

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

**FORM 10-QSB**

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

**FOR THE QUARTERLY PERIOD ENDED JUNE 30, 2007**

**OR**

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

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

**ANPATH GROUP, INC.**

(Exact name of registrant as specified in charter)

**DELAWARE**

(State or other jurisdiction  
of incorporation)

**333-123365**

(Commission File Number)

**20-1602779**

(IRS Employer  
Identification No.)

**116 Morlake Drive, Suite 201 Mooresville, NC 28117**

(Address of principal executive offices)

**(704) 658-3350**

(Registrant's Telephone Number, including Area Code)

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

State the number of shares outstanding of the issuer's classes of common equity, as of the latest practicable date:

**Class**  
Common Stock, \$.0001 par value

**Outstanding at August 6, 2007**  
14,049,889

Transitional Small Business Disclosure Form (Check one): Yes  No

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PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

ANPATH GROUP, INC.  
CONSOLIDATED BALANCE SHEETS

	June 30, 2007	March 31, 2007
<b>ASSETS</b>		
<b>CURRENT ASSETS</b>		
Cash and Cash Equivalents	\$ 680,795	\$ 1,216,495
Accounts receivable	18,257	17,371
Prepaid expenses	443,673	30,493
Inventory	93,830	98,079
<b>TOTAL CURRENT ASSETS</b>	<b>1,236,555</b>	<b>1,362,438</b>
<b>PROPERTY AND EQUIPMENT</b>		
Furniture & fixtures	183,883	183,883
Machinery & equipment	195,137	195,137
Capitalized software	3,210	3,210
Less accumulated depreciation	(92,084)	(84,170)
<b>TOTAL FIXED ASSETS</b>	<b>290,146</b>	<b>298,060</b>
<b>OTHER ASSETS</b>		
Trade secrets	1,400,000	1,400,000
Deposits	210,858	210,858
<b>TOTAL OTHER ASSETS</b>	<b>1,610,858</b>	<b>1,610,858</b>
<b>TOTAL ASSETS</b>	<b>\$ 3,137,559</b>	<b>\$ 3,271,356</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>CURRENT LIABILITIES</b>		
Accounts payable and accrued expenses	\$ 105,840	\$ 78,434
Drafts in excess of deposits	27,253	-
Reserve for product returns	-	26,999
<b>TOTAL CURRENT LIABILITIES</b>	<b>133,093</b>	<b>105,433</b>
<b>COMMITMENTS AND CONTINGENCIES</b>		
	-	-
<b>STOCKHOLDERS' EQUITY</b>		
Preferred stock, \$0.0001 par value; 5,000,000 shares authorized, no shares issued and outstanding	-	-
Common stock, \$0.0001 par value; 100,000,000 shares authorized, 16,549,889 and 16,299,889 shares issued and outstanding	1,655	1,630
Additional paid-in capital	24,485,453	23,789,948
Accumulated deficit	(21,482,642)	(20,625,655)
<b>TOTAL STOCKHOLDERS' EQUITY</b>	<b>3,004,466</b>	<b>3,165,923</b>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<b>\$ 3,137,559</b>	<b>\$ 3,271,356</b>

See accompanying condensed notes to interim financial statements.

**ANPATH GROUP, INC.**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**

	Three Months Ended June 30,	
	2007	2006
REVENUES	\$ 5,330	\$ 25,844
COST OF SALES	4,258	54,407
Gross Profit	1,072	(28,563)
EXPENSES		
Marketing	-	1,045
Sales	64,780	75,643
Product development	127,706	92,339
Corporate	560,047	258,943
Finance and administrative	116,421	131,385
Total Expenses	868,954	559,355
LOSS FROM OPERATIONS	(867,882)	(587,918)
OTHER INCOME (EXPENSE)		
Interest income	11,236	24,483
Total Other Income (Expense)	11,236	24,483
LOSS BEFORE TAXES	(856,646)	(563,435)
INCOME TAX EXPENSE	(341)	(800)
NET LOSS	\$ (856,987)	\$ (564,235)
BASIC AND DILUTED NET LOSS PER SHARE	\$ (0.05)	\$ (0.04)
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING,		
BASIC AND DILUTED	16,010,408	16,000,000

See accompanying condensed notes to interim financial statements.

**ANPATH GROUP, INC.**  
**CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY**

	Common Stock		Additional Paid-in Capital	Accumulated (Deficit)	Total Stockholders' Equity
	Shares	Amount			
Balance, March 31, 2006	16,000,000	\$ 1,600	\$ 22,631,853	\$ (18,109,755)	\$ 4,523,698
Common stock issued at a price of \$2.50 per share in the exercise of warrants	250,000	25	624,975	-	625,000
Common stock issued in a cashless exercise of warrants	49,889	5	(5)	-	-
Stock options granted	-	-	533,125	-	533,125
Net loss for the year ended March 31, 2007	-	-	-	(2,515,900)	(2,515,900)
Balance, March 31, 2007	16,299,889	1,630	23,789,948	(20,625,655)	3,165,923
Common stock issued for service	250,000	25	649,975	-	650,000
Stock options granted	-	-	45,530	-	45,530
Net loss for the three months ended June 30, 2007	-	-	-	(856,987)	(856,987)
Balance, June 30, 2007	<u>16,549,889</u>	\$ <u>1,655</u>	\$ <u>24,485,453</u>	\$ <u>(21,482,642)</u>	\$ <u>3,004,466</u>

**ANPATH GROUP, INC.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**

	Three Months Ended June 30,	
	2007 (unaudited)	2006 (unaudited)
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net loss	\$ (856,987)	\$ (564,235)
Depreciation and amortization	7,914	11,327
Stock issued for services	650,000	-
Stock options issued	45,530	7,770
Adjustments to reconcile net loss to net cash used by operations:		
Decrease (increase) in accounts receivable	(886)	(932)
Decrease (increase) in prepaid expenses	(413,180)	(1,538)
Decrease (increase) in inventory	4,249	11,002
Decrease (increase) in deposits	-	(1,588)
Increase (decrease) in accounts payable & accrued expenses	27,406	29,884
Increase (decrease) in drafts in excess of deposits	27,253	-
Increase (decrease) in product recall reserve	(26,999)	(134,454)
Net cash used by operating activities	<u>(535,700)</u>	<u>(642,764)</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>	-	-
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Purchase of equipment	-	(2,110)
Net cash provided (used) in investing activities	<u>-</u>	<u>(2,110)</u>
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(535,700)	(644,874)
CASH AND CASH EQUIVALENTS - Beginning of period	1,216,495	3,420,358
CASH AND CASH EQUIVALENTS - End of period	<u>\$ 680,795</u>	<u>\$ 2,775,484</u>
<b>SUPPLEMENTAL CASH FLOW DISCLOSURES:</b>		
Interest expense	<u>\$ -</u>	<u>\$ -</u>
Income taxes	<u>\$ 341</u>	<u>\$ 800</u>

See accompanying condensed notes to interim financial statements.

