

Edgar Filing: Global Resource CORP - Form 10QSB

Global Resource CORP
Form 10QSB
February 14, 2006

=====

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

FORM 10-QSB

(Mark One)

☒ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

For the quarterly period ended December 31, 2005

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File No.: 000-50944

GLOBAL RESOURCE CORPORATION
(f/k/a Advanced Healthcare Technologies, Inc.)
(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction of
incorporation or organization)

84-1565820
(I.R.S. Employer
Identification No.)

9444 Waples Street, Suite 290
San Diego, CA 92121
(Address of principal executive offices)

Issuer's telephone number: (858) 646-7410

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

Check whether the registrant filed all documents and reports required to be
filed by Section 12, 13 or 15(d) of the Securities Exchange Act of 1934 during
the preceding 12 months (or for such shorter period that the registrant was
required to file such reports), and (2) has been subject to such filing
requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant is a shell company (as defined in
Rule 12b-2 of the Exchange Act).

Yes ☒ No ☐

APPLICABLE ONLY TO CORPORATE ISSUERS

As of February 13, 2006, 7,215,000 shares of Global Resource's common stock
were outstanding.

Edgar Filing: Global Resource CORP - Form 10QSB

Transitional Small Business Disclosure Format: Yes ☐ No ☒

PART 1: FINANCIAL INFORMATION

ITEM 1 - CONDENSED FINANCIAL STATEMENTS

F-1

GLOBAL RESOURCE CORPORATION (A Development Stage Company) Balance Sheets

ASSETS

	December 31, 2005 ----- (Unaudited)	March 31, 2005 -----
CURRENT ASSETS		
Cash	\$ 131	\$ 175
Total Current Assets	131	175
OTHER ASSETS		
Investments (Note 4)	0	57,073
Total Other Assets	0	57,073
TOTAL ASSETS	\$ 131	\$ 57,248
	=====	=====

LIABILITIES AND STOCKHOLDERS' DEFICIT

CURRENT LIABILITIES		
Accounts payable	\$ 46,763	\$ 5,438
Accounts payable - related party	54,004	52,795
Accrued expenses - related party	1,000	--
Wages payable	190,000	150,000
Accrued interest	12,888	4,716
Convertible debentures	102,345	137,900
Total Current Liabilities	407,000	350,849
STOCKHOLDERS' DEFICIT		
Preferred stock: 50,000,000 shares authorized of \$0.001 par value, no shares issued and outstanding	--	--
Common stock: 2,000,000,000 shares authorized, of \$0.001 par value, 7,215,000 shares issued and outstanding	7,215	7,215

Edgar Filing: Global Resource CORP - Form 10QSB

Additional paid-in capital	7,065,520	7,060,020
Accumulated deficit	(7,479,604)	(7,360,836)
	-----	-----
Total Stockholders' Deficit	(406,869)	(293,601)
	-----	-----
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	\$ 131	\$ 57,248
	=====	=====

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

F-2

GLOBAL RESOURCE CORPORATION (A Development Stage Company) Statements of Operations (Unaudited)

	For the three months ended December 31,		For the nine months ended December 31,	
	2005	2004	2005	2004
	-----	-----	-----	-----
REVENUES	\$ --	\$ --	\$ --	\$ --
COST OF GOODS SOLD	--	--	--	--
	-----	-----	-----	-----
GROSS PROFIT	--	--	--	--
OPERATING EXPENSES	31,833	153,376	89,078	204,520
	-----	-----	-----	-----
LOSS FROM OPERATIONS	(31,833)	(153,376)	(89,078)	(204,520)
OTHER EXPENSE				
Interest Expense	(2,656)	(101,670)	(8,172)	(126,670)
Unrealized loss on Investment	--	--	(21,518)	--
	-----	-----	-----	-----
Total Other Expense	(2,656)	(101,670)	(29,690)	(126,670)
LOSS BEFORE DISCONTINUED OPERATIONS	(34,489)	(255,046)	(118,768)	(331,190)
	-----	-----	-----	-----
LOSS FROM DISCONTINUED OPERATIONS (NOTE 3)	--	--	--	(116,946)
	-----	-----	-----	-----
NET LOSS	\$ (34,489)	\$ (255,046)	\$ (118,768)	\$ (448,136)
	=====	=====	=====	=====
BASIC LOSS PER SHARE				
Continuing Operations	\$ (0.00)	\$ (0.05)	\$ (0.02)	\$ (0.10)
Discontinued Operations	--	--	--	(0.04)
	-----	-----	-----	-----

