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APOGEE ROBOTICS INC  
Form 10QSB  
August 28, 2007

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 10-QSB

(Mark One)

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

For the Quarter Ended March 31, 1998  
OR

( ) TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934 [No Fee Required]

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

Commission File No. 0-12792

APOGEE ROBOTICS, INC.

-----  
(Name of small business Issuer)

COLORADO

84-0916585

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

-----  
(IRS Employer Identification No.)

330 Clematis Street, Suite 217  
West Palm Beach, Florida

33401

-----  
(Address of Principal Executive Offices)

-----  
Zip Code

(800) 341-2684

-----  
Issuer's telephone number

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]

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act) YES [X] NO [ ]

APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PAST FIVE YEARS

Check whether the registrant has filed all reports required to be filed by Section 12, 13 or 15(d) of the Exchange Act after the distribution of securities under a plan confirmed by a court. YES [ ] NO [ ]

APPLICABLE ONLY TO CORPORATE ISSUERS

State the number of shares outstanding of each of the issuer's classes of common

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equity, as of the latest practicable date. 49,695,022 as of August 27, 2007

Transitional Small Business Disclosure Format (check one) Yes [ ] No [X]

APOGEE ROBOTICS, INC.  
FORM 10-QSB FOR PERIOD ENDING JUNE 30, 1997

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PART I

ITEM 1. FINANCIAL STATEMENTS

Apogee Robotics, Inc.  
(As Successor)  
Balance Sheets  
(unaudited)

March 31,  
1998

-----

ASSETS

|                     |    |   |
|---------------------|----|---|
| Current assets      |    |   |
| Cash                | \$ | 0 |
| Accounts receivable |    | 0 |

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|                      |       |   |
|----------------------|-------|---|
| Inventory            |       | 0 |
| Prepaid expenses     |       | 0 |
|                      | ----- |   |
| Total current assets |       | 0 |
|                      | ----- |   |
| Total Assets         | \$    | 0 |
|                      | ----- |   |

LIABILITIES AND STOCKHOLDERS' DEFICIENCY

|   |       |          |
|---|-------|----------|
| Current liabilities:                            |       |          |
| Accounts payable-trade                          | \$    | 0        |
| Accrued expenses                                |       | 20,000   |
| Notes payable -related parties                  |       | 0        |
|   | ----- |          |
| Total current liabilities                       |       | 20,000   |
| Liabilities subject to compromise               |       | 0        |
| Stockholders' Deficiency:                       |       |          |
| Common stock-50,000,000 authorized no par value |       |          |
| 18,195,022 issued & outstanding                 |       | 0        |
| Accumulated Deficit                             |       | (20,000) |
|   | ----- |          |
| Total Stockholders' Deficiency                  |       | (20,000) |
|   | ----- |          |
| Total Liabilities & Stockholders' Deficiency    | \$    | 0        |
|   | ----- |          |

See Notes to Interim Financial Statements

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Apogee Robotics Inc.  
(As Successor)  
Statement of Operations  
(unaudited)

|  | Three Months Ended March 31, |          |
|--|------------------------------|----------|
|  | 1998                         | 1997     |
|  | -----                        | -----    |
| Revenue  | \$ 0                         | \$ 0     |
| Costs & Expenses:  |                              |          |
| Costs of goods sold  | 0                            | 0        |
| General & administrative   | 0                            | 21,672   |
| Interest   | 0                            | 0        |
|  | -----                        | -----    |
| Total Costs & Expenses   | 0                            | 21,672   |
| Loss from continuing operations before income taxes,<br>extraordinary gain and discontinued operations | 0                            | (21,672) |
| Extraordinary gain from extinguishment of debt   | 0                            | 0        |
|  | -----                        | -----    |

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|  |            |            |
|--|------------|------------|
| Loss from continuing operations before discontinued operations | 0          | (21,672)   |
| Discontinued operations:                                       |            |            |
| Gain on disposal of assets used in discontinued operations     | 0          | 61,589     |
| Income from discontinued operations                            | 0          | 61,589     |
| Net Income   | \$ 0       | \$ 39,917  |
| Preferred stock dividends                                      | 0          | 0          |
| Net income (loss) available to common shareholders             | \$ 0       | \$ 39,917  |
| Basic and diluted per share amounts:                           |            |            |
| Continuing operations  | \$ 0.00    | \$ 0.00    |
| Discontinued operations  | \$ 0.00    | \$ 0.00    |
| Basic and diluted net income (loss)                            | \$ 0.00    | \$ 0.00    |
| Weighted average shares outstanding (basic & diluted)          | 18,195,022 | 18,195,022 |