Anpath Group, Inc. (hereinafter "the Company") was incorporated in the State of Delaware on August 26, 2004. The principal business of the Company is a holding company. The Company's sole subsidiary is EnviroSystems, Inc. (hereinafter "ESI") The Company's name was changed to Anpath Group, Inc on January 8, 2007 at a special meeting of the shareholders' of the Company. The Company's former name was Telecomm Sales Network, Inc. The Company's headquarters is located in Mooresville, North Carolina. The Company's year end is March 31.

ESI provides infection control products on an international basis through both direct sales and channels of distribution. While ESI's current focus is on the health care market, products are also sold to transportation, military and industrial/institutional markets. ESI products are manufactured utilizing chemical-emulsion technology, designed to make the products effective against a broad spectrum of harmful organisms while safe to people, equipment and habitat.

#### **NOTE 1 – BASIS OF PRESENTATION**

The foregoing unaudited interim financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Regulation S-B as promulgated by the Securities and Exchange Commission. Accordingly, these financial statements do not include all of the disclosures required by generally accepted accounting principles in the United States of America for complete financial statements. These unaudited interim financial statements should be read in conjunction with the audited financial statements for the period ended March 31, 2007. In the opinion of management, the unaudited interim financial statements furnished herein include all adjustments, all of which are of a normal recurring nature, necessary for a fair statement of the results for the interim period presented.

Operating results for the three-month period ending June 30, 2007 are not necessarily indicative of the results that may be expected for the year ending March 31, 2008.

#### **NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

This summary of significant accounting policies is presented to assist in understanding the Company's financial statements. The financial statements and notes are representations of the Company's management, which is responsible for their integrity and objectivity. These accounting policies conform to accounting principles generally accepted in the United States of America, and have been consistently applied in the preparation of the financial statements.

##### Fair Value of Financial Instruments

The Company's financial instruments as defined by Statement of Financial Accounting Standards No. 107, "Disclosures about Fair Value of Financial Instruments," may include cash and cash equivalents, receivables, and advances, accounts payable and accrued expenses. All such instruments are accounted for on a historical cost basis, which, due to the short maturity of these financial instruments, approximates fair value at June 30, 2007 and March 31, 2007.

##### Fixed Assets

Equipment is recorded at cost. Depreciation and amortization are provided using the straight-line method over the useful lives of the respective assets, typically 3-7 years. Major additions and betterments are capitalized. Upon retirement or disposal, the cost and related accumulated depreciation or amortization is removed from the accounts and any gain or loss is reflected in operations.

The following table summarizes the Company's fixed assets:

	June 30, 2007	March 31, 2007
Office Equipment	\$ 51,347	\$ 51,347
Furniture & Fixtures	11,825	11,825
Marketing/Trade Shows	2,659	2,659
Manufacturing Equipment	195,138	195,138
Laboratory Equipment	118,051	118,051
Capitalized Software	3,210	3,210
	382,230	382,230
Allowance for Depreciation	(92,084)	(84,170)
Fixed Assets, net	\$ 290,146	\$ 298,060

Depreciation expense for the three month periods ended June 30, 2007 and 2006 was \$7,914 and \$11,327, respectively.

#### Going Concern

The accompanying financial statements have been prepared assuming the Company will continue as a going concern.

As shown in the financial statements, the Company incurred a net loss for the three months ended June 30, 2007 and 2006, and has an accumulated deficit since the inception of the Company. These factors indicate that the Company may be unable to continue in existence. The financial statements do not include any adjustments related to the recoverability and classification of recorded assets, or the amounts and classification of liabilities that might be necessary in the event the Company cannot continue existence. The Company anticipates its projected business plan will require a minimum of \$1,800,000 to continue operations in the next twelve months.

#### Concentration Risk

Sales to one customer represented approximately 87.39% and 76.30% of our sales for the three months ended June 30, 2007 and 2006, respectively. All sales consisted of our cleaning wipes.

#### Suppliers

We rely upon a single supplier to provide us with PCMX, which is the biocide used in our chemical emulsion disinfectant products. Although there are other suppliers of this material, a change in suppliers would cause a delay in the production process, which could ultimately affect operating results.

#### Principles of Consolidation

The consolidated financial statements include the accounts of the Company and its subsidiaries. All significant intercompany transactions and balances have been eliminated in consolidation. References herein to the Company include the Company and its subsidiaries, unless the context otherwise requires.

#### Reclassifications

Certain amounts have been reclassified from the prior financial statements for comparative purposes.

#### Revenue Recognition

Revenue is generally recognized and earned when all of the following criteria are satisfied: a) persuasive evidence of sales arrangements exists; b) delivery has occurred; c) the sales price is fixed or determinable; and d) collectibility is reasonably assured.

Persuasive evidence of an arrangement is demonstrated via a purchase order from our customers. Delivery occurs when title and all risks of ownership are transferred to the purchaser which generally occurs when the products are shipped to the customer. No right of return exists on sales of product except for defective or damaged products. The



sales price to the customer is fixed upon acceptance of purchase order. To assure that collectibility is reasonably assured, credit evaluations are performed on all customers.

#### Stock Based Compensation

The Company measures compensation cost for its stock based compensation plans under the provisions of Statement of Financial Accounting Standards No. 123(R), "Accounting for Stock Based Compensations." This statement supersedes APB Opinion No. 25, "Accounting for Stock Issued to Employees," and its related implementation guidance. This statement establishes standards for the accounting for transactions in which an entity exchanges its equity instruments for goods or services. It also addresses transactions in which an entity incurs liabilities in exchange for goods or services that are based on the fair value of the entity's equity instruments or that may be settled by the issuance of those equity instruments. This statement focuses primarily on accounting for transactions in which an entity obtains employee services in share-based payment transactions. SFAS No. 123(R), "Accounting for Stock-Based Compensation", requires companies to include expenses in net income (loss) and earnings (loss) for each issuance of options and warrants. The Company uses the Black-Scholes option valuation model to value its issuance of options and warrants.

