

Edgar Filing: STARTCALL COM INC - Form 10KSB

STARTCALL COM INC  
Form 10KSB  
April 15, 2003

U.S. Securities and Exchange Commission  
Washington, D.C. 20549

Form 10-KSB  
(Mark One)

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

For the fiscal year ended December 31, 2002

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file no. 0-32429

GOLDSRING, INC.

-----  
(Name of small business issuer in its charter)

Florida

65-0955118

-----  
(State or other jurisdiction of  
incorporation or organization)

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

117 West 58th Street, 2I, New York, New York

10019

-----  
(Address of principal executive offices)

-----  
(Zip Code)

Registrant's telephone number: (212) 581-2506

VISATOR, INC.  
719 5th Street  
Miami Beach, FL 33139

-----  
(Former name and/or former address, if changes since last report)

Securities registered under Section 12(b) of the Exchange Act:

Title of each class  
-----

Name of each exchange on  
which registered  
-----

None

None

Securities registered under Section 12(g) of the Exchange Act:

Common Stock, \$.000666 par value

-----  
(Title of class)

Copies of Communications Sent to:

Anslow & Jaclin, LLP  
4400 Route 9, 2nd Floor  
Freehold, New Jersey 07728

Tel: (732) 409-1212 - Fax: (732) 577-1188

Edgar Filing: STARTCALL COM INC - Form 10KSB

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 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    x  
-----                      -----

Check if there is no disclosure of delinquent filers in response to Item 405 of Regulation S-B contained in this form, and no disclosure will be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-KSB or any amendment to this Form 10-KSB. [X]

The Registrant's revenue for the fiscal year ended December 31, 2002: \$1,157

Aggregate market value of the voting common stock held by non-affiliates of the registrant as of April 14, 2003, was: \$1,091.240

Number of shares of the registrant's common stock outstanding as of April 14, 2003 is: 107,687,346.

DOCUMENTS INCORPORATED BY REFERENCE:                      None

Transitional Small Business Disclosure Format: Yes [ ] No [X]

SUMMARY TABLE OF CONTENTS SUMMARY TABLE OF CONTENTS

PART I

- Item 1.                                      Description of Business.
- Item 2.                                      Description of Property.
- Item 3.                                      Legal Proceedings.
- Item 4.                                      Submission of Matters to a Vote of Security Holders.

PART II

- Item 5.                                      Market for Common Equity and Related Stockholder Matters.
- Item 6.                                      Management's Discussion and Analysis or Plan of Operation.
- Item 7.                                      Financial Statements.
- Item 8.                                      Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.

PART III

- Item 9.                                      Directors, Executive Officers, Promoters and Control Persons; Compliance with Section 16(a) of the Exchange Act.

## Edgar Filing: STARTCALL COM INC - Form 10KSB

Item 10.	Executive Compensation.
Item 11.	Security Ownership of Certain Beneficial Owners and Management.
Item 12.	Certain Relationships and Related Transactions.
Item 13.	Exhibits, List and Reports on Form 8-K.

### PART I

#### Forward Looking Statements

This Form 10-KSB includes "forward looking statements". All statements, other than statements of historical facts, included or incorporated by reference in this Form 10-KSB which address activities, events or developments which the Company expects or anticipates will or may occur in the future, including such things as future capital expenditures (including the amount and nature thereof), demand for the Company's products and services, expansion and growth of the Company's business and operations, and other such matters are forward looking statements. These statements are based on certain assumptions and analyses made by the Company in light of its experience and its perception of historical trends, current conditions and expected future developments as well as other factors it believes are appropriate in the circumstances. However, whether actual results or developments will conform with the Company's expectations and predictions is subject to a number of risks and uncertainties, general economic market and business conditions; the business opportunities (or lack thereof) that may be presented to and pursued by the Company; changes in laws or regulation; and other factors, most of which are beyond the control of the Company. Consequently, all of the forward looking statements made in this Form 10-KSB are qualified by these cautionary statements and there can be no assurance that the actual results or developments anticipated by the Company will be realized or, even if substantially realized, that they will have the expected consequence to or effects on the Company or its business or operations. The Company assumes no obligations to update any such forward-looking statements.

#### ITEM 1. Description of Business

We were incorporated under the name Click and Call Corporation in the State of Florida in October, 1999 and on June 5, 2000 a Certificate of Amendment was filed with the Secretary of State of Florida changing our name to StartCall.com, Inc. On December 27, 2003 we filed a Certificate of Amendment in the State of Florida changing our name to Visator, Inc. and on March 12, 2003 we filed a Certificate of Amendment in the State of Florida changing our name to Goldspring, Inc.

Our business plan has been to serve as an application service provider (ASP) which offered real-time interaction technology as an out source service. It was established to suit the need for a quick and easy solution to customer service while conducting e-commerce business over the Internet.

We offered businesses the opportunity to improve their online customer care service by placing an Internet voice box and a Text Chat button with a URL push feature on their website. These tools allowed their visitors and customers visiting their websites to receive live help at the crucial point of purchase and or when any type of assistance is needed.

The nature of our products or services was to offer a technology that would enable visitors to a web site to simply click on a button and request live help at the crucial point of purchase or when needed or desired by the customer. We

## Edgar Filing: STARTCALL COM INC - Form 10KSB

provided two ways of Interaction: Via Voice or through Voice over Protocol Technology and Interactive Text Chat or Instant Messaging.

We also intended to branch out into the areas of Internet long distance telecommunication services with the use of the StartCall Dial Pad and the Banner Ad Center which offers businesses the opportunity to let interested parties contact them directly from their banner ads and/or press releases via e-mail. However, we did not own the technology use or the proprietary service behind our the StartCall Dial Pad Service and Banner Ad and these concepts could be duplicated by other companies. Nonetheless we intended to start marketing the Interactive Banner Ad but due to market conditions we did not develop this service and instead focused on our ClickiChat service.

We used technology that belonged to other companies. Our ClickiChat technology was available to us by Click 121 and the technology for our ClickiCall services was owned by Vocaltec NASDAQ: (VOCL). We attempted to and were not successful in developing technology for our own ClickiChat services. We did not pay or receive revenues from other sources such as joint ventures or strategic alliances or online affiliated programs. We expected to receive revenues from Strategic Alliances, Online Affiliated Programs and Link Exchanges. Our strategic marketing alliances were simply associations with companies that will help StartCall promote the usage and sale of our services ClickiCall and ClickiChat to their customers and prospects. This type of relationship generated revenues to us when one of our strategic alliance refers one of its customers to buy our services. In exchange we provide this strategic marketing allied company a percentage of the revenue collected from each sale.

