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WENTWORTH III INC
Form 8-K/A
November 08, 2002

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K/A

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

October 25, 2002

Date of Report (Date of earliest event reported)

Commission file number 333-75044

WENTWORTH III, INC.

(Exact name of registrant as specified in its charter)

DELAWARE

84-1588927

(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)

650 South Cherry Street, Suite 420, Denver, CO, 80246

(Address of principal executive offices) (Zip Code)

(303) 320-1870

(Registrant's telephone number, including area code)

(a) On October 25, 2002, Wentworth III, Inc. (the "Company") dismissed Goldstein Golub Kessler LLP ("GGK") as its independent certified public accountants. The decision was approved by the Board of Directors of the Company.

During the most recent fiscal year (which was the first year of the Company's operation), the accountant's reports on the financial statements contained no adverse opinions or disclaimers of opinion, nor were they modified as to audit scope or accounting principles. The accountant's reports contained an explanatory paragraph describing going concern contingencies.

During the most recent fiscal year and the interim period preceding the dismissal of GGK, there were no disagreements with GGK on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which disagreement, if not resolved to the satisfaction of GGK, would have caused GGK to make reference to the subject of that disagreement in its reports on the Company's financial statements.

The Company requested that GGK furnish it with a letter addressed to the Securities and Exchange Commission (the "SEC") stating whether or not it agrees with the Company's statements in this Item 4 (a). A copy of the letter furnished by GGK in response to that request, dated November 6, 2002, is filed as Exhibit 16.1 to this Form 8-K.

(b) On October 30, 2002, Hein & Associates, LLP ("Hein") was engaged as the

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Company's new independent accountants. During the two most recent fiscal years and the interim period preceding the engagement of Hein, the Company has not consulted with Hein regarding either: (1) the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on the Company's financial statements; or (11) any matter that was either the subject of a disagreement or event identified in paragraph (a) (1) (iv) of Item 304 of Regulation S-B.

Item 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS

(c) Exhibits:

The following exhibits are filed as part of this report:

Exhibit Number	Description
16.1	Letter from Goldstein Golub Kessler LLP regarding change in Certifying accountant.

SIGNATURES

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

Wentworth III, Inc.

(Registrant)

By: _____
Kevin R. Keating
Chairman & Chief Executive Officer

EXHIBIT INDEX

Exhibit No.	Document
16.1	Letter from Goldstein Golub Kessler LLP dated November 6, 2002 regarding change in certifying accountant.