Edgar Filing: Global Resource CORP - Form 10QSB

Total Loss per Share	\$ (0.00)	\$ (0.05)	\$ (0.02)	\$ (0.14)
	=====	=====	=====	=====
WEIGHTED AVERAGE NUMBER				
OF SHARES OUTSTANDING	7,215,000	5,013,043	7,215,000	3,274,182
	=====	=====	=====	=====

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

F-3

GLOBAL RESOURCE CORPORATION (A Development Stage Company) Statements of Cash Flows (Unaudited)

	For the nine months ended December 31,	
	2005	2004
	-----	-----
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss	\$ (118,768)	\$ (448,136)
Adjustments to reconcile net loss to net cash used by operating activities:		
Unrealized loss on investment	21,518	--
Depreciation and amortization	--	509
Debenture issued for services	--	25,000
Contributed services	5,500	--
Noncash interest expense related to beneficial conversion feature of debt	--	125,000
Changes in assets and liabilities:		
Increase in accounts payable and accounts payable - related party	42,534	35,805
Increase in accrued expenses and accrued expenses - related party	49,172	103,670
Changes in discontinued assets and liabilities	--	106,679
	-----	-----
Net Cash Used by Operating Activities	(44)	(51,473)
	-----	-----
CASH FLOWS FROM INVESTING ACTIVITIES	--	--
	-----	-----
CASH FLOWS FROM FINANCING ACTIVITIES		
Cash used for partner draw	--	(12,006)
Cash contributed by former officer	--	20,000
Common stock sold or subscribed for cash	--	12,200
Proceeds from issuance of note payable	--	15,500
Change from cash overdraft	--	(13,736)
Proceeds from convertible debenture	--	125,000
	-----	-----
Net Cash Provided by Financing		

Edgar Filing: Global Resource CORP - Form 10QSB

Activities	\$	--	\$	146,958
	-----		-----	

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

F-4

GLOBAL RESOURCE CORPORATION (A Development Stage Company) Statements of Cash Flows (Continued) (Unaudited)

	For the nine months ended December 31,	
	2005	2004
NET INCREASE IN CASH	(44)	95,485
CASH AT BEGINNING OF PERIOD	175	--
CASH AT END OF PERIOD	\$ 131	\$ 95,485
CASH PAID FOR		
Interest	\$ --	\$ --
Income taxes	\$ --	\$ --
SCHEDULE OF NON CASH FINANCING ACTIVITIES		
Contributed capital by shareholders	\$ 5,500	\$ 247,546

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

F-5

GLOBAL RESOURCE CORPORATION Notes to the Financial Statements December 31, 2005

NOTE 1 - FINANCIAL STATEMENTS

The accompanying financial statements have been prepared by the Company without audit. In the opinion of management, all adjustments (which include only normal recurring adjustments) necessary to present fairly the financial position, results of operations and cash flows at December 31, 2005 and for all periods presented have been made.

Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. It is suggested that these financial statements be read in conjunction with the financial statements and notes thereto included in the Company's March 31, 2005 audited financial statements. The results of operations for the period ended December

Edgar Filing: Global Resource CORP - Form 10QSB

31, 2005 are not necessarily indicative of the operating results for the full year.

NOTE 2 - GOING CONCERN

The Company's financial statements are prepared using the accounting principles generally accepted in the United States of America applicable to a going concern, which contemplates the realization of assets and liquidation of liabilities in the normal course of business. However, the Company has had a change in control and has changed its business plan and it has not generated any revenues. The future of the Company is dependent upon its ability to obtain financing and upon future profitable operations from the development of its new business opportunities. Management plans to research possible acquisitions of various entities and an officer of the Company has agreed to loan the Company funds as needed to sustain business for a period of twelve months. However, the Company is dependent upon its ability to secure equity and/or debt financing and there are no assurances that the Company will be successful, without sufficient financing it would be unlikely for the Company to continue as a going concern.

These conditions raise substantial doubt about the Company's ability to continue as a going concern. These financial statements do not include any adjustments that might arise from this uncertainty.

