

EXHIBIT D
FINANCIAL STATEMENTS

Clutterbusters Franchising, Inc.

FINANCIAL STATEMENTS

August 31, 2005

Clutterbusters Franchising, Inc.
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FISHER BARKANIC & AMES, L.L.C.

CERTIFIED PUBLIC ACCOUNTANTS

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Independent Auditor's Report

To the Board of Directors and Stockholder
Clutterbusters Franchising, Inc.

We have audited the accompanying balance sheet of Clutterbusters Franchising, Inc. as of August 31, 2005 and the related statements of operations, stockholder's equity and cash flows for the period from July 21, 2005 (inception) to August 31, 2005. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit 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 audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Clutterbusters Franchising, Inc. as of August 31, 2005, and the results of its operations and its cash flows for the initial period then ended in conformity with accounting principles generally accepted in the United States of America.

Fisher Barkanic & Ames, LLC

Fisher Barkanic & Ames, LLC
Rockville, Maryland
September 13, 2005

Clutterbusters Franchising, Inc.
Balance Sheet
August 31, 2005

Assets

Cash	\$60,002
Capitalized Franchise Costs	<u>52,408</u>
	\$112,410

Liabilities and Stockholder's Equity

Liabilities

Franchise Fees payable	\$5,980
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Stockholder's Equity

Common stock - \$1.00 par value - 5,000 shares authorized, 1,000 shares issued and outstanding	1,000
Additional paid-in capital	104,428
Retained earnings	<u>2</u>
	\$112,410

Clutterbusters Franchising, Inc.
Statement of Operations
For the Period from July 21, 2005 (Inception) Through August 31, 2005

Revenue - Interest Income	\$ <u>2</u>
General and Administrative Expenses	<u>-</u>
Net Income (Loss)	<u>\$ 2</u>

Clutterbusters Franchising, Inc.

Statement of Cash Flows

For the Period from July 21, 2005 (Inception) Through August 31, 2005

Cash Flows from Operating Activities

Net income (loss) \$ 2

Increase (Decrease) in Cash

Cash - beginning -

Cash - end \$ 60,002

Supplemental Disclosures of Cash Flow Information

Non-cash financing activity:
Issuance of common stock \$105,428

Clutterbusters Franchising, Inc.

Statement of Stockholder's Equity

For the Period from July 21, 2005 (Inception) Through August 31, 2005

	<u>Common Stock</u>		<u>Additional</u>	<u>Retained</u>	
	<u>Shares</u>	<u>Amount</u>	<u>Paid-in Capital</u>	<u>(Deficit)</u>	<u>Total</u>
Balance - July 21, 2005					
issuance of common stock	<u>1,000</u>	<u>\$1,000</u>	<u>\$104,428</u>		<u>\$105,428</u>
Balance - August 31, 2005	<u>1,000</u>	<u>\$1,000</u>	<u>\$104,428</u>	<u>\$2</u>	<u>\$105,430</u>

Clutterbusters Franchising, Inc.**Note to Financial Statements****August 31, 2005**

1. Organization and Summary of Significant Accounting Policies

Clutterbusters Franchising, Inc. ("CFI" or the "Company") is a franchisor corporation organized in the state of Delaware on July 21, 2005. CFI desires to provide marketing, financial, training and administrative support to franchisees in exchange for initial fees and ongoing royalties. CFI shall grant each franchisee the right to use the trademark "Clutterbusters". CFI shall grant each franchisee the right to site selection assistance, new location set-up criteria, start-up assistance (including identifying products and services needed to operate the business), an exclusive territory, operations manual, training, necessary forms and contracts, advertising and marketing assistance, use of certain confidential information and use of trademarks and other intellectual property.

A summary of significant accounting policies follows:

- a. **Estimates** - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires CFI's management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.
- b. **Revenue Recognition** - Nonrefundable initial franchise fees will be recognized as revenue at the time all material services required to be provided by CFI have been substantially performed.

2. Related Parties

The stockholders of CFI are also the stockholders of Choice Placements, Inc., which is the owner of the registered Trademark, "Clutterbusters". Choice Placements, Inc. has granted an exclusive license to CFI with rights to sublicense the trademark to franchisees.

Franchise fees and software costs of \$52,408 were paid by Choice Placements, Inc. on behalf of CFI. This amount is a contribution of capital.