In the fourth quarter of 2002, our management decided that we could not compete in this market place due to its failure to receive additional capital and financing as well as its inability to generate sufficient revenues to maintain our operations. Therefore, we began to look for potential acquisitions or mergers with companies in our industry or similar industries. In December 2002, we entered into a Stock Purchase Agreement and Share Exchange with Web Intelligence Technology ApS and ARN Invest ApS in which we acquired all of the shares of Web Intelligence from ARN in consideration for the issuance of 79,500,000 of our common shares to ARN. Pursuant to the Agreement, Web Intelligence became our wholly owned subsidiary and we filed a Certificate of Amendment in the State of Florida changing our name to Visator, Inc.

Pursuant to the terms of the Agreement, Antonio Treminio and Sylvio Martini resigned as from our Board of Directors and Anders Nielsen and Jesper Toft were appointed to the Board of Directors. In addition, Antonio Treminio resigned as our President, Chief Executive Officer and Chief Financial Officer and Sylvio Martini resigned as our Chief Technical Officer and Anders Nielsen was named as our President, Chief Executive Officer and Secretary and Jesper Toft was named as the new our Chief Financial Officer.

Pursuant to the Agreement, Web Intelligence became our wholly owned subsidiary and our operating company. Web Intelligence is one of Europe's leading suppliers of online competitive intelligence services for the professional market. It has developed a technology, from which several products have been derived, ensuring that the individual user will receive precisely the intelligence that is relevant to him - based on criteria defined by his needs and deliver at the exact times the

individual demands. In other words, an optimization of intelligence adapted to the success criteria of the individual user. The explosive growth in the amount of information published daily on the Internet has created a new demand which will grow proportionally with the amount of information and news available online: The demand for sorting information, or as it is called "exformation".

## Edgar Filing: STARTCALL COM INC - Form 10KSB

Since Web Intelligence was established in March of 2001, the focus has been on sales of the first product, "Media Intelligence". The company successfully built up a broad foundation of more than 100 regular customers in the Danish market. Among these customers are large corporations, such as for example, Coca-Cola, CSC, DaimlerChrysler, Dell, ISS, MSD - Merck Sharpe & Dohme, among others. In addition, Web Intelligence customers are be found among Non Governmental Organizations, political parties, unions, ministries, telecommunications companies, as well as other and smaller types of companies, etc.

It was Web Intelligence's goal to sell and develop automatic tools/services for an individual news-/intelligence monitoring that cuts across the existing news sources and structures on the Internet. Our management believed that Web Intelligence could become one of the worlds' most profitable companies in its sector within just a few years since the market for online exformation services was only in its infancy and Web Intelligence already had a strong and well functioning technology and has shown ability to sell its product.

In February 2003, Web Intelligence, ARN Invest ApS and our former principals mutually agreed that it was in the best interest of all parties if the transaction was voided. Based upon same, on February 28, 2003, pursuant to a Termination Agreement and Mutual Release between Visator, Web Intelligence and ARN Invest ApS, the parties agreed to terminate and deem null and void the Stock Purchase Agreement and Share Exchange between the parties dated December 6, 2002. Pursuant to the Termination Agreement, ARN Invest agreed to return the 79,500,000 shares to Aotnio Treminio in consideration for the payment of \$20,000 by the Company to Web Intelligence.

Pursuant to the terms of the Termination Agreement, Agreement, Anders Nielsen resigned as our President, Chief Executive Officer and Secretary and Jesper Toft resigned as our Chief Financial Officer of the Company. In addition, both Mr. Nielsen and Mr. Toft resigned as members of our Board of Directors. Antonio Treminio was reappointed as our interim President, Chief Executive Officer, Chief Financial Officer, Secretary and sole director of the Company.

After the termination of the Agreement, our management believed that it is the best interest of the shares to change our business direction. Therefore we entered into a Letter of Intent to acquire substantially all the assets of Ecovery Inc., a private Nevada corporation. The assets shall include, but not be limited to Seller's accounts receivable, corporate name, trade name, trademarks and logos, mining tenements and any and all mining claims. We agreed to transfer the 79,500,000 shares held by Antonio Treminio pursuant to the termination agreement with Web Intelligence as well as issue an additional 10,500,000 restricted shares to the Ecovery shareholders.

Pursuant to this letter of intent, the Company changed its name to GoldSpring, Inc. We have entered into an asset purchase agreement with Ecovery, Inc. whereby we purchase substantially all of the assets of Ecovery for the issuance of a total of 90,000,000 shares to the Ecovery shareholders and the payment of additional consideration. To date, all of the terms of such agreement have not been met and therefore the parties have not closed on such transaction. Our management believes

that we will meet all of the conditions within the next ninety (90) days and close on the purchase of the assets at such time.

The primary assets, as described in the Bourne Report, include the Gold Canyon and Spring Valley gold placer properties (Goldspring) which contain 1,199,000 ounces of gold reserves in 41,000,000 cubic yards of marketable sand and gravel. Under standard Nevada placer mining practice, these reserves would be classified

## Edgar Filing: STARTCALL COM INC - Form 10KSB

as proven given the amount of work carried out and the continuity of gold values. The (Goldspring) property consists of 21 unpatented placer mining claims covering approximately 850 acres located 30 miles south east of Reno and 7 miles east of Carson City, Nevada. The claim groups lie immediately south of the famous Comstock Lode gold/silver mining camp, which is considered the source of the placer gold values in the immediate area.

Exploration work completed on these claim groups has been carried out under the supervision of experienced and knowledgeable mining consultants thoroughly familiar with the gold mineralization of the Carson City area.

### Spring Valley

The Spring Valley gold placer property consists of 15 contiguous unpatented placer claims covering approximately 450 acres in Lyon County in northwestern Nevada.

The operation will be similar to a sand and gravel operation with a simple gravity gold recovery circuit attached. The in-ground value of the proven gold reserves at today's gold price of \$300 - \$350 is \$390,000,000.00, or just over \$9.50/cu.yd. Operating and other costs should not exceed \$3.50/cu.yd. which leaves approximately \$6.00/cu.yd., or \$246,000,000.00 of revenue from gold recovery alone. The sand and gravel at \$1.00 /cu. yd. would yield an additional \$41,000,000.00

In addition, there are approximately 3,000,000 tons of ore dumps and tailings from previous operations which lie on top of the claims that would be suitable for recovery through a highly efficient, fully self contained process.