#### Use of Estimates

The process of preparing financial statements in conformity with accounting principles generally accepted in the United States of America requires the use of estimates and assumptions regarding certain types of assets, liabilities, revenues, and expenses. Such estimates primarily relate to unsettled transactions and events as of the date of the financial statements. Accordingly, upon settlement, actual results may differ from estimated amounts.

#### **NOTE 3 – CONCENTRATION OF CREDIT RISK**

The Company's financial instruments that are exposed to concentrations of credit risk consist primarily of cash. The Company places its cash and cash equivalents with what management believes to be high credit quality financial institutions. At times such investments may be in excess of the FDIC insurance limit. The Company maintains cash balances at several financial institutions. Accounts at each institution are insured by the Federal Deposit Insurance Corporation up to \$100,000. At June 30, 2007 and March 31, 2007, the Company's uninsured cash balances total was \$600,083 and \$1,112,348, respectively.

#### **NOTE 4 – INVENTORIES**

Inventories consist of the following:

	June 30, 2007	March 31, 2007
Raw material	\$ 79,329	\$ 79,329
Work-in-progress	-	-
Finished goods	14,500	18,750
Allowance for obsolescence	-	-
Inventory, net	<u>\$ 93,829</u>	<u>\$ 98,079</u>

## NOTE 5 – RESERVE FOR PRODUCT RETURNS

During the period ending March 31, 2006, the Company in response to communications from the U.S. Environmental Protection Agency decided voluntarily to suspend sales, marketing and distribution of its EcoTru® disinfectant products and has initiated a retrieval program to recover existing stocks of EcoTru® that have been distributed since January 2005 and remain in customer inventories. At June 30, 2007 and March 31, 2007, the Company has accrued \$0- and \$26,999, respectively, which is its best estimate of its obligation regarding the EPA action and voluntary recall. This is presented under the caption “reserve for product returns” in the accompanying balance sheet.

## NOTE 6 – COMMITMENT AND CONTINGENCIES

### Operating Leases

The Company, has formal operating leases for all of its office and laboratory space. Rent expense relating to operating spaces leased was approximately \$22,404 and \$21,673 for the three months ended June 30, 2007 and 2006, respectively.

### Payments Due by Period

<u>Contractual Obligations</u>	<u>Total</u>	<u>Less than 1 year</u>	<u>1-3 years</u>	<u>4-5 years</u>	<u>After 5 years</u>
Office Lease	84,500	78,000	6,500	-	-
Laboratory Lease	900	900	-	-	-
<b>Total Contractual Cash Obligations</b>	<b>85,400</b>	<b>78,900</b>	<b>6,500</b>	<b>-</b>	<b>-</b>

### Executive Employment Contracts

The Company has entered into a three year employment contract with a key Company executive that provides for the continuation of salary to the executive if terminated for reasons other than cause, as defined in those agreements. At June 30, 2007, the future employment contract commitment for such key executive based on this termination clause was approximately \$18,750 per month through January 9, 2009. The Company also issued 750,000 stock options to purchase 750,000 common stock shares at \$2.50 per share. Of these, 500,000 were fully vested at March 31, 2007 with the balance vesting at March 31, 2008.

### U.S. Environmental Protection Agency and Product Recall

The Company announced on February 7, 2006 that in response to communications from the U.S. Environmental Protection Agency (“EPA”) that EnviroSystems, Inc., its wholly owned subsidiary had decided voluntarily to suspend sales, marketing and distribution of its EcoTru disinfectant products and has initiated a retrieval program to recover existing stocks of EcoTru that have been distributed since January 2005 and remain in customer inventories. The Company believes that it has retrieved all of the known product that was still in its distributors' inventory and has settled all known claims with distributors. The Company has settled with the EPA for a fine and administrative charges of \$16,358. The Company has re-submitted to the EPA in June 2006 its EcoTru product for approval as a limited disinfectant and is continuing to test the product to be able to pass the EPA requirement as a hospital grade disinfectant.

## NOTE 7 – PREFERRED STOCK AND COMMON STOCK

### Preferred Stock

The Company is authorized to issue 5,000,000 shares of \$0.0001 par value preferred stock, which may be issued in one or more series at the sole discretion of the Company's board of directors. The board of directors is also authorized to determine the rights, preferences, and privileges and restrictions granted to or imposed upon any series of preferred stock. As of June 30, 2007, no preferred stock has been issued by the Company.

### Common Stock

The Company is authorized to issue 100,000,000 shares of \$0.0001 par value common stock. All shares have equal voting rights, are non-assessable and have one vote per share. Voting rights are not cumulative and, therefore, the holders of more than 50% of the common stock could, if they choose to do so, elect all of the directors of the Company.

### Merger and Recapitalization

Prior to the merger and recapitalization (described below), there were 7,350,000 shares of the Company's common stock outstanding. This included 4,120,000 shares of common stock issued for cash to the Company's shareholders, officers and directors and 3,230,000 shares issued to MV Nanotech. The Company purchased and retired 2,000,000 shares of its common stock from its former officers and directors immediately prior to the merger and private placement transactions, leaving 5,350,000 shares of the Company's common stock outstanding at the time of the merger and private placement transactions.

On January 10, 2006, the Company completed the acquisition of EnviroSystems, Inc. ("EnviroSystems") in a merger transaction. The Company issued 6,400,000 shares of common stock in exchange for all the outstanding shares, options and warrants of EnviroSystems, Inc. Pursuant to an agreement and plan of merger dated as of November 11, 2005 (the "Merger Agreement"), by and among the Company, TSN Acquisition Corporation ("TAC"), a newly formed and wholly owned subsidiary of the Company, and EnviroSystems, Inc. ("EnviroSystems"), TAC merged with and into EnviroSystems, with EnviroSystems as the surviving corporation. On January 10, 2006, prior to the merger, the Company had \$4,177 in cash, a note receivable of \$40,375, and liabilities of \$10,869 with net assets of \$33,683 and 5,350,000 common stock shares issued and outstanding.

The transaction between the Company and EnviroSystems has been treated as a reverse merger and recapitalization of EnviroSystems for reporting purposes. The Company's filed financial statements reflect the restatement of EnviroSystems stockholders' equity for the periods ending March 31, 2006 and 2005. The net effect of the merger is that the prior EnviroSystems preferred shareholders received 40% or 6,400,000 shares of the outstanding stock of the Company in the transaction for their outstanding shares, warrants and options of EnviroSystems preferred stock.