See Notes to Interim Financial Statements

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Apogee Robotics, Inc.  
(As Successor)  
Statement of Cash Flows  
(unaudited)

|  | Nine Months Ended March 31, |            |
|--|-----------------------------|------------|
|  | 1998                        | 1997       |
| Cash flows from operating activities:  |                             |            |
| Net Income (loss)  | \$ 0                        | (\$41,886) |
| Adjustments required to reconcile net loss to cash used in operating activities: |                             |            |
| Gain from discontinued operations  | 0                           | 0          |
| (Increase) decrease in current assets  | 0                           | 20,064     |
| Increase (decrease) in accounts payable & accrued expenses                       | 0                           | (18,438)   |
| Cash flows used by operating activities:   | 0                           | (40,260)   |
| Cash flows from investing activities:  |                             |            |
| Proceeds from sale of other assets   | 0                           | 186,687    |
| Cash used in investing activities  | 0                           | 186,687    |
| Change in cash   | 0                           | 146,427    |
| Cash-beginning of period   | 0                           | 103,920    |

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|                    |    |   |    |         |
|--------------------|----|---|----|---------|
| Cash-end of period | \$ | 0 | \$ | 250,347 |
|--------------------|----|---|----|---------|

See Notes to Interim Financial Statements

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## APOGEE ROBOTICS, INC. NOTES TO UNAUDITED INTERIM FINANCIAL STATEMENTS

### 1. BASIS OF PRESENTATION

Apogee Robotics, Inc. ("Apogee" or the "Company") was founded as a Colorado corporation on June 29, 1983 and was reinstated by Colorado on March 15, 2007. Prior to filing for Chapter 11 bankruptcy on December 9, 1994, Apogee developed advanced material handling systems utilizing automatic guided vehicle systems ("AGVS"), for use in manufacturing plants, warehouses, offices and other facilities. Apogee's AGVS were computer or microprocessor controlled, driverless vehicles equipped with various material handling devices to automatically transport materials for pick-up to various destinations under the supervision of computer systems.

For at least the past approximate ten years, the registrant has not engaged in any business operations, and has not filed the Exchange Act reports required by the Securities and Exchange Commission since the quarter ended March 31, 1997. In addition, on or about April 1, 1998 the Colorado Secretary of State revoked the registrant's corporate charter. Accordingly, the registrant had abandoned its business.

The Financial Statements presented herein have been prepared by us in accordance with the accounting policies described in our June 30, 1997 Annual Report on Form 10-KSB and should be read in conjunction with the Notes to Consolidated Financial Statements which appear in that report.

The preparation of these financial statements in conformity with accounting principles generally accepted in the United States requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. On an on going basis, we evaluate our estimates, including those related intangible assets, income taxes, insurance obligations and contingencies and litigation. We base our estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other resources. Actual results may differ from these estimates under different assumptions or conditions.

In the opinion of management, the information furnished in this Form 10-QSB reflects all adjustments necessary for a fair statement of the financial position and results of operations and cash flows as of and for the three and nine-month periods ended March 31, 1998 and 1997. All such adjustments are of a normal recurring nature. The Consolidated Financial Statements have been prepared in accordance with the instructions to Form 10-QSB and therefore do not include some information and notes necessary to conform with annual reporting requirements.

"FRESH START" ACCOUNTING: On June 17, 1997 all assets were transferred to the

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Chapter 7 trustee in settlement of all outstanding corporate obligations. We adopted "fresh-start" accounting as of June 18, 1997 in accordance with procedures specified by AICPA Statement of Position ("SOP") No. 90-7, "Financial Reporting by Entities in Reorganization under the Bankruptcy Code."

All results for periods subsequent to June 17, 1997 are referred to as those of the "Successor Company".

In accordance with SOP No. 90-7, the reorganized value of the Company was allocated to the Company's assets based on procedures specified by SFAS No. 141, "Business Combinations". Each liability existing at the plan sale date, other than deferred taxes, was stated at the present value of the amounts to be paid at appropriate market rates. It was determined that the Company's reorganization value computed immediately before June 17, 1997 was \$0. We adopted "fresh-start" accounting because holders of existing voting shares immediately before filing and confirmation of the sale received less than 50% of the voting shares of the emerging entity and its reorganization value is less than its post-petition liabilities and allowed claims.

### 2. COURT PROCEEDINGS:

On June 17, 1997, the Registrant filed a voluntary Chapter 11 petition under the U.S. Bankruptcy Code in the U.S. Bankruptcy Court District of Colorado was converted to Chapter 7 (case no. 94-22193). On March 05, 2007 this Chapter 7 bankruptcy was closed by the U.S. Bankruptcy Court District of Colorado.