### Gold Canyon

Immediately east of the Spring Valley property lies the Gold Canyon claim group consisting of six unpatented placer claims covering approximately 400 acres in Lyon County, Nevada. An integrated exploration program, including magnetic and seismic surveys, reverse circulation drilling and sampling has indicated in excess of 29 million cubic yards grading 0.032 ounces gold per cubic yard.

The assets also include "The Big Mike Project", located in Winnemucca, Nevada which has 1.2 million tons of already mined copper ore containing 25,000,000 pounds of copper. This ore is above ground and in heaps, which tests show are suitable for immediate leaching. We plan to begin production from excess cash flow from the gold operation or immediately on higher copper prices.

### EMPLOYEES

As of April 14, 2003, we had no employees. We had four people in management and four part-time directors. We planned to employ people as we continue to implement our plan of operation and finalize the purchase of the Ecovery assets. In addition, depending on demand, we will utilize manpower agencies to contract between additional persons on a temporary, part-time basis.

### ITEM 2. Description of Property

As of April 14, 2003, we use approximately 700 square feet of leased space in New York located at 117 West 58th Street, 2I, New York, New York. Antonio Treminio, our Director of Corporate Development and principal shareholder has contributed the office space at no charge to us.

### ITEM 3. Legal Proceedings

## Edgar Filing: STARTCALL COM INC - Form 10KSB

We are currently not a party to any pending legal proceedings and no such action by, or to the best of our knowledge, against us has been threatened.

### ITEM 4. Submission of Matters to a Vote of Security Holders

On December 6, 2002, a majority of our shareholders, by written consent without a meeting authorized a 1-25 reverse split of our outstanding common shares.

## PART II

### ITEM 5. Market For Common Equity and Other Shareholder Matters.

On April 14, 2003, we had 76 shareholders of record of our common stock. Based on information received from brokers and others in fiduciary capacities, we estimate that the total number of shareholders of our common stock does not exceed 500. Our shares of common stock are currently traded on the OTC Electronic Bulletin Board under the symbol "GSPG."

Initially our shares traded under the symbol SCAL. In December 2002, we changed our trading symbol to VSTR in connection with the change of our name to Visator, Inc. In March 2003, in connection with the name change to Goldspring, Inc., we changed our trading symbol to GSPR. The following table sets forth the high and low bid prices for the common stock since the first quarter of 2002.

YEAR	QUARTER	HIGH	LOW
----	-----	----	---
2002	1st	\$1.30	\$0.03
2002	2nd	\$0.65	\$0.20
2002	3rd	\$0.17	\$0.01
2002	4th	\$0.05	\$0.02
2003	1st	\$1.25	\$0.06

### Dividend Policy

We have not declared or paid cash dividends or made distributions in the past, and we do not anticipate that we will pay cash dividends or make distributions in the foreseeable future. We currently intend to retain and reinvest future earnings, if any, to finance our operations.

### Item 6. MANAGEMENT'S DISCUSSION AND ANALYSIS AND PLAN OF OPERATIONS

The following discussion and analysis should be read in conjunction with our financial statements and the accompanying notes appearing subsequently under the caption "Financial Statements." The following discussion and analysis contains forward-looking statements, which involve risks and uncertainties. Our actual results may differ significantly from the results, expectations and plans discussed in these forward-looking statements.

Our Independent Accountants Have Included A "Going Concern" Paragraph In Their Audit Report Accompanying These Financial Statements That Cautions The Users Of Our Financial Statements That These Statements Do Not Include Any Adjustments That Might Result From The Outcome Of This Uncertainty. Furthermore, The "Going Concern" Paragraph States That Our Ability To Continue Is Also Dependent On Our Ability To, Among Other Things, Obtain Additional Debt And Equity Financing, Identify Customers, Secure Vendors And Suppliers, And Establish An Infrastructure For Our Operations.

## Edgar Filing: STARTCALL COM INC - Form 10KSB

During the past two years, we have spent considerable time and capital resources defining and developing our strategic plan for delivering and operating our real-time interactive e-commerce technology.

We attempted to manage the marketing launch of our services from our office in New York where we currently manage the administration and coordination for all our other activities. Such responsibilities included the administration of our Interactive Online Services and related products to business' websites as well as technical support, daily bookkeeping and scheduling of employee responsibilities. Our primary service was ClickiChat/Support which was automatically available to our potential customers via Online. Upon receiving an online order it takes approximately 60 to 120 seconds to process such order and send back to the new register user an account number, login name and password with all instructions in order to set-up their new Interactive Online Solution ClickiChat/Support account. Please visit our sign up page at: [www.liveinternethelp.com/signup.htm](http://www.liveinternethelp.com/signup.htm).

We attempted to launch our services in July 2001 and intended to continue attracting new marketing partners to continue increasing the brand name of our services and continue increasing our customer base. We also intended to continue our ongoing marketing campaign for the following 12 months but we were spending approximately \$15,000 per month. In order to fund the Company, our officers and directors had to continue to make capital contributions since we failed to generate sufficient revenue to continue operations. Finally, in December 2002, our management decided to close our current business operations and pursue potential merger candidates.

In December 2002 we entered into a Stock Purchase Agreement and Share Exchange with Web Intelligence Technology ApS and ARN Invest ApS (both Denmark Corporations) in consideration for the issuance of 79,500,000 shares of Startcall to ARN. However, in February 2003 the parties to this agreement entered into a termination agreement and mutual release in which the parties mutually agreed to terminate and deem null and void the Stock Purchase Agreement and Share Exchange and ARN Invest agreed to return the 79,500,000 shares of stock in consideration for the payment of \$20,000 by the Company to Web Intelligence. Concurrent with the execution of the termination agreement described above, management signed a letter of intent and subsequent purchase agreement with Ecovery, Inc. to purchase substantially all of the assets used by Ecovery in conducting its mining business in Nevada. The assets shall include, but not be limited to Seller's accounts receivable, corporate name, trade name, trademarks and logos, mining tenements and any and all mining claims. The Company agreed to transfer the 79,500,000 shares held in treasury and issue an additional 10,500,000 restricted shares.

### Development Stage Revenues

-----

Our operations have been devoted primarily to designing our business and marketing plans and building an infrastructure. Our ability to achieve our business objectives was contingent upon our success in raising additional capital until adequate revenues are realized from operations.