Outstanding options and warrants to purchase EnviroSystems preferred stock were converted to options to purchase the Company's common stock at the merger date. In the merger, outstanding options to purchase common stock of EnviroSystems were converted into 982,362 common stock options of the Company. These options range in price from \$3.40 to \$5.00 per option and start to expire in approximately 4 years to 8 years.

Also in the merger, outstanding warrants to purchase preferred stock of EnviroSystems were converted into 613,869 common stock warrants of the Company. These warrants are priced at \$5.00 per warrant and start to expire in approximately 3 months to 4 years.

All shares of the Company's common stock to be issued to the EnviroSystems shareholders, option holders and warrant holders (6,400,000 shares) in the merger are subject to a lock-up and held in escrow for a period equal to the longer of (a) 12 months following the closing or (b) 9 months after the effective date of a registration statement covering the resale of the shares of the Company's common stock sold in the offering, provided, that such lock-up period shall not exceed the date 15 months from the closing. The escrow shares will be used to secure indemnification obligations of EnviroSystems shareholders to the Company under the merger agreement.

In November 2006 the Company elected to exercise its right to seek indemnification and made a claim seeking the return of all 6,400,000 shares held in escrow. Pursuant to the terms of the Escrow and Lock-Up Agreement, if the Company determined that it had a claim for damages under the Merger Agreement, the Company had up to one year from the closing of the Merger to submit a claim seeking the return of shares held in escrow. On July 6, 2007, the Company agreed to settle its claims for indemnification against EnviroSystems shareholders and the 6,400,000 shares held in escrow by cancelling 2,500,000 shares of common stock that is being held in escrow. See Note 10.

### Private Placement

On January 10, 2006, the Company also issued 4,250,000 shares of common stock in a private placement offering in exchange for \$8,500,000 in gross proceeds on January 10, 2006. The Company received \$6,951,084 after paying \$1,548,916 in expenses associated with the private placement including legal, escrow and selling agents fees. The merger agreement called for minimum gross proceeds from the private placement of \$8,500,000 and net offering proceeds of \$7,200,000. The Company's net offering proceeds were \$248,916 lower than the agreed upon amount due to increased expenses of the offering including legal and other expenses of the private placement. This is a violation of the merger agreement but had no effect on the merger transaction.

#### NOTE 8 – STOCK PURCHASE WARRANTS

Pursuant to a securities purchase agreement dated October 31, 2005, the Company issued and sold to MV Nanotech a warrant to purchase up to 4,000,000 shares of common stock. The warrant is exercisable for a period of 4 years commencing 90 days after the date of issuance and has an exercise price of \$2.50 per share. See Note 9. Compensation was required to be recorded for warrants granted to the MV Nanotech using the Black-Scholes option-pricing model for the year ended March 31, 2006 in the amount of \$220,033.

In connection with the private placement offering on January 10, 2006, the Company issued 637,500 common stock warrants to three selling agents of the private placement offering for purchase of the Company's common stock. The warrants are exercisable for a period of 4 years commencing April 10, 2006 and have an exercise price of \$2.50 per share.

The following is a summary of all common stock warrant activity during the year ended March 31, 2007 and the three months ended June 30, 2007:

	Number of Shares Under Warrants	Exercise Price Per Share	Weighted Average Exercise Price
Warrants issued and exercisable at: March 31, 2006	5,251,369	\$ 2.50-5.00	\$ 2.79
Warrants granted	-	-	-
Warrants expired	(237,947)	5.00	2.50
Warrants exercised	(299,889)	2.50-5.00	2.50
Warrants issued and exercisable at: March 31, 2007	4,713,533	2.50-5.00	2.89
Warrants granted	-	-	-
Warrants expired	-	-	-
Warrants exercised	-	-	-
Warrants issued and exercisable at: June 30, 2007	<u>4,713,533</u>	<u>\$ 2.50-5.00</u>	<u>\$ 2.89</u>

The following represents additional information related to common stock warrants outstanding and exercisable at June 30, 2007:

Exercise Price	Outstanding and Exercisable		
	Number of Shares Under Warrants	Weighted Average Remaining Contract Life in Years	Weighted Average Exercise Price
\$5.00	137,848	.61	5.00
\$5.00	188,184	1.46	5.00
\$2.50	3,750,000	2.59	2.50
\$2.50	637,500	4.00	2.50
	<u>4,713,533</u>	<u>2.67</u>	<u>\$ 2.67</u>

The Company used the Black-Scholes option price calculation to value the warrants granted in the year ending March 31, 2007 using the following assumptions: risk-free rate of 4.50%; volatility of 63%; zero dividend yield; half the actual exercise term of the warrants granted and the exercise price of warrants granted.

**NOTE 9 – EQUITY COMPENSATION PLAN**

The Company has two stock option plans: (a) the 2006 Stock Incentive Plan which has been approved by the Board of Directors and is expected to be presented for shareholder approval at the next shareholders' meeting and (b) the 2004 Equity Compensation Plan which has been approved by both the Board of Directors and the shareholders. An aggregate amount of common stock that may be awarded and purchased under the Plans is 3,700,000 shares of the Company's common stock.

The exercise price for incentive stock options granted under the 2006 and 2004 Plans may not be less than the fair market value of the common stock on the date the option is granted, except for options granted to 10% stockholders which must have an exercise price of not less than 110% of the fair market value of the common stock on the date the option is granted. The exercise price for nonstatutory options is determined by the Compensation Committee of the Company's Board of Directors. Incentive stock options granted under the plans have a maximum term of ten years, except for grants to 10% stockholders which are subject to a maximum term of five years. The term of nonstatutory stock options is determined by the Compensation Committee. Options granted under the plans are not transferable, except by will and the laws of descent and distribution.

Under the Plans during the three months ended June 30, 2007 and the year ended March 31, 2007 the Company granted 40,000 and 375,750 stock options to employees and members of the Board of Directors.

The Company also issues stock options to consultants to purchase restricted Rule 144 common stock which is not issued under the Plans. During the three months ended June 30, 2007 and 2006, the Company granted -0- and 7,155 options to consultants to purchase common stock with exercise prices of \$1.70 to \$2.25 per share which was equal to or higher than the market price at the date of the grant. Consulting expense was required to be recorded for options granted to the consultants using the Black-Scholes option-pricing model for the three months ended June 30, 2007 and 2006 in the amounts of \$-0- and \$7,770, respectively.