On February 6, 2007, Larimer County Court, Colorado approved an Order granting the custodianship of the company to CSII . The appointment requires the custodian to continue the business of the corporation and not to liquidate its affairs or distribute its assets. The material terms of the transaction confirmed by the Larimer County Court generally authorize CSII to appoint new members to the Registrant's board of directors and to take any and all actions on behalf of the Company permitted by Colorado Statutes Section 7-114-303, including actions to:

- settle affairs, collect outstanding debts, sell and convey property, real and personal
- demand, sue for, collect, receive and take into his or their possession all the goods and chattels, rights and credits, moneys and effects, lands and tenements, books, papers, choses in action, bills, notes and property, of every description of the corporation
- institute suits at law or in equity for the recovery of any estate, property, damages or demands existing in favor of the corporation
- exercise the rights and authority of a Board of Directors and Officers in accordance with state law, the articles and bylaws

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The accounts of the former subsidiaries were not included and have not been carried forward.

RESULTANT CHANGE IN CONTROL: On March 16, 2007 Apogee issued 31,500,000 shares to CSII or 63% of outstanding common shares. In connection with the Order confirming custodianship of the company to CSII approved on February 6, 2007, Michael Anthony became our sole director on March 15, 2007.

Mr. Anthony is the managing member of CSII and has sole voting and dispositive control.

### 3. EARNINGS/LOSS PER SHARE

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Basic earnings per share is computed by dividing income available to common shareholders (the numerator) by the weighted-average number of common shares outstanding (the denominator) for the period. Diluted earnings per share assume that any dilutive convertible securities outstanding were converted, with related preferred stock dividend requirements and outstanding common shares adjusted accordingly. It also assumes that outstanding common shares were increased by shares issuable upon exercise of those stock options for which market price exceeds the exercise price, less shares which could have been purchased by us with the related proceeds. In periods of losses, diluted loss per share is computed on the same basis as basic loss per share as the inclusion of any other potential shares outstanding would be anti-dilutive.

#### 4. NEW ACCOUNTING STANDARDS

Variable Interest Entities: In January 2003, the FASB issued Interpretation No. 46, "Consolidation of Variable Interest Entities, an interpretation of ARB 51" ("FIN 46"). The primary objectives of FIN 46 were to provide guidance on the identification of entities for which control is achieved through means other than through voting rights and how to determine when and which business enterprise should consolidate the variable interest entity ("VIE"). We adopted FIN 46 on July 1, 2003. The implementation of FIN 46 did not have an impact on the earnings or financial position of the Company.

#### ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATIONS

The following presentation of management's discussion and analysis of the Company's financial condition and results of operations should be read in conjunction with the Company's consolidated financial statements, the accompanying notes thereto and other financial information appearing elsewhere in this report. This section and other parts of this report contain forward-looking statements that involve risks and uncertainties. The Company's actual results may differ significantly from the results discussed in the forward-looking statements.

#### History

Apogee Robotics, Inc. ("Apogee" or the "Company") was founded in 1983 for the purpose of developing advanced material handling systems utilizing automatic guided vehicle systems ("AGVS"), for use in manufacturing plants, warehouses, offices and other facilities. Apogee's AGVS were computer or microprocessor controlled, driverless vehicles equipped with various material handling devices to automatically transport materials for pick-up to various destinations under the supervision of computer systems.

On December 9, 1994 the Company and its wholly owned subsidiary AGV Acquisitions, Inc. filed voluntary Chapter 11 petitions under the U.S. Bankruptcy Code in the U.S. Bankruptcy Court for the District of Colorado (case nos. 94-22194-MSK and 94-22193-CEM) which cases were Jointly Administered. On June 17, 1997 the cases were converted to a Chapter 7 bankruptcy. As a result of the filing, all of our properties were transferred to a United States Trustee and we terminated all of our business operations. The Bankruptcy Trustee has disposed of all of the assets. On February 24, 2006 this Chapter 7 bankruptcy was closed by the U.S. Bankruptcy Court District of Colorado. On September 7, 2006 a Motion to Reopen Chapter 7 case was filed by the Trustee, which motion was granted, however the Motion was withdrawn in February 2007 and the case re-closed on March 5, 2007.

As a result of Apogee's bankruptcy filing on December 9, 1994, all development of AGVS technology and products, as well as all manufacturing, sales and marketing, were terminated

As a consequence of Apogee's inability to maintain listing requirements,

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the Company was delisted by NASDAQ on February 7, 1995.