### Development Stage Expenses

-----

Development stage expenses during the twelve-month period primarily consisted of accounting, legal, consulting and office expenses which are necessitated by operating in a public environment. Ongoing increases to development stage expenses are anticipated during the year 2003.



Edgar Filing: STARTCALL COM INC - Form 10KSB

Liquidity and Capital Resources

We have received capital contributions and related party loans to maintain operations but we have experienced cash flow shortages that has slowed our growth and forced to pursue other business opportunities. Through December 31, 2002, the consequences of those cash flow shortages was an increase of accrued expenses and stockholder loans.

We have primarily financed our activities from sales of our capital stock and from loans from our shareholders. A significant portion of the funds raised from the sale of capital stock was used to cover working capital needs such as office expenses and various consulting and professional fees.

We continue to experience cash flow shortages, and anticipates this continuing through the foreseeable future. Management believes that additional funding will be necessary in order for us to continue as a going concern. We are investigating several forms of private debt and equity financing, although there can be no assurances that we will be successful in procuring such financing or that it will be available on terms acceptable to us.

Item 7 FINANCIAL STATEMENTS

VISATOR, INC. F/K/A STARTCALL.COM, INC.

AUDITED FINANCIAL STATEMENTS  
December 31, 2002 and 2001

INDEX TO AUDITED FINANCIAL STATEMENTS

Report of Independent Accountants.....  
Balance Sheet.....  
Statements of Operations.....  
Statements of Changes in Stockholders Equity  
(Deficiency).....  
Statements of Cash Flows.....  
Notes to the Financial Statements.....

REPORT OF INDEPENDENT ACCOUNTANTS

To the Board of Directors and Stockholders  
Visator, Inc.  
Miami, FL

We have audited the accompanying balance sheets of Visator, Inc. (f/k/a Startcall.com, Inc). (the "Company") as of December 31, 2002 and the related statements of operations, changes in stockholders' deficiency, and cash flows for each of the years in the two year period ended December 31, 2002 and 2001. 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 audits.

## Edgar Filing: STARTCALL COM INC - Form 10KSB

We have conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audits 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 audits provide 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 the Company. as of December 31, 2002 and the results of its operations and its cash flow for each of the years in the two year period then ended in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming the Company will continue as a going concern. As discussed in Note A to the financial statements, the Company has the characteristics of a holding company that has effectively discontinued its development stage activities and is in the process of seeking candidates for a merger or acquisition. The Company has an accumulated deficit of approximately \$571,000. Accordingly, the Company's ability to continue as a going concern is dependent on its ability to, among other things, to secure candidates for a merger or acquisition. Management's plans in regard to these matters are also described in Note A. These financial statements do not include any adjustments that might result from the outcome of this uncertainty.

April 8, 2003  
Hollywood, FL

VISATOR, INC.

BALANCE SHEET

December 31, 2002

### ASSETS

#### CURRENT ASSETS

Cash	\$ 318
------	--------

TOTAL CURRENT ASSETS

PROPERTY AND EQUIPMENT, net	1,118
-----------------------------	-------

TOTAL ASSETS	\$ 1,436
--------------	----------

### LIABILITIES AND STOCKHOLDERS' DEFICIENCY

#### LIABILITIES

#### CURRENT LIABILITIES

Accounts payable and accrued expenses	\$ 49,322
---------------------------------------	-----------

TOTAL CURRENT LIABILITIES	49,322
---------------------------	--------

## Edgar Filing: STARTCALL COM INC - Form 10KSB

### COMMITMENTS AND CONTINGENCIES

STOCKHOLDERS' DEFICIENCY	(47,886)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIENCY	\$ 1,436

See report of independent accountants and notes to the financial statements.

### VISATOR, INC.

#### STATEMENTS OF OPERATIONS

	Years ended December 31,	
	2002	2001
REVENUES	\$ 1,157	\$ 3,471
GENERAL AND ADMINISTRATIVE EXPENSES	80,086	88,212
LOSS BEFORE INCOME TAX BENEFIT	(78,929)	(84,741)
INCOME TAX BENEFIT, net	--	--
NET LOSS	\$ (78,929)	\$ (84,741)
Loss per share of common stock - Basic and Diluted	\$ --	\$ --

See accompanying report of independent accountants and notes  
to the financial statements.

### VISATOR, INC.

#### STATEMENTS OF CASH FLOWS

#### INCREASE (DECREASE) IN CASH

	Years ended December 31,	
	2002	2001
Cash Flows From Operating Activities		
Net loss	\$ (78,929)	\$ (84,741)
Adjustments to reconcile net loss to net cash used by operating activities		
Depreciation	13,264	13,265
Decrease in prepaid assets	25,000	5,419
Increase (decrease) in accounts payable		

Edgar Filing: STARTCALL COM INC - Form 10KSB

and accrued expenses	11,924	(4,328)
Total adjustments	50,188	14,356
Net Cash Used in Operating Activities	(28,741)	(70,385)
Cash Flows From Investing Activities		
Security deposits forfeited	4,355	--
Net Cash Provided by Investing Activities	4,355	--
Cash Flows From Financing Activities		
Net proceeds from notes payable - related parties	31,629	74,748
Net Cash Provided by Financing Activities	31,629	74,748
NET INCREASE IN CASH	7,243	4,363
CASH OVERDRAFT AT BEGINNING OF PERIOD	(6,925)	(11,288)
CASH (OVERDRAFT) AT END OF PERIOD	\$ 318	\$ (6,925)
Non-cash investing and financing activity		
Shareholder notes payable and accrued interest converted to common stock	\$ 179,809	\$ --

See accompanying report of independent accountants and notes to financial statements.

VISATOR, INC.