The following is a summary of all common stock option activity during the year ended March 31, 2007 and the three months ended June 30, 2007:

	Shares Under Options Outstanding	Weighted Average Exercise Price
Options outstanding at March 31, 2006	2,139,082	\$ 2.34
Options granted	439,173	2.37
Options expired	-	-
Options exercised	-	-
Options outstanding at March 31, 2007	2,578,255	2.73
Options granted	40,000	2.85
Options expired	-	-
Options exercised	-	-
Options outstanding at June 30, 2007	2,618,255	\$ 2.79

	Options Exercisable	Weighted Average Exercise Price per Share
Options exercisable at March 31, 2007	1,828,255	\$ 3.00
Options exercisable at June 30, 2007	1,865,755	\$ 2.98

The following represents additional information related to common stock options outstanding and exercisable at June 30, 2007:

Range of Exercise Price	Number Outstanding at June 30, 2007	Weighted Average Remaining Contractual Life Years	Weighted Average Exercise Price (Total Shares)	Number Exercisable At June 30, 2007	Weighted Average Exercise Price (Exercisable Shares)
\$3.40	957,807	7.34	\$3.40	957,807	\$3.40
\$5.00	72,333	3.39	\$5.00	72,333	\$5.00
\$1.61 - 2.95	22,365	8.96	\$2.06	22,365	\$2.05
\$2.00 - 2.85	1,565,750	6.44	2.32	813,250	2.33
\$1.61 - 5.00	2,618,255	6.71	2.79	1,865,755	2.98

Total compensation cost related to non-vested stock options as of June 30, 2007 was \$798,004.

Weighted average period of non-vested stock options was 7.29 years as of June 30, 2007.

The Company used the Black-Scholes option price calculation to value the options granted in the three months ended June 30, 2007 using the following assumptions: risk-free rate of 4.5%; volatility of 63%; zero dividend yield; half the actual term and exercise price of warrants granted.

## **NOTE 10 – SUBSEQUENT EVENTS**

In July 2007, the Company entered into a Settlement Agreement (the “Settlement Agreement”), dated as of July 6, 2007 by and among the Company, MV Nanotech Corp. (“MV Nanotech”), The Ferguson Living Trust UTD 8/13/74 (the “Trust”) and Daniel Ferguson in his capacity as the agent for the ESI shareholders (the “Shareholder Agent”), pursuant to which the parties resolved any and all claims that the Company or MV Nanotech may have had against the ESI shareholders or the 6,400,000 shares held in escrow (the “Escrow Shares”) pursuant to the terms of the Escrow and Lock-Up Agreement entered into in connection with the Merger.

Pursuant to the terms of the Settlement Agreement, the Trust authorized the escrow agent (the “Escrow Agent”) to return to the Company for cancellation 2,500,000 Escrow Shares as the same are receivable by the Trust from the Escrow Agent. Upon cancellation of such 2,500,000 Escrow Shares, the Company will issue the Trust a warrant (the “Warrant”) to purchase 2,500,000 shares of Common Stock at an exercise price of \$2.70 per share. As partial consideration for the issuance of the warrant by the Company to the Trust, the Trust entered into a lock-up agreement (the “Lock-Up Agreement”), pursuant to which the Trust agreed not to sell, make any short sale of, pledge as security for a loan, grant any option for the purchase of, or otherwise transfer, assign, dispose, either directly or indirectly in any manner, any shares of Common Stock and options and warrants to purchase such Common Stock and shares of such Common Stock issuable upon exercise of such options or warrants owned by the Trust and distributable to the Trust pursuant to the terms of the Escrow Agreement and any shares of Common Stock (or other securities) received by the Trust pursuant to the exercise of the Warrant for a period of 12 months from the date of the Lock-Up Agreement without the prior written consent of the Company.

Immediately following the execution and delivery of the Settlement Agreement, the Company and the Shareholder Agent have agreed to instruct the Escrow Agent to immediately release and deliver to the ESI shareholders certificates representing the remaining Escrow Shares held pursuant to the Escrow Agreement (other than shares required to be held by the Escrow Agent for issuance upon exercise of any options or warrants to purchase such Escrow Shares which shall be otherwise released to the appropriate party and at the time specified in the Merger Agreement and Escrow Agreement).

Pursuant to the terms of the Settlement Agreement, each of the Company and MV Nanotech agreed to release and discharge the Shareholder Agent and the EnviroSystems Shareholders from any and all claims arising out of or connected with the Merger Agreement or the Escrow Agreement other than the obligations set forth in the Settlement Agreement or the Lock-Up Agreement.

As a result of the retirement of the shares the total issued and outstanding shares of the Company has been reduced from 16,299,889 to 14,049,889 shares.

### **CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS**

This Report contains certain financial information and statements regarding our operations and financial prospects of a forward-looking nature. Although these statements accurately reflect management’s current understanding and beliefs, we caution you that certain important factors may affect our actual results and could cause such results to differ materially from any forward-looking statements which may be deemed to be made in this Report. For this purpose, any statements contained in this Report which are not statements of historical fact may be deemed to be forward-looking statements. Without limiting the generality of the foregoing, words such as “may”, “intend”, “expect”, “believe”, “anticipate”, “could”, “estimate”, “plan”, or “continue” or the negative variations of these words or comparable terminology are intended to identify forward-looking statements. There can be no assurance of any kind that such forward-looking information and statements in any way reflect our actual future operations and/or financial results, and any of such information and statements should not be relied upon either in whole or in part in any decision to invest in the shares. Many of the factors, which could cause actual results to differ from forward looking statements, are outside our control. These factors include, but are not limited to, the factors discussed under “Risk Factors” in our Transition Report on Form 10-KSB filed on June 28, 2007 and incorporated herein by reference.

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

### Overview

From our inception in August 2004, until our acquisition of EnviroSystems in a merger transaction in January 2006, we had no material assets and/or business operations. As a result of the merger, EnviroSystems became our wholly owned subsidiary and our business became that of EnviroSystems. EnviroSystems was incorporated in the State of Nevada in 1996.