NOTE 3 - DISCONTINUED OPERATIONS

On June 30, 2004, the Company's CEO entered into an agreement to sell 1,260,000 of the Company's common stock and his controlling interest to an unrelated individual. This resulted in the Company's wholly owned subsidiary, NutraTek, LLC, being spun off and left Advanced Healthcare Technologies Inc. as the remaining shell company. All assets were associated with the discontinued operations as well as all of the liabilities except for \$247,546 which was associated with Advanced.

F-6

GLOBAL RESOURCE CORPORATION
(A Development Stage Company)
Notes to the Financial Statements
December 31, 2005

NOTE 3 - DISCONTINUED OPERATIONS (Continued)

The net loss from discontinued operations for the three months ended June 30, 2004 are the operations of NutraTek for the three months ended March 31, 2004 because the spin off of NutraTek took place three months after Advanced Healthcare Technologies, Inc. year end and NutraTek had a December 31 year end, therefore three months after NutraTek's year end would be March 31, 2004.

	For the three months ended March 31, 2004 -----
REVENUES	\$ 15,349
COST OF GOODS SOLD	4,108 -----
GROSS PROFIT	11,241

Edgar Filing: Global Resource CORP - Form 10QSB

OPERATING EXPENSES

Payroll	53,930
Rent	2,271
Professional fees	49,104
Depreciation	509
General and administrative	21,362

Total Operating Expenses	127,176
--------------------------	---------

LOSS FROM OPERATIONS	(115,935)
----------------------	-----------

OTHER EXPENSE

Interest expense	(1,011)
------------------	---------

Total Other Expense	(1,011)
---------------------	---------

NET LOSS	\$ (116,946)
----------	--------------

BASIC LOSS PER SHARE	\$ (0.04)
----------------------	-----------

WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING	3,274,182
--	-----------

F-7

GLOBAL RESOURCE CORPORATION (A Development Stage Company) Notes to the Financial Statements December 31, 2005

NOTE 4 - INVESTMENTS

During the year the Company held a 50% investment in Well Renewal, LLC (Well Renewal). The Company paid \$150,000 for a 50% controlling interest in Well Renewal on January 11, 2005. The business plan of Well Renewal was to obtain revenues via the management and operation of thirty oil wells located in Oklahoma.

On December 15, 2005 Company entered into an agreement with Transnix Global Corporation (Transnix) to exchange their 50% interest in Well Renewal in partial satisfaction of certain debentures issued by Global Resource Corporation. Prior to the execution of the agreement the Company's outstanding debentures totaled \$137,900 plus accrued interest and the investment in Well Renewal was on the Company's books, valued at \$35,555. The agreement stated that the payment amount would be equal to the value of the investment on the Company's books at the date of the agreement, therefore the Company gave Transnix their ownership rights in Well Renewal and credited their investment account for \$35,555, resulting in a December 31, 2005 investment balance of \$0, and debited their convertible debentures liability for \$35,555, resulting in a December 31, 2005 Debenture balance of \$102,345.

Edgar Filing: Global Resource CORP - Form 10QSB

NOTE 5 - MATERIAL EVENTS

On June 17, 2005 Jimmy Villalobos resigned as president of the Company.

On December 15, 2005, after a thorough review of the costs and potential regulatory requirements of complying with the Investment Company Act of 1940, the Board of Directors of the Company approved the Companies election to withdraw its election to be subject to sections 55 through 65 of the Investment Company Act of 1940, pursuant to the provisions of section 54(c) of the Act. As such, and with the transfer of the Well Renewal, LLC interest, the Company has become a Development Stage Company. Although the company became a Development Stage Company on December 15, 2005, the Company will disclose the from inception columns on the Statement of Operations and on the Cash Flow Statement as though it took place on December 31, 2005.

NOTE 6 - COMMITMENTS AND CONTINGENCIES

From September 27, 2004 through December 6, 2004, the Company issued approximately 4,815,000 shares of common stock (the "Shares") upon conversion of certain outstanding convertible debentures. The Company did not register the Shares under the Securities Act of 1933, as amended (the "Securities Act"), in reliance on various exemptions from registration, including, but not limited to, Section 3(b) of the Securities Act and Regulation E promulgated thereunder.