STATEMENT OF CHANGES IN STOCKHOLDERS' DEFICIENCY

	Common Stock 150,000,000 shares authorized Shares Issued -----	Pa \$.000 -----
BALANCE - DECEMBER 31, 2000	2,207,450	\$
Net loss		
BALANCE - DECEMBER 31, 2001	2,207,450	\$
Eleven for one forward stock split	22,074,500	
Shares issued in exchange for consulting services	726,932	
Twenty-five to one reverse stock split	(24,008,527)	
Shares issued in exchange for consulting services	18,500,000	
Shares issued and reacquired as treasury stock	79,500,000	

Edgar Filing: STARTCALL COM INC - Form 10KSB

Shares surrendered to treasury and retired	(16,500,000)	
Shares issuable for cancellation of Stockholder debt	1,198,726	
Net loss for the period January 1, 2002 Through December 31, 2002		
BALANCE - DECEMBER 31, 2002	83,699,081	\$

	Common Stock Subscriptions Receivable -----	Treasury Stock Subscriptions Payable -----
BALANCE - DECEMBER 31, 2000	\$ --	\$ --
Net loss		
BALANCE - DECEMBER 31, 2001	\$ --	\$ --
Eleven for one forward stock split		
Shares issued in exchange for consulting services		
Twenty-five to one reverse stock split		
Shares issued in exchange for consulting services		
Shares issued and reacquired as treasury stock	(52,947)	20,000
Shares surrendered to treasury and retired		
Shares issuable for cancellation of Stockholder debt		
Net loss for the period January 1, 2002 Through December 31, 2002		
BALANCE - DECEMBER 31, 2002	(\$ 52,947)	\$ 20,000

	Treasury Stock (at cost) -----	Accumulated Deficit -----
BALANCE - DECEMBER 31, 2000	\$ --	(\$ 407,103)
Net loss		(84,741)
BALANCE - DECEMBER 31, 2001	\$ --	(\$ 491,844)

## Edgar Filing: STARTCALL COM INC - Form 10KSB

Eleven for one forward stock split		
Shares issued in exchange for consulting services		
Twenty-five to one reverse stock split		
Shares issued in exchange for consulting services		
Shares issued and reacquired as treasury stock	(20,000)	
Shares surrendered to treasury and retired		
Shares issuable for cancellation of Stockholder debt		
Net loss for the period January 1, 2002 Through December 31, 2002		(78,929)
BALANCE - DECEMBER 31, 2002	(\$ 20,000)	(\$ 570,773)

See accompanying report of independent accountants and notes to financial statements.

VISATOR, INC. F/K/A STARTCALL.COM, INC.  
NOTES TO FINANCIAL STATEMENTS  
Years Ended December 31, 2002 and 2001

### NOTE A - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Summarized below are the significant accounting policies of VISATOR, INC. (f/k/a STARTCALL.COM, INC.)

**THE COMPANY:** The Company, incorporated in the State of Florida effective October 19, 1999 (Date of Inception) under the name of Click and Call, Inc. and, established its corporate offices in Miami, Florida.

On June 7, 2000, the Company filed an amendment to the Articles of Incorporation effecting a name change to STARTCALL.COM, INC., and changed its capital structure as disclosed in Note H to these financial statements.

The Company, prior to and for part of the current year, met the criteria of a Development Stage Enterprise and presented its financial statements in accordance with Statements of Financial Accounting Standards ("SFAS") Number 7, Accounting and Reporting by Development Stage Enterprises. However, during the current year and pursuing the termination of the agreement with Web Intelligence Technology APS and ARN Invest APS., as more fully described below, management of the Company, in the best interest of the shareholders determined that the Company should pursue other opportunities and no longer engage in development activities. Accordingly, the Company is no longer in the development stage.

**NATURE OF THE BUSINESS:** The Company formerly planned on operating as an Application Service Provider, or ASP, and offering real-time interaction technology as an outsource service. In December 2002 management entered into a Stock Purchase Agreement and Share Exchange with Web Intelligence Technology ApS and ARN Invest ApS (both Denmark Corporations) in consideration for the issuance of 79,500,000 shares of Startcall to ARN. The Company subsequently filed a

## Edgar Filing: STARTCALL COM INC - Form 10KSB

Certificate of Amendment in the State of Florida changing its name to Visator, Inc. Pursuant to the agreement, Antonio Treminio and Sylvio Martini resigned as officers and directors and Anders Nielsen and Jesper Toft were appointed new officers and directors of the Company. However, in February 2003 the parties to this agreement entered into a termination agreement and mutual release in which the parties mutually agreed to terminate and deem null and void the Stock Purchase Agreement and Share Exchange and ARN Invest agreed to return the 79,500,000 shares of stock in consideration for the payment of \$20,000 by the Company to Web Intelligence. Upon, termination of this agreement, management determined in the best interest of the shareholders to seek other opportunities for the Company that is more fully described in Note H The financial statements are being presented as though the termination took place in 2002.

VISATOR, INC. F/K/A STARTCALL.COM, INC.  
NOTES TO FINANCIAL STATEMENTS  
Years Ended December 31, 2002 and 2001

NOTE A - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued

**RESEARCH AND DEVELOPMENT COSTS:** Generally accepted accounting principles state that costs that provide no discernible future benefits, or allocating costs on the basis of association with revenues or among several accounting periods that serve no useful purpose, should be charged to expense in the period occurred. Since the Company is in its development stage, SFAS No. 2 "Accounting for Research and Development Costs" requires that certain costs be charged to current operations including, but not limited to: salaries and benefits; contract labor; consulting and professional fees; depreciation; repairs and maintenance on operational assets used in the production of prototypes; testing and modifying product and service capabilities and design; and, other similar costs.

**BASIS OF PRESENTATION:** The Company's independent accountants are including a "going concern" paragraph in their audit report accompanying these financial statements that cautions the users of the Company's financial statements that these statements do not include any adjustments that might result from the outcome of this uncertainty. Furthermore, the "going concern" paragraph states that the Company's ability to continue is also dependent on its ability to, among other things, obtain additional debt and equity financing, identify customers, secure vendors and suppliers, and establish an infrastructure for its operations.

Management continues to actively seek various sources and methods of short and long-term financing and support; however, there can be no assurances that some or all of the necessary financing can be obtained. Management continues to explore alternatives that include seeking strategic investors, lenders and/or technology partners and pursuing other transactions that, if consummated, might ultimately result in the dilution of the interest of the current stockholders.

Because of the nature and extent of the uncertainties, many of which are outside the control of the Company, there can be no assurances that the Company will be able to ultimately consummate planned principal operations or secure the necessary financing.

**PROPERTY AND EQUIPMENT:** Property and equipment are stated at cost. Depreciation and amortization are provided in amounts sufficient to relate the cost of depreciable assets to operations over their estimated service lives. When applicable, leasehold improvements and capital leases are amortized over the lives of respective leases, or the service lives of the improvements, whichever is less.

## Edgar Filing: STARTCALL COM INC - Form 10KSB

The straight-line method of depreciation is used for financial reporting purposes.