Shortly after we acquired EnviroSystems, our business activities were redirected after we received notice from the Environmental Protection Agency (EPA) Region 9 in January 2006 that the results of random tests of a single sample of our EcoTru<sup>®</sup> product taken from a distributor's inventory raised issues regarding EcoTru<sup>®</sup>'s labeling claims. In response, we suspended sales, marketing and distribution of EcoTru<sup>®</sup>. We also undertook a voluntary retrieval program to recover stocks of EcoTru<sup>®</sup> that were manufactured during 2005 that still remained in customers' inventories. Since January 2006, our business activities have been focused upon aggressively reviewing all aspects of our EcoTru<sup>®</sup> product line. In addition to efforts to establish new manufacturing facilities, independent testing is ongoing in conjunction with a program to review and enhance our archive of test data. Further, we are instituting a new quality assurance program. While we believe that these product reviews and quality initiatives will address issues raised by the EPA, these same programs are integral parts of our business plan and include steps we began taking prior to the EPA inquiry. A final settlement that resolved EPA's allegations recently was completed with EPA and provided for payment by EnviroSystems of a civil penalty of approximately \$16,500. The Consent Agreement with EPA was completed and signed by both parties and filed by EPA during June 2006; the fine was paid in a timely manner during July. See, – *Recent EPA Action and Product Retrieval Program* below.

To date the Company has completed an exclusive manufacturing arrangement with Minntech, Inc. and instituted a related quality control program. Minntech has installed a dedicated production line exclusive for the production of ESI products.

We continue efforts to restore our hospital-grade product to the market and we recently registered a new product with the EPA.

We recently filed and received Federal EPA registration of a new disinfectant product, EnviroTru<sup>™</sup>, based on EnviroSystems' proprietary technology. The Company is currently in the process of obtaining individual state registration, and intends to distribute the product through market-specific distributors as soon as the registration process is complete.

#### *Product Retrieval Program.*

Our EcoTru<sup>®</sup> product is produced using a proprietary and we believe unique, emulsion biocide technology platform that we expect to reformulate for use as a hospital grade hard-surface disinfectant product. This product, which will be an update of our product that historically was known as EcoTru<sup>®</sup> is expected to demonstrate through testing that it will effectively kill numerous bacteria, fungi, and viruses, including Hepatitis B and C, HIV, herpes and influenza. In addition to being highly effective as a disinfectant, the updated EcoTru<sup>®</sup> is expected to occupy a unique position in the market place in that it will combine this microbial effectiveness in a disinfectant product which also will have a favorable profile for health and environmental effects.

EcoTru<sup>®</sup> is expected to become available again in 22 ounce spray containers, one gallon bottles, 5 gallon pails and 55 gallon drums. The Company also produces a cleaning wipes product and plans to develop and test a wipe with the intent to register the product as a disinfectant wipe with EPA. We intend to market a disinfecting wipe with similar claims as those authorized for EcoTru<sup>®</sup> once EPA registration has been granted. We intend to apply to register our wipe technology with the EPA as soon as possible.



## **Recent EPA Action and Product Retrieval Program**

In January 2006, we received notice from the EPA Region 9 that it had conducted random tests of a single sample of our EcoTru<sup>®</sup> product taken from a distributor's inventory and that the results of such tests raised issues regarding EcoTru<sup>®</sup>'s labeling claims. In response, during January 2006, we: (1) voluntarily suspended sales, marketing and distribution of EcoTru<sup>®</sup>; (2) immediately initiated a retrieval program to recover stocks of EcoTru<sup>®</sup> manufactured during 2005 that were remaining in customer inventories; (3) promptly commenced a comprehensive review of our manufacturing procedures and quality standards; (4) began formulary exploration efforts; and (5) contracted independent testing to support updated and potential additional label claims. We believe that these new efforts, when combined with the previous data set which substantiated our prior labeling and marketing claims for the EcoTru<sup>®</sup> products, will support new submissions to EPA and the reintroduction of EcoTru<sup>®</sup>. We have commenced installation of a new manufacturing process for our broad spectrum disinfectant formulation (and new product introductions) with the intent to reintroduce the EcoTru<sup>®</sup> product upon reauthorization by EPA. We are exploring multiple process/quality improvements in advance of our anticipated return to the hospital grade disinfectant market.

The EPA commenced its nation-wide antimicrobial products efficacy program more than a decade ago in response to a study issued by the U.S. Government Accounting Office which found that the EPA lacked assurance that antimicrobial products registered by the EPA were efficacious. Accordingly, we understand that the EPA has committed itself to re-examining all EPA registered antimicrobial products that claim to control pathogenic organisms at specified levels in accordance with strict standards for performance established by the U.S. government. The EPA, through use of its own testing laboratory and certain state-run labs, has completed testing of sterilant products and currently is testing approximately 800 EPA-registered hospital-level disinfectants and 150 tuberculocides.

Although we believe that the data previously submitted to the EPA supports appropriate labeling and marketing claims for our EcoTru<sup>®</sup> products and we expect to generate new data that will be consistent with the numerous studies EnviroSystems generated over the years and which previously have been submitted to EPA in support of our claims, we cannot assure that the EPA will accept such data or that we will be able to resume sales, marketing and distribution of our EcoTru<sup>®</sup> products using identical claims under our prior EPA registration.

We recently filed an application for EPA registration of a new disinfectant product based on EnviroSystems' proprietary technology. It is anticipated that this product will include new label claims not previously made for EcoTru<sup>®</sup> products. We have also commenced analysis of a new manufacturing process for our products.

## **Change in Fiscal Year**

On January 26, 2006, our Board of Directors approved a change in our fiscal year-end from September 30 to March 31 in order to have our fiscal year-end coincide with the fiscal year of our operating subsidiary, EnviroSystems, Inc. In the future, we will report on a March 31 year end basis, with our first three fiscal quarters ending on June 30, September 30, and December 31.

## **Results of Operations**

### **Three Months Ended June 30, 2006 compared to Three Months Ended June 30, 2007**

#### **Overview:**

From our inception in August 2004, until our acquisition of EnviroSystems in a reverse merger transaction in January 2006, we had no material assets and/or business operations. As a result of the merger, EnviroSystems became our wholly owned subsidiary and our business became that of EnviroSystems. EnviroSystems was incorporated in the State of Nevada in 1996.

EnviroSystems holds federal and state registrations to produce and distribute a hard-surface disinfectant product known as EcoTru® (EPA Reg. No. 70791-1), which we refer to as EcoTru® Ready to Use or EcoTru® RTU. EcoTru® is manufactured using what we believe to be a unique and proprietary chemical-emulsion biocide technology platform which is intended to kill numerous bacteria, fungi, and viruses. In addition to being highly effective, EcoTru® combines this effectiveness in a product which has a favorable profile for health and environmental effects.