On June 17, 2005, the Division of Investment Management (the "Division") at the Securities & Exchange Commission (the "SEC") has advised Global Resource that it is the view of the Division that the Company cannot rely on the exemption afforded by Regulation E and that it is unaware of any other exemptions from registration for the issuance of the Shares. The Division also advised the Company that, in the view of the Division, it appears that the issuance of the Shares violated Section 5 of the Securities Act. The Company has advised the Division that it is the Company's view that the issuance of the Shares was exempt from registration under the Securities Act under various available exemptions, including, but not limited to, Regulation E, and that the issuance of the Shares did not violate Section 5 of the Act.

NOTE 7 - RELATED PARTY TRANSACTIONS

During the quarter ended June 30, 2005, a shareholder of the Company maintained office space and provided services that resulted in rent expense of \$500 and payroll expense of \$5,000. Both of these amounts were contributed to capital.

F-8

GLOBAL RESOURCE CORPORATION
(A Development Stage Company)
Notes to the Financial Statements
December 31, 2005

NOTE 7 - RELATED PARTY TRANSACTIONS (Continued)

During the quarters ended September 30, 2005 and December 31, 2005, shareholders of the company maintained office space and provided services that resulted in rent expense of \$1,000 and payroll expense of \$40,000. Both of these amounts were recorded as accrued liabilities in the Accrued Liabilities - Related Party balance in the Wages Payable balance, respectively.

F-9

Edgar Filing: Global Resource CORP - Form 10QSB

ITEM 2 - PLAN OF OPERATION

The following discussion and analysis should be read in conjunction with our unaudited consolidated condensed financial statements and related notes included in this report. This report contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. The statements contained in this report that are not historic in nature, particularly those that utilize terminology such as "may," "will," "should," "expects," "anticipates," "estimates," "believes," or "plans" or comparable terminology are forward-looking statements based on current expectations and assumptions.

Various risks and uncertainties could cause actual results to differ materially from those expressed in forward-looking statements. All forward-looking statements in this document are based on information currently available to us as of the date of this report, and we assume no obligation to update any forward-looking statements. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the actual results to differ materially from any future results, performance or achievements expressed or implied by such forward-looking statements.

Change of Control

On June 30, 2004, Richard Mangiarelli purchased 126,000,000 shares of Global Resource common stock from its former President, Chief Executive Officer, Director, and majority stockholder, Johnny Sanchez. As a result, Mr. Mangiarelli then held approximately 52.5% of the issued and outstanding common stock of Global Resource.

In connection with this change in control, Mr. Sanchez resigned as our President and Chief Executive Officer, Joel Rockwood resigned as our Vice President and Chief Scientific Officer, and Michael MacArthur resigned as our Secretary. The board of directors appointed Mr. Mangiarelli as the new President, Chief Financial Officer, and Secretary. In addition, Mr. Sanchez, Mr. Rockwood, Virginia Sanchez, Carmen Sanchez, and Joe V. Overcash resigned as directors of Global Resource. The outgoing directors appointed Richard Mangiarelli to fill the vacancies on the board.

On June 30, 2004, we entered into a Release and Indemnity Agreement with Johnny Sanchez, our former President, Chief Executive Officer, Director, and majority stockholder, pursuant to which we sold the all of our membership interest in NutraTek to Mr. Sanchez in exchange for Mr. Sanchez's agreement to do the following: (a) release us from any and all claims that Mr. Sanchez may have had against us; (b) indemnify us for any and all claims against or liabilities of Global Resource that existed before June 30, 2004, and (c) to cooperate with and assist Global Resource in connection with its reporting obligations or filing requirements under the Securities Act of 1933, as amended, and Securities Exchange Act of 1934, as amended, and to deliver such other instruments and take such other actions as may be reasonably requested by us in order to carry out the intent of the agreement.

Immediately after the spin-off of Nutratak, Global Resource had no operations. Before the change of control described above, Global Resource's principal business and operations were those of NutraTek. NutraTek researched, developed, and thereafter contracted with third parties to manufacture its own line of nutritional dietary supplements, functional food products and natural sweeteners.

