action that is designed or intended to have the effect of discouraging any lessor, licensor, customer, supplier, or other business associate of any of the Company from maintaining the sa

(d) Covenant Not to Compete . For a period of one year from and after the Closing Date, none of the Sellers will engage directly or indirectly in any business that Company conducts as of the Closing Date in any geographic area in which the Company

ARTICLE 7
DEFAULT, WAIVER AND AMENDMENT

7.1 Default. Upon a breach or default under this Agreement by any of the Parties (following the cure period provided herein), the non-defaulting party shall have all rights and remedies given hereunder or now or hereafter existing at law or in equity or b

7.2 Waiver and Amendment. Any term, provision, covenant, representation, warranty, or condition of this Agreement may be waived, but only by a written instrument signed by the party entitled to the benefits thereof. The failure or delay of any party a

ARTICLE 8
MISCELLANEOUS

8.1 Expenses. Whether or not the transactions contemplated hereby are consummated, each of the Parties hereto shall bear all taxes of any nature (including, without limitation, income, franchise, transfer, and sales taxes) and all fees and expenses relatir

8.2 Notices. Any notice, request, instruction, or other document required by the terms of this Agreement, or deemed by any of the Parties hereto to be desirable, to be given to any other party hereto shall be in writing and shall be given by facsimile, pers

To Buyer: AGE RESEARCH, INC.
Attn: Richard F. Holt
31103 Rancho Viejo Road
Suite 2102

San Juan Capistrano, CA 92675
Fax: 800-597-1970

With a copy to: Scott W. Absher
NeoTactix
18101 Von Karman Avenue
Suite 330

Irvine, CA 96212
Telephone: 949-888-8060
Fax: 949-888-0863

With a copy to: Owen Naccarato, Esq.
Naccarato & Associates
19600 Fairchild
Suite 260
Irvine, CA 92612
Fax: 949-851-9262

To the Company: THE VARSITY GROUP, INC.
12755 Olive Boulevard
Suite 120
Creve Coeur, MO 63141
Attention: Mr. David A.Brinker
Attention: Mr. David V.Avakian

To the Seller: Mr. David A. Brinker
Mr. David A.Avakian
c/o THE VARSITY GROUP, INC.
12755 Olive Boulevard
Suite 120
St. Louis, MO 63141

The persons and addresses set forth above may be changed from time to time by a notice sent as aforesaid. If notice is given by facsimile, personal delivery, or overnight delivery in accordance with the provisions of this Section, said notice shall be conclusively deemed

8.3 Entire Agreement . This Agreement, together with the Schedule and Exhibits hereto, sets forth the entire agreement and understanding of the Parties hereto with respect to the transactions contemplated hereby, and supersedes all prior agreements, ar

8.4 Survival of Representations . All statements of fact (including financial statements) contained in the Schedules, the exhibits, the certificates, or any other instrument delivered by or on behalf of the Parties hereto, or in connection with the transactions

8.5 Incorporated by Reference . The schedules, exhibits, and all documents (including, without limitation, all financial statements) delivered as part hereof or incident hereto are incorporated as a part of this Agreement by reference.

8.6 Remedies Cumulative . No remedy herein conferred upon the Parties is intended to be exclusive of any other remedy and each and every such remedy shall be cumulative and shall be in addition to every other remedy given hereunder or now or here

8.7 Execution of Additional Documents . Each Party hereto shall make, execute, acknowledge, and deliver such other instruments and documents, and take all such other actions as may be reasonably required in order to effectuate the purposes of this A

8.8 Finders' and Related Fees . Each of the Parties hereto is responsible for, and shall indemnify the other against, any claim by any third party to a fee, commission, bonus, or other remuneration arising by reason of any services alleged to have been ren

8.9 Governing Law . This Agreement has been negotiated and executed in the State of Delaware and shall be construed and enforced in accordance with the laws of such state.

8.10 Forum . Each of the Parties hereto agrees that any action or suit which may be brought by any party hereto against any other party hereto in connection with this Agreement or the transactions contemplated hereby may be brought only in a federal c

8.11 Professional Fees . In the event any Party hereto shall commence legal proceedings against the other to enforce the terms hereof, or to declare rights hereunder, as the result of a breach of any covenant or condition of this Agreement, the prevailing

8.12 Binding Effect and Assignment . This Agreement shall inure to the benefit of and be binding upon the Parties hereto and their respective heirs, executors, administrators, legal representatives, and assigns.

8.13 Counterparts; Facsimile Signatures . This Agreement may be executed simultaneously in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. The Parties agree

8.14 Representation . All Parties to this Agreement have been given the opportunity to consult with counsel of their choice regarding their rights under this Agreement.

IN WITNESS WHEREOF, the Parties hereto have executed this Agreement, as of the date first written hereinabove.

BUYER:

AGE RESEARCH, INC.,
a Delaware corporation

/s/ Richard Holt

By: Richard Holt
Its: President

THE COMPANY:

THE VARSITY GROUP, INC.,
a Missouri Corporation

/s/ David V. Avakian

By: David V. Avakian
Its: President

/s/ David A. Brinker

By: David A. Brinker
Its: Executive Vice President