For at least the past approximate ten years, the registrant has not engaged in any business operations, and has not filed the reports required by the Securities and Exchange Commission since the quarter ended March 31, 1997. In addition, on or about April 1, 1998 the Colorado Secretary of State revoked the registrant's corporate charter. Accordingly, the registrant had abandoned its business.

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Pursuant to its Order dated February 6, 2007 (the "Order"), the District Court, Larimer County, Colorado appointed Corporate Services International, Inc. custodian of the registrant for the purposes of appointing new officers and directors. The Order granted Corporate Services International, Inc. the full authority to conduct the affairs of the Registrant as stated in C.R.S.A. ss. 7-114-303(3)(II)(b) which allows the Custodian to exercise all powers of the Board of Directors and Officers. Corporate Services International, Inc. is a personal services corporation for which Michael Anthony is the sole shareholder, officer and director.

In accordance with the Order, and in furtherance of the purposes thereof, Corporate Services International appointed Michael Anthony as sole interim Director and President. In addition, the Registrant hired Corporate Services International for the purpose of assisting the Registrant in its efforts to salvage value for the benefit of its shareholders, including assisting in the preparation of all delinquent Securities Exchange Act filings. Corporate Services International has also agreed to advise the Registrant as to potential business combinations.

On March 16, 2007 Corporate Services International agreed to contribute a total of \$40,000 as paid in capital to the Registrant in exchange for 31,500,000 shares of restricted common stock. The registrant is to use these funds to pay the costs and expenses necessary to revive the registrant's business operations. Such expenses include, without limitation, fees to reinstate the registrant's corporate charter with the state of Colorado; payment of all past due franchise taxes; settling all past due accounts with the registrant's transfer agent; accounting and legal fees; costs associated with bringing the registrant current with its filings with the Securities and Exchange Commission, etc.

As of August 27, 2007, Apogee Robotics is not in negotiations with, nor does it have any agreements with any potential merger candidate.

### Current Business Plan

Apogee Robotics is a shell company in that it has no or nominal operations and either no or nominal assets. At this time, Apogee Robotics's purpose is to seek, investigate and, if such investigation warrants, acquire an interest in business opportunities presented to it by persons or firms who or which desire to seek the perceived advantages of an Exchange Act registered corporation. The Company will not restrict its search to any specific business, industry, or geographical location and the Company may participate in a business venture of virtually any kind or nature. This discussion of the proposed business is purposefully general and is not meant to be restrictive of the Company's virtually unlimited discretion to search for and enter into potential business opportunities. Management anticipates that it may be able to participate in only one potential business venture because the Company has nominal assets and limited financial resources. This lack of diversification should be considered a substantial risk to shareholders of the Company because it will not permit the Company to offset potential losses from one venture against gains from another.



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Apogee Robotics's common stock has been subject to quotation on the pink sheets. There is not currently an active trading market in the Company's shares nor do we believe that any active trading market has existed for several years. In the event that an active trading market commences, there can be no assurance as to the market price of our shares of common stock, whether any trading market will provide liquidity to investors, or whether any trading market will be sustained.

Management has substantial flexibility in identifying and selecting a prospective new business opportunity. Apogee Robotics would not be obligated nor does management intend to seek pre-approval by our shareholders.

Apogee Robotics may seek a business opportunity with entities which have recently commenced operations, or which wish to utilize the public marketplace in order to raise additional capital in order to expand into new products or markets, to develop a new product or service, or for other corporate purposes. Apogee Robotics may acquire assets and establish wholly owned subsidiaries in various businesses or acquire existing businesses as subsidiaries.

Apogee Robotics intends to promote itself privately. The Company has not yet begun such promotional activities. The Company anticipates that the selection of a business opportunity in which to participate will be complex and risky. Due to general economic conditions, rapid technological advances being made in some industries and shortages of available capital, management believes that there are numerous firms seeking the perceived benefits of a publicly registered corporation. Such perceived benefits may include facilitating or improving the terms on which additional equity financing may be sought, providing liquidity for incentive stock options or similar benefits to key employees, providing liquidity (subject to restrictions of applicable statutes), for all shareholders, and other factors. Potentially, available business opportunities may occur in many different industries and at various stages of development, all of which will make the task of comparative investigation and analysis of such business opportunities difficult and complex.