Global Resource's new management decided to terminate the nutritional products business and elected to become a business development company. As a

Edgar Filing: Global Resource CORP - Form 10QSB

business development company, Global Resource focused on making investments in securities, and making available significant managerial assistance with respect to the issuers of such securities. Since becoming a business development company, we made one investment in Well Renewal LLC. Well Renewal manages and operates oil wells in Oklahoma by utilizing a nitrogen and carbon dioxide gas injection unit to "pump up" and re-pressure the wells to increase oil output. At September 30, 2005, our investment in Well Renewal, valued at approximately \$35,555, with a cost of \$150,000, consisted of the purchase of a 50% interest in Well Renewal LLC.

On November 18, 2005 we entered into a pledge agreement (the "Pledge Agreement") with Transix Global Corporation ("Transnix") pursuant to which we pledged our 50% membership interest in Well Renewal, LLC (the "Membership Interest") in order to prevent Transnix from commencing legal action against us for repayment of those certain 8% convertible debentures issued by us to Transnix (the "Debentures") and to provide Transnix with additional security for repayment of the Debentures. We subsequently defaulted on payment of the Debentures.

2

On December 15, 2005, we entered into an agreement with Transnix (the "Collateral Foreclosure Agreement") pursuant to which (i) Transnix, pursuant to the terms of the Pledge Agreement, accepted the Membership Interests (the collateral under the Pledge Agreement) in satisfaction of \$35,555.00 of principal and interest obligations secured under the Debentures and (ii) we raised no objection to Transnix accepting the Membership Interest in satisfaction of \$35,555.00 of principal and interest obligations under the Debentures and waived any and all notice periods under the Uniform Commercial Code.

On December 15, 2005, after a thorough review of the costs and potential regulatory requirements of complying with the Investment Company Act of 1940, the Board of Directors of the Company approved "Notification of Withdrawal" on Form n-54C with the Securities and Exchange Commission to withdraw our election to be subject to sections 55 through 65 of the Investment Company Act of 1940. On December 19, 2005, our "Notification of Withdrawal" on Form n-54C was filed with the Securities and Exchange Commission. As such, and with the transfer of the Well Renewal, LLC interest described above, we became a Development Stage Company.

Although we became a Development Stage Company on December 15, 2005, we will disclose the from inception columns on the Statement of Operations and the Statement of Cash Flows as though it took place on December 31, 2005. We were unable to attract sufficient investment capital as a Business Development Company (BDC) to execute our strategy of acquiring and developing companies. We believe we are now better able to address its capital structure since we are no longer subject to the BDC Provisions.

The election to withdraw the Company as a BDC under the Investment Company Act has resulted in a significant change in our required method of accounting. BDC financial statement presentation and accounting utilizes the value method of accounting used by investment companies, which allows BDC's to recognize income and value their investments at market value as opposed to historical cost. As a development stage company, the required financial statement presentation and accounting for securities held will be either fair value or historical cost methods of accounting, depending on the classification of the investment and our intent with respect to the period of time we intend to hold the investment.

As an operating company, we must consolidate our financial statements with

Edgar Filing: Global Resource CORP - Form 10QSB

subsidiaries, thus eliminating the portfolio company reporting benefits available to BDC's.

Liquidity and Capital Resources

We currently have limited working capital with which to satisfy our cash requirements, and we will require additional capital in order to conduct operations. We anticipate that we will require at least \$250,000 in additional working capital in order to sustain operations for the next 12 months. This requirement may increase substantially, depending on the nature and capital requirements of the business opportunities it elects to pursue.

In order to obtain working capital, from October, 2004 to January, 2005, we issued convertible debentures in the aggregate principal amount of \$155,000 in a private placement. The notes are due approximately five (5) months after issuance and bear interest at a rate of eight percent (8%). The notes are convertible into shares of our common stock, at the option of either us or the holder of the note, at a floating conversion price of fifty percent (50%) of the closing bid price per share on the day of conversion, or at the lowest price allowable as set by us in an effective registration statement or exemption notification as filed with the Securities and Exchange Commission. We are obligated to register the resale of the shares of common stock issuable upon conversion of the debenture under the Securities Act of 1933, as amended, or to otherwise provide an acceptable exemption to registration under Regulation E of the Securities Act of 1933, as amended.