The estimated useful lives, of property and equipment, are as follows:

VISATOR, INC. F/K/A STARTCALL.COM, INC.  
NOTES TO FINANCIAL STATEMENTS  
Years Ended December 31, 2002 and 2001

### NOTE A - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued

	YEARS
	-----
Computer equipment, peripherals and software	2-3
Office equipment	3-5
Furniture and fixtures	5-7

Expenditures for renewals and improvements that significantly extend the useful life of an asset are capitalized. The costs of software used in the business operations are capitalized and amortized over their expected useful lives. Expenditures for maintenance and repairs are charged to operations when incurred. When assets are sold or retired, the cost of the asset and the related accumulated depreciation are removed from the accounts and any gain or loss is recognized at such time.

**EARNINGS PER COMMON SHARE:** In calculating earnings per common share, basic earnings per share is computed by dividing net income (loss) by the weighted average number of common shares outstanding, excluding the diluted effects of stock options.

**USE OF ESTIMATES:** In preparing financial statements in conformity with generally accepted accounting principles, 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 expenditures during the reported periods. Actual results could differ materially from those estimates. Estimates may include, but not be limited to, those pertaining to the estimated useful lives of property and equipment and software, determining the estimated net realizable value of receivables, and the realization of deferred tax assets.

**STOCK-BASED COMPENSATION:** The Company will account for stock-based compensation using the intrinsic value method prescribed in Accounting Principles Board Opinion No. 25, "Accounting for Stock Issued to Employees". Compensation costs for stock options, if any, are measured as the excess of the quoted market price of the Company's stock at the date of grant over the amount the employee must pay to acquire the stock. Restricted stock is recorded as compensation costs over the requisite vesting periods based on the market value on the date of grant. Compensation costs for shares issued under performance share plans are recorded based upon the current market value of the Company's stock at the end of each period.

Statement of Financial Accounting Standards ("SFAS") No. 123, "Accounting for Stock-Based Compensation", established accounting and disclosure requirements using a fair-value-based method of accounting for stock-based employee compensation plans. The Company is electing to use APB Opinion No. 25 as its method of accounting and is adopting the disclosure requirements of SFAS No.



Edgar Filing: STARTCALL COM INC - Form 10KSB

123.

VISATOR, INC. F/K/A STARTCALL.COM, INC.  
NOTES TO FINANCIAL STATEMENTS  
Years Ended December 31, 2002 and 2001

NOTE A - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - Continued

The fair value of each option grant is to be estimated on the date of grant using the Black-Scholes option pricing model and certain weighted-average assumptions. As of December 31, 2002 no options have been granted.

RISKS AND UNCERTAINTIES: Management regularly evaluates risks and uncertainties and, when probable that a loss or expense will be incurred, a charge to current period operations is recorded.

Additionally, the Company has agreed, as set forth in its By-Laws, to indemnify to the fullest extent permitted or authorized by current or future legislation, judicial or administrative decision, all past and present employees, agents, directors, officers and representatives against any fine, liability, cost or expense asserted against them or incurred by them in the above capacities.

INCOME TAXES: The Company recognizes deferred tax assets and liabilities based on differences between the financial reporting and tax bases of assets and liabilities using the enacted tax rates and laws that are expected to be recovered. The Company provides a valuation allowance for deferred tax assets for which it does not consider realization of such assets to be more likely than not.

NOTE B - PROPERTY AND EQUIPMENT

At December 31, property and equipment consists of the following:

	2002
	----
Computer equipment, peripherals and software	\$ 34,896
Office equipment	8,162
Less: accumulated depreciation	(41,940)
	-----
TOTAL	\$ 1,118
	=====

NOTE C - STOCKHOLDERS' EQUITY

On September 27, 2002, the stockholders approved an amendment to the Company's Articles of Incorporation pursuant to which the Company will increase the authorized shares of common stock from 50,000,000 to 150,000,000.

On February 4, 2002, the Board of Directors approved an 11-1 forward split of the Company's outstanding stock. At the time of the stock split outstanding common shares totaling 2,207,450 was exchanged for 24,281,950 common shares.

## Edgar Filing: STARTCALL COM INC - Form 10KSB

VISATOR, INC. F/K/A STARTCALL.COM, INC.  
NOTES TO FINANCIAL STATEMENTS  
Years Ended December 31, 2002 and 2001

### NOTE C - STOCKHOLDERS' EQUITY - continued

In October 2002, the Company issued and aggregate of 726,932 shares for consulting services to be rendered. The Company valued these common shares at the fair market value on the issuance date of \$23,278, which will be amortized over the service period.

On December 6, 2002, the Board of Directors approved a 25-1 reverse split of the Company's outstanding stock. At the time of the stock split, outstanding common shares totaling 25,033,882 were exchanged for 1,001,335 common shares. Weighted average shares outstanding for 2001 have been restated to reflect this reverse split.

During December 2002 the Company entered into consulting agreements for investor relation services and business advisory services to be rendered. As compensation for these services the Company issued an aggregate of 18,500,000 shares of common stock to these consultants. The Company valued these common shares at the fair market value on the contract date of \$18,685,000. However, in concurrent with the termination agreement further described in Note H, 16,500,000 of these shares were surrendered to treasury and retired which was recorded as of December 31, 2002 at the issuance cost of \$1.01 per share (the fair market value on the issuance date) aggregating \$16,665,000 that also was recorded as a reduction to deferred consulting fees and additional paid-in capital. The consulting services have not yet been performed. The remaining deferred consulting fees will be amortized over remaining service period.

### NOTE D - STOCK BASED COMPENSATION

The Company will account for stock-based compensation using the intrinsic value method prescribed by Accounting Principles Board Opinion No. 25, "Accounting for Stock Issued to Employees", under which no compensation cost for stock options is recognized for stock option awards granted at or above fair market value. If the compensation expense for the Company's three stock-based plans are determined based upon fair values at the grant dates for awards under these plans in accordance with SFAS No. 123, "Accounting for Stock-Based Compensation", the Company's net earnings and with earnings per share will be reduced to pro forma amounts to be disclosed in the financial statements for the applicable periods.

As of December 31, 2002, the Company has not granted any stock options or rights.

### NOTE E- CONTINGENCIES

GOING CONCERN: As discussed previously in Note A to these financial statements, uncertainties exist with respect to the Company's ability to continue as a going concern.

VISATOR, INC. F/K/A STARTCALL.COM, INC.  
NOTES TO FINANCIAL STATEMENTS  
Years Ended December 31, 2002 and 2001

### NOTE F- EARNINGS (LOSS) PER SHARE OF COMMON STOCK

Statement of Financial Accounting Standards No 128, "Earnings Per Share," requires two presentations of earnings (loss) per share - "basic" and "diluted."