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Apogee Robotics has, and will continue to have, little or no capital with which to provide the owners of business opportunities with any significant cash or other assets. On June 30, 2007 Apogee Robotics had a cash balance of \$0. However, management believes the Company will be able to offer owners of acquisition candidates the opportunity to acquire a controlling ownership interest in a publicly registered company without incurring the cost and time required to conduct an initial public offering. The owners of the business opportunities will, however, incur significant legal and accounting costs in connection with the acquisition of a business opportunity, including the costs of preparing Form 8K's, 10K's or 10KSB's, agreements and related reports and documents. The Securities Exchange Act of 1934 (the "34 Act"), specifically requires that any merger or acquisition candidate comply with all applicable reporting requirements, which include providing audited financial statements to be included within the numerous filings relevant to complying with the '34 Act. The officer and director of Apogee Robotics has not conducted market research and is not aware of statistical data which would support the perceived benefits of a merger or acquisition transaction for the owners of a business opportunity.

The analysis of new business opportunities will be undertaken by, or under the supervision of, the officer and director of the Company with such outside assistance as he may deem appropriate. Management intends to concentrate on identifying preliminary prospective business opportunities, which may be brought to its attention through present associations of the Company's officer and director. In analyzing prospective business opportunities, management will consider such matters as the available technical, financial and managerial

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resources; working capital and other financial requirements; history of operations, if any; prospects for the future; nature of present and expected competition; the quality and experience of management services which may be available and the depth of that management; the potential for further research, development, or exploration; specific risk factors not now foreseeable but which then may be anticipated to impact the proposed activities of the Company; the potential for growth or expansion; the potential for profit; the perceived public recognition of acceptance of products, services, or trades; name identification; and other relevant factors. Management of Apogee Robotics expects to meet personally with management and key personnel of the business opportunity as part of the investigation. To the extent possible, the Company intends to utilize written reports and investigation to evaluate the above factors. The Company will not acquire or merge with any company for which audited financial statements are not available.

The foregoing criteria are not intended to be exhaustive and there may be other criteria that management may deem relevant. In connection with an evaluation of a prospective or potential business opportunity, management may be expected to conduct a due diligence review.

The Officer of Apogee Robotics has limited experience in managing companies similar to the Company and shall mainly rely upon his own efforts, in accomplishing the business purposes of the Company. The Company may from time to time utilize outside consultants or advisors to effectuate its business purposes described herein. No policies have been adopted regarding use of such consultants or advisors, the criteria to be used in selecting such consultants or advisors, the services to be provided, the term of service, or regarding the total amount of fees that may be paid. However, because of the limited resources of the Company, it is likely that any such fee the Company agrees to pay would be paid in stock and not in cash.

The Company will not restrict its search for any specific kind of firm, but may acquire a venture which is in its preliminary or development stage, which is already in operation, or in essentially any stage of its corporate life. It is impossible to predict at this time the status of any business in which the Company may become engaged, in that such business may need to seek additional capital, may desire to have its shares publicly traded, or may seek other perceived advantages which the Company may offer. However, Apogee Robotics does not intend to obtain funds in one or more private placements or public offerings to finance the operation of any acquired business opportunity until such time as the Company has successfully consummated such a merger or acquisition.

The time and costs required to pursue new business opportunities, which includes negotiating and documenting relevant agreements and preparing requisite documents for filing pursuant to applicable securities laws, can not be ascertained with any degree of certainty.

Management intends to devote such time as it deems necessary to carry out the Company's affairs. The exact length of time required for the pursuit of any new potential business opportunities is uncertain. No assurance can be made that we will be successful in our efforts. We cannot project the amount of time that our management will actually devote to our plan of operation.

Apogee Robotics intends to conduct its activities so as to avoid being classified as an "Investment Company" under the Investment Company Act of 1940, and therefore avoid application of the costly and restrictive registration and other provisions of the Investment Company Act of 1940 and the regulations promulgated thereunder.

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Apogee Robotics is a Blank Check Company

At present, Apogee Robotics is a development stage company with no revenues and has no specific business plan or purpose. Apogee Robotics's business plan is to seek new business opportunities or to engage in a merger or acquisition with an unidentified company. As a result, Apogee Robotics is a blank check company and any offerings of our securities needs to comply with Rule 419 under the Act. Apogee Robotics has no current plans to engage in any such offerings.

Apogee Robotics's Common Stock is a Penny Stock

Apogee Robotics's common stock is a "penny stock," as defined in Rule 3a51-1 under the Exchange Act. The penny stock rules require a broker-dealer, prior to a transaction in a penny stock not otherwise exempt from the rules, to deliver a standardized risk disclosure document that provides information about penny stocks and the nature and level of risks in the penny stock market. The broker-dealer also must provide the customer with current bid and offer quotations for the penny stock, the compensation of the broker-dealer and its sales person in the transaction, and monthly account statements showing the market value of each penny stock held in the customer's account. In addition, the penny stock rules require that the broker-dealer, not otherwise exempt from such rules, must make a special written determination that the penny stock is suitable for the purchaser and receive the purchaser's written agreement to the transaction. These disclosure rules have the effect of reducing the level of trading activity in the secondary market for a stock that becomes subject to the penny stock rules. So long as the common stock of Apogee Robotics is subject to the penny stock rules, it may be more difficult to sell our common stock.