**Revenues.** Our revenues for the three months ended June 30, 2007 and 2006 were \$5,330 and \$25,844, respectively. This is a decrease of \$20,514. This decrease is directly attributable to the EPA action and the Company's voluntary recall and suspension of sales in the quarter ending in March 31, 2006. All of our revenues for the three months ended June 30, 2007 and 2006 are from the sale of our wipes which were not affected by the EPA action. During the quarter ended June 30, 2007, a significant customer was placed on credit hold. The credit hold was resolved in July 2007 and sales and shipments to this customer have been reinstated in the current quarter.

**Cost of Sales.** Cost of sales for the three months ended June 30, 2007 and 2006 were \$4,258 and \$54,407, respectively, a decrease of \$50,149. This decrease is directly attributable to the EPA action and the Company's voluntary recall and suspension of sales during the last quarter of our prior fiscal year. Cost of revenues for the quarter ended June 30, 2006 included labor cost and other indirect cost. Since that time all production and shipment activities have been outsourced.

**Operating Expenses.** Total operating expenses for the three months ended June 30, 2007 and 2006 were \$868,954 and \$559,355, respectively, an increase of \$309,599 or 55.34%.

Sales expense for the three months ended June 30, 2007 and 2006 were \$64,780 and \$75,643, respectively, a decrease of \$10,863 or 14.36%. Expenses for the prior period included two salaried positions while in the current period we only have one salaried position. Sales expense for the three months ended June 30, 2007 and 2006 includes \$9,820 and \$-0-, respectively in compensation cost for the issuance of incentive stock options.

Product development expenses for the three months ended June 30, 2007 and 2006 were \$127,706 and \$92,339, respectively, an increase of \$35,367 or 38.30%. Expenses for the prior period included one salaried position while in the current period we have two salaried positions. In addition to the additional position we are conducting an increased number of testing procedures on the Eco-Tru product formulation. Product development expense for the three months ended June 30, 2007 and 2006 includes \$9,820 and \$-0-, respectively in compensation cost for the issuance of incentive stock options.

Corporate expense for the three months ended June 30, 2007 and 2006 were \$560,047 and \$258,943, respectively, an increase of \$301,104 or 116.28%. For the quarter ended June 30, 2007 we entered into a consulting contract whereby we issued 250,000 shares of restricted stock and paid \$100,000. The expense associated with this contract was \$345,600. Expenses for the prior period included two salaried positions while in the current period only includes 1 ½ salaried positions. Corporate expense for the three months ended June 30, 2007 and 2006 includes \$10,169 and \$-0-, respectively in compensation cost for the issuance of incentive stock options.

Finance and administrative expenses for the three months ended June 30, 2007 and 2006 were \$116,421 and \$131,385, respectively a decrease of \$14,964 or 11.39%. Expenses for the prior period included one salaried position and two consultants while in the current period only includes 1 ½ salaried positions and no consultants. Finance and administrative expense for the three months ended June 30, 2007 and 2006 includes \$15,721 and \$7,770, respectively, in compensation cost for the issuance of incentive stock options.

#### **Liquidity and Capital Resources**

For the three months ended June 30, 2007, we used \$535,700 in operating activities, compared with \$642,764 used in operating activities for the three months ended June 30, 2006. The Company reduced its product recall reserve by \$26,999 during the three months ended June 30, 2007.

At June 30, 2007 and March 31, 2007, we had cash and cash equivalents available in the amounts of \$680,795 and \$1,216,495, a decrease of \$535,700.

### **Contractual Obligations**

We have entered into two lease agreements for office and laboratory facilities. The first agreement for laboratory facility requires us to pay \$10,800 for the year July 31, 2006 to July 31, 2007. The laboratory is located in Mentor, OH. The office lease requires us to pay \$156,000 over a two year period beginning in August 2006. We have two one year options to extend this lease at a rate of \$62,400 per year. The office is located in Mooresville, NC.

Effective August 1, 2006, EnviroSystems, Inc., the wholly owned subsidiary of Anpath Group, Inc. entered into a manufacturing agreement with Minntech Corporation, a Minnesota corporation pursuant to which Minntech has agreed to be the exclusive U.S. manufacturer of EnviroSystems' disinfectant product.

The Manufacturing Agreement provides the terms and conditions pursuant to which Minntech will manufacture and supply to ESI all of ESI's requirements for the Product. Manufacturing of the Product is expected to commence sometime in August-September 2007. The Manufacturing Agreement has a term of three years commencing after the first shipment of commercial quantities of the Product by Minntech to ESI, provides for automatic one year renewals if not terminated by one of the parties. The Manufacturing Agreement may be terminated by either party upon 90 days prior written notice.

### **Off Balance Sheet Arrangements**

We currently have no off-balance sheet arrangements that have or are reasonably likely to have a current or future material effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.

### **CRITICAL ACCOUNTING POLICIES AND ESTIMATES**

Management's discussion and analysis of financial condition and results of operations are based upon our consolidated financial statements. These statements have been prepared in accordance with generally accepted accounting principles in the United States of America. All intercompany balances and transactions have been eliminated in consolidation.

#### **Use of estimates in preparation of financial statements**

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make certain estimates, judgments and assumptions 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, based on historical experience, and 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 sources. Actual results may differ from these estimates under different assumptions or conditions. The following critical accounting policies rely upon assumptions, judgments and estimates and were used in the preparation of our consolidated financial statements:

#### **Accounts Receivable**

Accounts receivable are uncollateralized customer obligations due under normal trade terms requiring payment within thirty days from the invoice date or as specified by the invoice and are stated at the amount billed to the customer. Customer account balances with invoices dated over ninety days or ninety days past the due date are considered delinquent.

The carrying amount of accounts receivable is reduced by a valuation allowance that reflects management's best estimate of the amount that will not be collected. Management individually reviews all accounts receivable balances that are considered delinquent and based on an assessment of current credit worthiness, estimates the portion, if any, of the balance that will not be collected. In addition, management periodically evaluates the adequacy of the allowance based on the Company's past experience.

## **Trade Secret**

The trade secret of the formula/formulation of ESI's product, at the time acquired by the Company was based upon the valuation of an independent appraiser.