## Edgar Filing: STARTCALL COM INC - Form 10KSB

Basic earnings per share is computed by dividing income available to common stockholders (the numerator) by the weighted-average number of common shares (the denominator) for the period. The computation of diluted earnings (loss) per share is similar to basic earning per share, except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potentially dilutive common shares had been issued. The numerator in calculating both basic and diluted earnings (loss) per share for each period is the reported net income (loss). The denominator is based on the following weighted-average number of common shares outstanding for each of the respective periods:

December 31, 2002	December 30, 2001
-----	-----
4,228,181 =====	971,278 =====

A difference between basic and diluted weighted-average common shares arises from the assumption that dilutive stock options outstanding, if any, are exercised. Stock options and warrants are not included in the diluted earnings (loss) per share calculation when the exercise price is greater than the average market price. The Company does not have any stock options outstanding as of December 31, 2002.

### NOTE G - INCOME TAXES

The Company did not provide any current or deferred US federal or state income tax provision or benefit for any of the periods presented because it has experienced operating losses since inception. The Company has provided a full valuation allowance on the deferred tax asset, consisting primarily of a net operating loss, because of the uncertainty regarding its realizability.

At December 31, 2002 the Company had a net operating loss carryforward of approximately \$570,000. Utilization of these net operating losses, which begin to expire in year 2019, may be subject to certain limitations under section 382 of the Internal Revenue Code of 1986, as amended, and other limitations under state tax laws.

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Significant components of the Company's deferred tax assets at December 31 are approximately as follows:

VISATOR, INC. F/K/A STARTCALL.COM, INC.  
NOTES TO FINANCIAL STATEMENTS  
Years Ended December 31, 2002 and 2001

### NOTE G - INCOME TAXES - continued

	2002	2001
	-----	-----
Net operating loss carryforward	\$ 222,300	\$ 192,500
Valuation allowance for deferred tax assets.	(222,300)	(192,500)

Edgar Filing: STARTCALL COM INC - Form 10KSB

Net deferred tax assets

-----  
\$ --  
=====

-----  
\$ --  
=====

NOTE H - SUBSEQUENT EVENTS

Termination of Stock Purchase Agreement:  
-----

As mentioned in Note A to the Financial Statements, the Company entered into a termination agreement and mutual release in which the parties to the agreements mutually agreed to terminate and deem null and void the Stock Purchase Agreement and Share Exchange and ARN Invest agreed to return the 79,500,000 shares in consideration for the payment of \$20,000. Such shares are disclosed as treasury stock as of December 31, 2002.

Purchase and Sale Agreement:  
-----

Concurrent with the termination agreement described above, management signed a letter of intent and subsequent purchase agreement with Ecovery, Inc. ("Seller") to purchase substantially all of the assets used by Ecovery in conducting its mining business in Nevada. The assets shall include, but not be limited to Seller's accounts receivable, corporate name, trade name, trademarks and logos, mining tenements and any and all mining claims. The Company agreed to transfer the 79,500,000 shares held in treasury and issue an additional 10,500,000 restricted shares.

Pursuant to this letter of intent and agreement, the Company changed its name to GoldSpring, Inc. As of the date of this audit report the Company is currently working to finalize the terms of the Asset Purchase Agreement.

Cancellation of Shareholder Debt:  
-----

In March 2003, in consideration for the issuance of 1,198,726 restricted shares of common stock, certain shareholders of the Company canceled all of the debt and promissory notes and accrued interest owed to them by the Company. At December 31, 2002, these shares were recorded in stockholders equity as shares issuable at an aggregate amount of \$203,897.

VISATOR, INC. F/K/A STARTCALL.COM, INC.  
NOTES TO FINANCIAL STATEMENTS  
Years Ended December 31, 2002 and 2001

NOTE H - SUBSEQUENT EVENTS - continued

Consulting Agreements:  
-----

In March 2003, the Company entered into three consulting agreements whereby the Company issued an aggregate of 24,000,000 shares of stock, with an aggregate offering price of \$2,080,000 (fair market value at the time of the contracts) in exchange for consulting services. Each contract has a term of one year that is renewable by either party.

PART III

ITEM 9. Directors, Executive Officers, Promoters and Control Persons; Compliance

## Edgar Filing: STARTCALL COM INC - Form 10KSB

with Section 16(a) of the Exchange Act.

The members of the Board of Directors of the Company serve until the next annual meeting of stockholders, or until their successors have been elected. The officers serve at the pleasure of the Board of Directors.

The current executive officers, key employees and directors of the Company are as follows:

Name	Age	Position
----	---	-----
John Cook	63	President and Chief Operating Officer and Director
George Poulos	42	Secretary and Director
Leslie Cahan	77	Treasurer and Chief Financial Officer and Director
Antonio Treminio	33	Director of Corporate Development and Director

John Cook has been our President, Chief Executive Officer and a Director since March 2003. He is a professional mining engineer (PEng) with an extensive background in worldwide mining projects and operations. Most recently, he has been involved in the construction of a gravity gold extraction plant in eastern Canada. He is the non-executive Chairman of Anaconda Gold Corp. and is a director of three other public companies. Mr. Cook has previously worked in senior positions with Navan Resources, Goldcorp and Lac Minerals. In all he has more than 40 years experience in the mining industry.

George Poulos has been our Secretary and a Director since March 2003. As our secretary, George Poulos will assist us company with all public company regulatory, compliance and administrative matters. He was most recently the president of another OTC BB that has just completed a major acquisition.

Leslie L. Cahan has been our Treasurer, Chief Financial Officer and Director since March 2003. Mr. Cahan was the former owner of the GoldSpring placer gold claims and will serve as Company treasurer and will oversee the management of the GoldSpring claims. He has owned the claims since 1986 and has been intimately involved in the exploration and development activities over the past 17 years. Mr Cahan has a history of real estate development in U.S.A and Canada.

Antonio Treminio was our President, Chief Executive Officer and a Director since inception. He resigned as President and CEO in December 2002 and was reappointed as interim President in January 2003. In March 2003 he resigned as interim President and was appointed as Director of Corporate Development. As Director of Corporate Development, Mr. Treminio will guide and oversee all aspects of corporate development, branding, investor and shareholder relations for GoldSpring. He brings to GoldSpring a unique blend of technological skill, human relations and business expertise. Educated in Canada, he moved to the United States in 1993 to work with then Dean Witter Reynolds to establish business agreements with Latin American financial institutions.