In addition, in September 2004, we commenced an offering of our common stock pursuant to Regulation E of the Securities Act of 1933, as amended. Pursuant to this offering, we have sold 1,220,000 shares of common stock for \$12,200, and holders of the debentures referenced above have converted, in the aggregate, approximately \$19,800 of principal and interest due thereunder into 3,595,000 shares of our common stock. Since that time, the issuance of a convertible debenture in the principal amount of \$25,000 to Javelin Holdings for services rendered has been rescinded by mutual agreement between us and Javelin Holdings. Before this rescission, Javelin had converted \$875 of principal on the convertible debenture into 175,000 shares of common stock. In connection with the rescission of the convertible debenture, Javelin returned 175,000 shares of common stock to us for cancellations. These shares have not yet been cancelled.

3

In January 2005, we amended this offering to reduce the range of the price per share of the offering. The Division of Investment Management of the Securities and Exchange Commission ("SEC") has delivered comments to Global Resource regarding this amended offering, and Global Resource is currently working with the Division of Investment Management to address these comments. We will not issue any shares in reliance on Regulation E until all comments from the SEC are resolved. This offering may not provide Global Resources with the capital necessary to fund its operations. In the interim, we will continue to seek additional forms of capital and our management may provide additional financing as required.

On December 15, 2005, pursuant to the terms of the Collateral Foreclosure Agreement, we exchanged our Membership Interests in Well Renewal LLC in partial satisfaction of the Debentures issued by us. Our debentures totaled \$137,900 plus accrued interest. The transfer of the investment in Well Renewal, LLC was made at its book value of \$35,555. The remaining balance of the convertible debenture is \$102,345 plus accrued interest. As of December 31, 2005, we no longer hold any interest in Well Renewal LLC.

Edgar Filing: Global Resource CORP - Form 10QSB

Off Balance Sheet Arrangements

We do not have any off-balance sheet financing arrangements.

ITEM 3 - CONTROLS AND PROCEDURES

Our disclosure controls and procedures are designed to ensure that information required to be disclosed in reports that we file or submit under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission. Our Chief Executive Officer and Chief Financial Officer has reviewed the effectiveness of our "disclosure controls and procedures" (as defined in the Securities Exchange Act of 1934 Rules 13a-14(c) and 15d-14(c)) within the last ninety days and has concluded that the disclosure controls and procedures are effective to ensure that material information relating to Global Resource Corporation is recorded, processed, summarized, and reported in a timely manner. There were no significant changes in our internal controls or in other factors that could significantly affect these controls subsequent to the last day they were evaluated by our Chief Executive Officer and Chief Financial Officer.

It should be noted that any system of controls, however well designed and operated, can provide only reasonable, and not absolute, assurance that the objectives of the system are met. In addition, the design of any control system is based in part upon certain assumptions about the likelihood of future events. Because of these and other inherent limitations of control systems, there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. As a small organization, the effectiveness of our controls heavily depends on the direct involvement of our Chief Executive Officer and Chief Financial Officer.

PART II: OTHER INFORMATION

ITEM 1 - LEGAL PROCEEDINGS

From September 27, 2004 through December 6, 2004, we issued approximately 4,815,000 shares of common stock, of which 1,220,000 were issued for cash and 3,595,000 were issued upon conversion of certain outstanding convertible debentures. We did not register these shares under the Securities Act of 1933, as amended, in reliance on various exemptions from registration, including, but not limited to, Section 3(b) of the Securities Act and Regulation E promulgated thereunder.

Since that time, the issuance of a convertible debenture in the principal amount of \$25,000 to Javelin Holdings for services rendered has been rescinded by mutual agreement between us and Javelin Holdings. Before this rescission, Javelin had converted \$875 of principal on the convertible debenture into 175,000 shares of common stock. In connection with the rescission of the convertible debenture, Javelin returned 175,000 shares of common stock to us for cancellations. These shares have not yet been cancelled.

On June 17, 2005, the Division of Investment Management at the Securities & Exchange Commission advised us that it is the view of the Division that we cannot rely on the exemption afforded by Regulation E and that it is unaware of any other exemptions from registration for the issuance of the Shares. The Division also advised us that, in the view of the Division, it appears that the issuance of the Shares violated Section 5 of the Securities Act. We advised the Division that it is our view that the issuance of the Shares was exempt from

Edgar Filing: Global Resource CORP - Form 10QSB

registration under the Securities Act under various available exemptions, including, but not limited to, Regulation E, and that the issuance of the Shares did not violate Section 5 of the Act.