## **Impairment of Long Lived Assets**

The Company assesses potential impairment of its long lived assets, which include its property and equipment and its identifiable intangibles such as its trade secrets under the guidance of Statement of Financial Standards No. 144 *Accounting for the Impairment or Disposal of Long Lived Assets*. Once annually, or as events and circumstances indicate that an asset may be impaired, the Company assesses potential impairment of its long lived assets. The Company determines impairment by measuring the undiscovered future cash flows generated by the assets, comparing the results to the assets' carrying value and adjusting the assets to the lower of the carrying value to fair value and charging current operations for any measured impairment.

## **Revenue Recognition**

Revenue is generally recognized and earned when all of the following criteria are satisfied: a) persuasive evidence of sales arrangements exists; b) delivery has occurred; c) the sales price is fixed or determinable, and d) collectibility is reasonably assured.

Persuasive evidence of an arrangement is demonstrated via a purchase order from our customers. Delivery occurs when title and all risks of ownership are transferred to the purchaser which generally occurs when the products are shipped to the customer. No right of return exists on sales of product except for defective or damaged products. The sales price to the customer is fixed upon acceptance of purchase order. To assure that collectibility is reasonably assured we perform ongoing credit evaluations of all of our customers.

## **Provision for Taxes**

Income taxes are provided based upon the liability method of accounting pursuant to Statement of Financial Accounting Standards No. 109, "Accounting for Income Taxes" ("SFAS No. 109"). Under this approach, deferred income taxes are recorded to reflect the tax consequences in future years of differences between the tax basis of assets and liabilities and their financial reporting amounts at each year-end. A valuation allowance is recorded against the deferred tax asset if management does not believe the Company has met the "more likely than not" standard imposed by SFAS No. 109 to allow recognition of such an asset.

## **Contingent Liability**

In accordance with Statement of Financial Accounting Standards Interpretation No. 14, the Company may have certain contingent liabilities with respect to material existing or potential claims, lawsuits and other proceedings. The Company accrues liabilities when it is probable that future cost will be incurred and such cost can be measured.

## **ITEM 3. CONTROLS AND PROCEDURES.**

As of the end of the period covered by this report, we conducted an evaluation, under the supervision and with the participation of our chief executive officer and chief financial officer of our disclosure controls and procedures (as defined in Rule 13a-15(e) and Rule 15d-15(e) of the Exchange Act). Based upon this evaluation, our chief executive officer and chief financial officer concluded that our disclosure controls and procedures are effective to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is: (1) accumulated and communicated to our management, including our chief executive officer and chief financial officer, as appropriate to allow timely decisions regarding required disclosure; and (2) recorded, processed, summarized and reported, within the time periods specified in the Commission's rules and forms.

During the most recent fiscal quarter, there has been no significant change in our internal control over financial reporting that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

**PART II. OTHER INFORMATION**

**Item 1. Legal Proceedings.**

None.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.**

None

**Item 3. Defaults Upon Senior Securities.**

None

**Item 4. Submission of Matters to a Vote of Security Holders.**

None

**Item 5. Other Information.**

None

**Item 6. Exhibits**

Exhibit 31.1 - Certification of the CEO Pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, as amended, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

Exhibit 31.2 – Certificate of the CFO Pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, as amended, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

Exhibit 32.1 - Certification of the CEO and CFO Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

**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.

August 6, 2007

**Anpath Group, Inc.**

By: /s/ J. Lloyd Breedlove

J. Lloyd Breedlove

President and Chief Executive Officer

## EXHIBIT INDEX

Exhibit 31.1 - Certification of the CEO Pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, as amended, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

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Exhibit 32.1 - Certification of the CEO and CFO Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

**Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer**

I, J. Lloyd Breedlove, certify that:

1. I have reviewed this Quarterly Report on Form 10-QSB of Anpath Group, Inc.;
2. Based on my knowledge, this 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 report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the small business issuer as of, and for, the periods presented in this report;
4. The small business issuer's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the small business issuer and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the small business issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Evaluated the effectiveness of the small business issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (c) Disclosed in this report any change in the small business issuer's internal control over financial reporting that occurred during the small business issuer's most recent fiscal quarter (the small business issuer's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the small business issuer's internal control over financial reporting; and
5. The small business issuer's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the small business issuer's auditors and the audit committee of the small business issuer's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the small business issuer's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the small business issuer's internal control over financial reporting.

Date: August 6, 2007

By: /s/ J. Lloyd Breedlove  
J. Lloyd Breedlove  
Chief Executive Officer  
(Principal Executive Officer)



**Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer**

I, Stephen Hoelscher, certify that:

1. I have reviewed this Quarterly Report on Form 10-QSB of Anpath Group, Inc.;
2. Based on my knowledge, this 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 report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the small business issuer as of, and for, the periods presented in this report;
4. The small business issuer's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the small business issuer and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the small business issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Evaluated the effectiveness of the small business issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (c) Disclosed in this report any change in the small business issuer's internal control over financial reporting that occurred during the small business issuer's most recent fiscal quarter (the small business issuer's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the small business issuer's internal control over financial reporting; and
5. The small business issuer's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the small business issuer's auditors and the audit committee of the small business issuer's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the small business issuer's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the small business issuer's internal control over financial reporting.

Date: August 6, 2007

By: /s/ Stephen Hoelscher  
Stephen Hoelscher  
Chief Financial Officer  
(Principal Financial Officer)

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

In connection with the Annual Report of Anpath Group, Inc. (the "Company") on Form 10-KSB for the period ended March 31, 2007 as filed with the Securities and Exchange Commission (the "Report"), each of the undersigned J. Lloyd Breedlove, Chief Executive Officer of the Company and Stephen Hoelscher, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted by Section 906 of the Sarbanes-Oxley Act of 2002, to the best of his knowledge that:

- (a) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (b) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of and for the period covered by the Report.

Date: August 6, 2007

By: /s/ J. Lloyd Breedlove  
Name: J. Lloyd Breedlove  
Title: Chief Executive Officer (Principal Executive Officer)

Date: August 6, 2007

By: /s/ Stephen Hoelscher  
Name: Stephen Hoelscher  
Title: Chief Financial Officer (Principal Financial Officer)

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

This certification will not be deemed "filed" for purposes of Section 18 of the Exchange Act, or otherwise subject to the liability of that section. This certification will not be deemed to be incorporated by reference into any filing under the Securities Act or the Exchange Act, except to the extent that the Company specifically incorporates it by reference.