Compliance with Section 16(a) of the Securities Exchange Act of 1934

## Edgar Filing: STARTCALL COM INC - Form 10KSB

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires our executive officers and directors and persons who own more than 10% of a registered class of our equity securities, to file with the Securities and Exchange Commission (hereinafter referred to as the "Commission") initial statements of beneficial ownership, reports of changes in ownership and annual reports concerning their ownership, of our Common Stock and other equity securities on Forms 3, 4, and 5, respectively. Executive officers, directors and greater than 10% shareholders are required by Commission regulations to furnish us with copies of all Section 16(a) reports they file. To our knowledge, of our executive officers, directors and greater than 10% beneficial owners of its common Stock, have not complied with Section 16(a) filing requirements applicable to them during our most recent fiscal year.

### ITEM 10. EXECUTIVE COMPENSATION

The following table sets forth the cash and non-cash compensation paid by us to our Chief Executive Officer and all other executive officers for services rendered. No salaries are being paid at the present time, and will not be paid unless and until there is available cash flow from operations to pay salaries. There were no grants of options or SAR grants given to any executive officers during the last fiscal year.

#### Annual Compensation

Name and Position	Salary	Bonus	Annual Deferred Salary
-------------------	--------	-------	------------------------

None

### ITEM 11. SECURITIES OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information regarding the beneficial ownership of the shares of Common Stock of the Company as of the date of this disclosure(1), by (i) each person who is known by the Company to be the beneficial owner of more than five percent (5%) of the issued and outstanding shares of common stock, (ii) each of the Company's directors and executive officers, and (iii) all directors and executive officers as a group.

Name and Address	Number of Shares	Percentage Owned(1)
John Cook 347 Bay St Suite 301 Toronto, ON M5H 2R7	0	0
George Poulos 14354 N Frank Lloyd Wright Blvd Suite 4 Scottsdale AZ 85260	0	0

Edgar Filing: STARTCALL COM INC - Form 10KSB

Les Cahan 14354 N Frank Lloyd Wright Blvd Suite 4 Scottsdale AZ 85260	0	0
Antonio Treminio 117 West 58th Street 2I New York, New York 10019	79,862,582	74.16%
All Directors, Officers and 5% Shareholders as a Group	79,862,582	74.16%

(1) Table is based on current outstanding shares of 107,687,346 as of April 14, 2003.

Item 12. Certain Relationships and Related Transactions

We use approximately 700 square feet of leased space in New York located at 117 West 58th Street, 2I, New York, New York. Antonio Treminio, our Director of Corporate Development and principal shareholder has contributed the office space at no charge to us. Item 13. Exhibits and Reports on Form 8-K

ITEM 13. EXHIBITS AND REPORTS ON FORM 8K

(a) The exhibits required to be filed herewith by Item 601 of Regulation S-B, as described in the following index of exhibits, are incorporated herein by reference, as follows:

Exhibit No.	Description
-----	-----
3(i)	Articles of Incorporation filed November 18, 1999 (1)
3(ii)	By-laws (1)

(1) Incorporated herein by reference to the Company's Registration Statement on Form 10-SB.

ITEM 14. CONTROLS AND PROCEDURES

Evaluation of disclosure controls and procedures

Our principal executive officer and principal financial officer evaluated our disclosure controls and procedures (as defined in rule 13a-14(c) and 15d-14(c) under the Securities Exchange Act of 1934, as amended) as of a date within 90 days before the filing of this annual report (the Evaluation Date). Based on that evaluation, our principal executive officer and principal financial officer concluded that, as of the Evaluation Date, the disclosure controls and procedures in place were adequate to ensure that information required to be disclosed by us, including our consolidated subsidiaries, in reports that we file or submit under the Exchange Act, is recorded, processed, summarized and reported on a timely basis in accordance with applicable rules and regulations. Although our principal executive officer and principal financial officer

Edgar Filing: STARTCALL COM INC - Form 10KSB

believes our existing disclosure controls and procedures are adequate to enable us to comply with our disclosure obligations, we intend to formalize and document the procedures already in place and establish a disclosure committee.

Changes in internal controls

-----  
We have not made any significant changes to our internal controls subsequent to the Evaluation Date. We have not identified any significant deficiencies or material weaknesses or other factors that could significantly affect these controls, and therefore, no corrective action was taken.

SIGNATURES

-----  
In accordance with Section 13 or 15(d) of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

GOLDSRING, INC.  
(Registrant)

Date: April 15, 2003

By: /s/ John F. Cook

-----  
John F. Cook, President & CEO

In accordance with the Exchange Act, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Date	Signature	Title
----	-----	-----
April 15, 2003	By: /s/ John Cook ----- JOHN COOK	President, Chief Executive Officer and Director
April 15, 2003	By: /s/ George Poulos ----- GEORGE POULOS	Secretary and Director
April 15, 2003	By /s/ Les Cahan ----- LES CAHAN	Treasurer, Chief Financial Officer and Director
April 15, 2003	By: /s/ Antonio Treminio ----- ANTONIO TREMINIO	Director of Corporate Development and Director

CERTIFICATION OF  
CHIEF EXECUTIVE OFFICER  
PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO SECTION 906 OF THE



# Edgar Filing: STARTCALL COM INC - Form 10KSB

SARBANES-OXLEY ACT OF 2002

I, John Cook certify that:

1. I have reviewed this annual report on Form 10-KSB of Goldspring, Inc.
2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;
3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and have:
  - a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;
  - b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date with 90 days prior to the filing date of this annual report (the "Evaluation Date"); and
  - c) presented in this annual report our conclusions about effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
  - a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors and material weakness in internal controls; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and
6. The registrant's other certifying officers and I have indicated in this annual report whether there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Dated: April 15, 2003

/s/ John Cook

-----  
John Cook  
Chief Executive Officer

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

I, Les Cahan certify that:

1. I have reviewed this annual report on Form 10-KSB of Goldspring, Inc.
2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;
3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and have:
  - a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;
  - b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date with 90 days prior to the filing date of this annual report (the "Evaluation Date"); and
  - c) presented in this annual report our conclusions about effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
  - a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors and material weakness in internal controls; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

Edgar Filing: STARTCALL COM INC - Form 10KSB

6. The registrant's other certifying officers and I have indicated in this annual report whether there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Dated: April 15, 2003

/s/ Les Cahan

-----  
Les Cahan

Chief Financial Officer