Acquisition of Opportunities

Management owns 31,501,000 shares or 63.39% of the total issued and outstanding shares of Apogee Robotics. As a result, management will have substantial flexibility in identifying and selecting a prospective new business opportunity. In implementing a structure for a particular business acquisition, the Company may become a party to a merger, consolidation, reorganization, joint venture, or licensing agreement with another corporation or entity. It may also acquire stock or assets of an existing business. On the consummation of a transaction, it is probable that the present management and shareholders of the Company will no longer be in control of the Company. In addition, the Company's directors may, as part of the terms of the acquisition transaction, resign and be replaced by new directors without a vote of the Company's shareholders or may sell their stock in the Company. Any and all such sales will only be made in compliance with the securities laws of the United States and any applicable state.

It is anticipated that any securities issued in any such reorganization would be issued in reliance upon an exemption from registration under applicable federal and state securities laws. In some circumstances, however, as a negotiated element of its transaction, the Company may agree to register all or a part of such securities immediately after the transaction is consummated or at specified times thereafter. If such registration occurs, of which there can be no assurance, it will be undertaken by the surviving entity after the Company has successfully consummated a merger or acquisition.

As part of Apogee Robotics's investigation, the officer and director of the Company may personally meet with management and key personnel, may visit and inspect material facilities, obtain analysis and verification of certain information provided, check references of management and key personnel, and take other reasonable investigative measures, to the extent of the Company's limited financial resources and management expertise.

With respect to any merger or acquisition, negotiations with target company management are expected to focus on the percentage of the Company which the target company shareholders would acquire in exchange for all of their shareholdings in the target company. Depending upon, among other things, the target company's assets and liabilities, the Company's shareholders will in all likelihood hold a substantially lesser percentage ownership interest in the Company following any merger or acquisition. The percentage ownership may be subject to significant reduction in the event the Company acquires a target company with substantial assets. Any merger or acquisition effected by the Company can be expected to have a significant dilutive effect on the percentage of shares held by the Company's then shareholders.

Apogee Robotics will participate in a business opportunity only after the negotiation and execution of appropriate written agreements. Although the terms of such agreements cannot be predicted, generally such agreements will require some specific representations and warranties by all of the parties thereto, will specify certain events of default, will detail the terms of closing and the conditions which must be satisfied by each of the parties prior to and after such closing, will outline the manner of bearing costs, including costs associated with the Company's attorneys and accountants, will set forth remedies on default and will include miscellaneous other terms.

Apogee Robotics does not intend to provide it's security holders with any complete disclosure documents, including audited financial statements, concerning an acquisition or merger candidate and its business prior to the consummation of any acquisition or merger transaction.

#### Conflicts of Interest

Our management is not required to commit his full time to our affairs. As a result, pursuing new business opportunities may require a greater period of time than if he would devote his full time to our affairs. Management is not precluded from serving as an officer or director of any other entity that is engaged in business activities similar to those of Apogee Robotics, though management is not currently serving in such a position. Management has not identified and is not currently negotiating a new business opportunity for us. In the future, management may become associated or affiliated with entities engaged in business activities similar to those we intend to conduct. In such event, management may have conflicts of interest in determining to which entity a particular business opportunity should be presented. In general, officers and directors of a Colorado corporation are required to present certain business opportunities to such corporation. In the event that our management has multiple business affiliations, he may have similar legal obligations to present certain business opportunities to multiple entities. In the event that a conflict of interest shall arise, management will consider factors such as reporting status, availability of audited financial statements, current capitalization and the laws of jurisdictions. If several business opportunities or operating entities approach management with respect to a business combination, management will consider the foregoing factors as well as the preferences of the management of the operating company. However, management will act in what he believes will be in the best interests of the shareholders of Apogee Robotics and other respective public companies. Apogee Robotics shall not enter into a transaction with a target business that is affiliated with management.

#### COMPETITION

Apogee Robotics will remain an insignificant participant among the firms which engage in the acquisition of business opportunities. There are many

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established venture capital and financial concerns which have significantly greater financial and personnel resources and technical expertise than the Company. In view of Apogee Robotics's combined extremely limited financial resources and limited management availability, the Company will continue to be at a significant competitive disadvantage compared to the Company's competitors

### EMPLOYEES

Apogee Robotics currently has no employees. The business of the Company will be managed by its sole officer and director and such officers or directors which may join the Company in the future, who may become employees of the Company. The Company does not anticipate a need to engage any fulltime employees at this time.