At this time, neither the SEC nor any private party has commenced any action against us alleging that we issued the shares in violation of Section 5 of the Securities Act. Further, the SEC has not, to our knowledge, commenced any formal or informal inquiry with respect to its contention that the shares were issued in violation of Section 5 of the Securities Act. In the event that any such action or inquiry is commenced, we intend to defend against such allegations vigorously.

ITEM 2 - UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

None.

ITEM 3 - DEFAULT UPON SENIOR SECURITIES

(a) On November 18, 2005 we entered into a pledge agreement (the "Pledge Agreement") with Transix Global Corporation ("Transnix") pursuant to which we pledged our 50% membership interest in Well Renewal, LLC (the "Membership Interest") in order to prevent Transnix from commencing legal action against us for repayment of those certain 8% convertible debentures issued by us to Transnix (the "Debentures") and to provide Transnix with additional security for repayment of the Debentures. We subsequently defaulted on payment of the Debentures.

On December 15, 2005, we entered into an agreement with Transnix (the "Collateral Foreclosure Agreement") pursuant to which (i) Transnix, pursuant to the terms of the Pledge Agreement, accepted the Membership Interests (the collateral under the Pledge Agreement) in satisfaction of \$35,555.00 of principal and interest obligations secured under the Debentures and (ii) we raised no objection to Transnix accepting the Membership Interest in satisfaction of \$35,555.00 of principal and interest obligations under the Debentures and waived any and all notice periods under the Uniform Commercial Code.

Prior to our exchange of our Membership Interest, the Debentures totaled \$137,900 plus accrued interest. The remaining balance of the Debentures held by Transnix is \$102,345 plus accrued interest.

(b) None.

ITEM 4 - SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

None.

ITEM 5 - OTHER INFORMATION

(a)

1. On June 30, 2005, Richard F. Schmidt resigned as a director. Mr. Schmidt's resignation as a director was not because of any disagreements with us on matters relating to our operations, policies or practices.

2. Pledge Agreement. On November 18, 2005 we entered into a pledge agreement (the "Pledge Agreement") with Transix Global Corporation ("Transnix") pursuant to which we pledged our 50% membership interest in Well Renewal, LLC (the "Membership Interest") in order to prevent Transnix from commencing legal action against us for repayment of those certain 8% convertible debentures issued by us to Transnix (the "Debentures") and to provide Transnix with

Edgar Filing: Global Resource CORP - Form 10QSB

additional security for repayment of the Debentures.

5

3. Collateral Foreclosure Agreement. On December 15, 2005, we entered into an agreement with Transnix (the "Collateral Foreclosure Agreement") pursuant to which (i) Transnix, pursuant to the terms of the Pledge Agreement, accepted the Membership Interests (the collateral under the Pledge Agreement) in satisfaction of \$35,555.00 of principal and interest obligations secured under the Debentures and (ii) we raised no objection to Transnix accepting the Membership Interest in satisfaction of \$35,555.00 of principal and interest obligations under the Debentures and waived any and all notice periods under the Uniform Commercial Code.

4. On December 19, 2005, we filed a "Notification of Withdrawal" on Form n-54C with the Securities and Exchange Commission to withdraw our election to be subject to sections 55 through 65 of the Investment Company Act of 1940. This withdrawal of election was approved by our Board of Directors.

(b) None.

ITEM 6 - EXHIBITS

Item No. -----	Description -----	Method of Filing -----
10.1	Pledge Agreement, dated November 18, 2005 between Global Resource Corporation and Transnix Global Corporation.	Filed electronically here
10.2	Agreement, dated December 15, 2005 between Global Resource Corporation and Transnix Global Corporation.	Filed electronically here
31.1	Certification of Richard Mangiarelli pursuant to Rule 13a-14(a)	Filed electronically here
32.1	Chief Executive Officer and Chief Financial Officer Certification pursuant to 18 U.S.C. ss. 1350 adopted pursuant to Section 906 of the Sarbanes Oxley Act of 2002	Filed electronically here

6

SIGNATURES

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

GLOBAL RESOURCE CORPORATION

February 13, 2006

/s/ Richard Mangiarelli

Richard Mangiarelli
Chief Executive Officer
(Principal Executive Officer, Principal Financial

Edgar Filing: Global Resource CORP - Form 10QSB

Officer, and Principal Accounting Officer)