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### OVERVIEW

Our current activities are related to seeking a new business opportunities. We will use our limited personnel and financial resources in connection with such activities. It may be expected that pursuing a new business opportunity will involve the issuance of restricted shares of common stock. At March 31, 1998 we had no cash assets and current liabilities of \$20,000. At June 30, 2007 we had no cash assets. At June 30, 2007 the Company had current liabilities of \$35,000.

We had no revenues in either the year end June 30, 1996 or June 30, 1997 nor have we had any revenues since that time. We had no revenues in any quarter from June 30, 1996 through June 30, 1997. In addition, as we had no operations, we had no operating expenses for the quarter ended March 31, 1998. We had no operating expenses for the fiscal years June 30, 1997 through June 30, 2006 nor any quarter contained therein We incurred operating expenses in the amount of \$23,506 for the fiscal year end June 30, 2007 comprised of transfer agent fees, accounting fees, legal fees and miscellaneous general and administrative fees.

### CONTINUING OPERATIONS, LIQUIDITY AND CAPITAL RESOURCES

During the fiscal period ended June 30, 2007, we received \$40,000 through the sale of 31,500,000 restricted shares to Corporate Services International, Inc. an entity owned and controlled by our officer and director, Michael Anthony. Mr. Anthony has paid \$8,506 and will pay the balance of \$31,494 on or before September 15, 2007. While we are dependent upon interim funding provided by management to pay professional fees and expenses, we have no written finance agreement with management to provide any continued funding. Moreover, as of June 30, 2007 the Company had accounts payable of \$35,000. Although we believe management will continue to fund the Company on an as needed basis, we do not have a written agreement requiring such funding. In addition, future management funding, will more than likely be in the form of loans, for which the Company will be liable to pay back.

The Board of Directors of the Company has determined that the best course of action for the Company is to complete a business combination with an existing business. The Company has limited liquidity or capital resources. In the event that the Company cannot complete a merger or acquisition and cannot obtain capital needs for ongoing expenses, including expenses related to maintaining compliance with the Securities laws and filing requirements of the Securities Exchange Act of 1934, the Company could be forced to cease operations.

Apogee Robotics currently plans to satisfy its cash requirements for the next 12 months by borrowing from its officer and director or companies affiliated with its officer and director and believes it can satisfy its cash

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requirements so long as it is able to obtain financing from these affiliated entities. Apogee Robotics currently expects that money borrowed will be used during the next 12 months to satisfy the Company's operating costs, professional fees and for general corporate purposes. The Company may explore alternative financing sources, although it currently has not done so.

Apogee Robotics will use its limited personnel and financial resources in connection with seeking new business opportunities, including seeking an acquisition or merger with an operating company. It may be expected that entering into a new business opportunity or business combination will involve the issuance of a substantial number of restricted shares of common stock. If such additional restricted shares of common stock are issued, the shareholders will experience a dilution in their ownership interest in the Company. If a substantial number of restricted shares are issued in connection with a business combination, a change in control may be expected to occur.

In connection with the plan to seek new business opportunities and/or effecting a business combination, the Company may determine to seek to raise funds from the sale of restricted stock or debt securities. The Company has no agreements to issue any debt or equity securities and cannot predict whether equity or debt financing will become available at acceptable terms, if at all.

There are no limitations in the certificate of incorporation on the Company's ability to borrow funds or raise funds through the issuance of restricted common stock to effect a business combination. The Company's limited resources and lack of recent operating history may make it difficult to borrow funds or raise capital. Such inability to borrow funds or raise funds through the issuance of restricted common stock required to effect or facilitate a business combination may have a material adverse effect on the Company's financial condition and future prospects, including the ability to complete a business combination. To the extent that debt financing ultimately proves to be available, any borrowing will subject the Company to various risks traditionally associated with indebtedness, including the risks of interest rate fluctuations and insufficiency of cash flow to pay principal and interest, including debt of an acquired business.

The Company currently has no plans to conduct any research and development or to purchase or sell any significant equipment. The Company does not expect to hire any employees during the next 12 months.

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### OFF BALANCE SHEET ARRANGEMENTS

None.

### ITEM 3. CONTROLS AND PROCEDURES

The chief executive officer and chief financial officer of the Company, after conducting an evaluation of the effectiveness of the design and operation of the Company's disclosure controls and procedures as of June 30, 2007, has concluded that the Company's disclosure controls and procedures were effective to ensure that information required to be disclosed by it in its reports filed or submitted under the Securities Exchange Act of 1934 (the "Exchange Act") is recorded, processed summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission (the "SEC"). There were no significant changes in the Company's internal controls or in other factors that could significantly affect these controls subsequent to that evaluation, and there were no significant deficiencies or material weaknesses in such controls requiring corrective actions.

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## PART II

### ITEM 1. LEGAL PROCEEDINGS

On December 9, 1994 the Company and its wholly owned subsidiary AGV Acquisitions, Inc. filed voluntary Chapter 11 petitions under the U.S. Bankruptcy Code in the U.S. Bankruptcy Court for the District of Colorado (case nos. 94-22194-MSK and 94-22193-CEM) which cases were Jointly Administered. On June 17, 1997 the cases were converted to a Chapter 7 bankruptcy. As a result of the filing, all of our properties were transferred to a United States Trustee and we terminated all of our business operations. The Bankruptcy Trustee has disposed of all of the assets. On February 24, 2006 this Chapter 7 bankruptcy was closed by the U.S. Bankruptcy Court District of Colorado. On September 7, 2006 a Motion to Reopen Chapter 7 case was filed by the Trustee, which motion was granted, however the Motion was withdrawn in February 2007 and the case re-closed on March 5, 2007.

Pursuant to its Order dated February 6, 2007 (the "Order"), the District Court, Larimer County, Colorado appointed Corporate Services International, Inc. custodian of the registrant for the purposes of appointing new officers and directors. The Order granted Corporate Services International, Inc. full authority to conduct the affairs of the Registrant as stated in C.R.S.A. ss. 7-114-303(3)(II)(b) which allows the Custodian to exercise all powers of the Board of Directors and Officers. Corporate Services International, Inc. is a personal services corporation for which Michael Anthony is the sole shareholder, officer and director.

### ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

On March 16, 2007 Corporate Services International purchased, for a total of \$40,000 as paid in capital to the Registrant, 31,500,000 shares of restricted common stock. The registrant is to use these funds to pay the costs and expenses necessary to revive the registrant's business operations. Such expenses include, without limitation, fees to reinstate the registrant's corporate charter with the state of Colorado; payment of all past due franchise taxes; settling all past due accounts with the registrant's transfer agent; accounting and legal fees; costs associated with bringing the registrant current with its filings with the Securities and Exchange Commission, etc.

Michael Anthony is the sole officer and director of Corporate Services International and is the registrant's sole officer and director.

The Company relied upon the exemption under Section 4(2) of the Securities Act of 1933 in making the sale of securities.

### ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

### ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

Not Applicable.

### ITEM 5. OTHER INFORMATION

None.

### ITEM 6. EXHIBITS

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a) Financial Statements and Schedules. The following financial statements and schedules for the Company for the quarters ended September 30, 1996 and September 30, 1997 are filed as part of this report.

(1) Financial statements of Apogee Robotics, Inc..

(2) Financial Statement Schedules:

All schedules are omitted because they are not applicable or the required information is shown in the financial statements or notes thereto.

(3) Exhibits

### EXHIBIT INDEX

| Exhibit No. | Description of Exhibits   |   |
|-------------|---|---|
| -----       | -----   |   |
| (a)         | Exhibits  |   |
| 3           | (a) Articles of Incorporation   | Incorporated by reference to Exhibit 3(a) to the Company's Registration Statement on Form S-18, Registration No. 2-87181-D. |
|             | (b) Amended Articles  | Incorporated by reference to Exhibit 3(c) of the Company's Registration Statement, Registration No. 33-7805.                |
|             | (c) Bylaws  | Incorporated by reference to Exhibit 3(b) to the Company's Registration Statement on Form S-18, Registration No. 2-87181-D. |
|             | (d) Amended Bylaws  | Incorporated by reference to Exhibit 3(d) to the Company's Registration Statement, Registration No. 33-7805.                |
| 10          | (a) Asset Purchase Agreement Between FMC Corporation and Apogee   | Filed as Exhibit 10(j) to the Company's report on Form 10-K dated January 29, 1996.   |
|             | (k) Settlement Agreement between SI and Apogee  | Filed as Exhibit 10(k) to the Company's report on Form 10-K dated January 29, 1996.   |
| 31.1        | Certification of the Chief Executive Officer and Chief Financial Officer of the Company pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |   |
| 32.1        | Certification of the Chief Executive Officer and Chief Financial Officer of the Company pursuant to Section 906 of the Sarbanes Oxley Act of 2002 |   |

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### SIGNATURES

In accordance with Section 13 or 15(d) 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.



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Date: August 28, 2007

APOGEE ROBOTICS, INC.

By: /s/ Michael Anthony

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Name: Michael Anthony

Title: Chief Executive Officer

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