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

FORM 10-Q

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

For the quarterly period ended: **SEPTEMBER 30, 2008**

or

[ ] **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from: _____________ to _____________

ANPATH GROUP, INC.
(Exact name of registrant as specified in its charter)

DELAWARE	**333-123365**	**20-1602779**
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

116 Morlake Drive, Suite 201 Mooresville, NC 28117
(Address of Principal Executive Office) (Zip Code)

(704) 658-3350
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 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. [X] Yes [ ] No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company.

Large accelerated filer	[ ]	Accelerated filer	[ ]
Non-accelerated filer	[ ]	Smaller reporting company	[X]

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class	Outstanding at November 20, 2008
Common Stock, $.0001 par value	**14,363,525**

ANPATH GROUP, INC

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PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

ANPATH GROUP, INC

Consolidated Balance Sheets

	Six Months Ended September 30, 2008 (unaudited)	Year Ended March 31, 2008
ASSETS		
CURRENT ASSETS		
Cash	$ 8,708	$ 351,627
Accounts receivable, net	23,260	16,880
Prepaid expenses	24,510	96,061
Inventory	30,687	49,399
TOTAL CURRENT ASSETS	87,165	513,967
PROPERTY AND EQUIPMENT		
Furniture & fixtures	205,694	205,694
Machinery & equipment	195,137	195,137
Capitalized software	3,210	3,210
Less accumulated depreciation	(172,180)	(138,712)
TOTAL FIXED ASSETS	231,861	265,329
OTHER ASSETS		
Trade secrets	1,026,000	1,026,000
Deposits	261,703	244,338
TOTAL OTHER ASSETS	1,287,703	1,270,338
TOTAL ASSETS	$ 1,606,729	$ 2,049,634
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES		
Accounts payable and accrued expenses	$ 240,780	$ 121,727
Accrued interest payable	78,594	23,877
Wages payable	49,502	-
TOTAL CURRENT LIABILITIES	368,876	145,604
LONG TERM LIABILITIES		
Notes payable, net of discount	876,742	250,000
TOTAL LONG TERM LIABILITIES	876,742	250,000
TOTAL LIABILITIES	1,245,618	395,604
COMMITMENTS AND CONTINGENCIES	—	—
STOCKHOLDERS' EQUITY		
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, 14,363,525 and 14,249,889 shares issued and outstanding	1,436	1,425
Additional paid-in capital	27,640,040	27,226,561
Accumulated deficit	(27,280,365)	(25,573,956)
TOTAL STOCKHOLDERS' EQUITY	361,111	1,654,030
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 1,606,729	$ 2,049,634

See accompanying condensed notes to interim consolidated financial statements.

ANPATH GROUP, INC

Consolidated Statements of Operations

	Three Months Ended September 30, 2008	Three Months Ended September 30, 2007	Six Months Ended September 30, 2008	Six Months Ended September 30, 2007
REVENUES	$ 27,145	$ 48,632	$ 45,504	$ 53,962
COST OF SALES	20,382	56,119	45,639	60,377
Gross Profit	6,763	(7,487)	(135)	(6,415)
EXPENSES				
Sales	92,002	73,679	187,536	138,459
Product development	103,520	141,964	210,124	269,670
Corporate	522,086	435,991	1,019,641	996,038
Finance and administrative	99,898	130,514	234,262	246,935
Total Expenses	817,506	782,148	1,651,563	1,651,102
LOSS FROM OPERATIONS	(810,743)	(789,635)	(1,651,698)	(1,657,517)
OTHER INCOME (EXPENSE)				
Interest expense	(28,175)	—	(54,717)	—
Other income	—	—	—	—
Interest income	—	5,166	6	16,402
Impairment of long lived assets	—	(374,000)	—	(374,000)
Total Other Income and Expense	(28,175)	(368,834)	(54,711)	(357,598)
LOSS BEFORE TAXES	(838,918)	(1,158,469)	(1,706,409)	(2,015,115)
INCOME TAX EXPENSE	—	—	—	—
NET LOSS	$ (838,918)	$ (1,158,469)	$ (1,706,409)	$ (2,015,456)
BASIC AND DILUTED NET LOSS PER SHARE	$ (0.06)	$ (0.07)	$ (0.12)	$ (0.13)
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING,				
BASIC AND DILUTED	14,363,525	15,344,971	14,308,880	15,344,971

See accompanying condensed notes to interim consolidated financial statements.

ANPATH GROUP, INC

Consolidated Statements of Shareholders' Equity

	Common Stock		Additional Paid-in Capital	Accumulated (Deficit)	Total Stockholders' Equity
	Shares	Amount			
Balance, March 31, 2007	16,299,88	$ 1,630	$ 23,789,948	$ (20,625,655)	$ 3,165,923
Common stock issuedat a price of $1.25 per share in the exercise of warrants	200,000	20	249,980	—	250,000
Common stock issued for services	500,000	50	877,450	—	877,500
Common stock surrendered in Settlement Agreement	(2,500,000)	(250)	250	—	—
Common stock purchased and held in treasury	(250,000)	(25)	(624,975)	—	(625,000)
Stock options granted and warrants issued	—	—	2,001,915	—	2,001,915
Warrants re-priced	—	—	931,993	—	931,993
Net loss for the year ended March 31, 2008	—	—	—	(4,948,301)	(4,948,301)
Balance, March 31, 2008	14,249,889	$ 1,425	$ 27,226,561	$ (25,573,956)	$ 1,654,030
Common stock issued at a price of $.88 per share for cash	113,636	11	59,994	—	60,005
Warrants issued for cash	—	—	39,995	—	39,995
Stock options granted and warrants issued	—	—	313,490	—	313,490
Net loss for the six months ended September 30, 2008	—	—	—	(1,706,409)	(1,706,409)
Balance, September 30, 2008	14,363,525	$ 1,436	$ 27,640,040	$ (27,280,365)	$ 361,111

See accompanying condensed notes to interim consolidated financial statements.

ANPATH GROUP, INC

Consolidated Statement of Cash Flows

	Six Months Ended September 30, 2008	2007
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss	$ (1,706,409)	$ (2,015,456)
Depreciation and amortization	33,468	16,556
Stock issued for services	—	650,000
Stock options granted and warrants issued	313,490	91,060
Discount on note payable	398,742	—
Adjustments to reconcile net loss to net cash used by operations:		
Decrease (increase) in accounts receivable	(6,380)	(21,708)
Decrease (increase) in prepaid expenses	71,551	(200,505)
Decrease (increase) in inventory	18,712	23,201
Decrease in trade secrets	—	(374,000)
Decrease (increase) in deposits	17,365	—
Increase (decrease) in accounts payable & accrued expenses	223,272	77,633
Increase (decrease) in product recall reserve	—	(26,999)
Net cash used by operating activities	(670,919)	(1,032,218)
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of equipment	—	(21,811)
Net cash provided (used) in investing activities	—	(21,811)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from notes payable	228,000	—
Proceeds from the sale of common stock and warrants	100,000	—
Net cash provided by financing activities	328,000	—
NET INCREASE (DECREASE) IN CASH	(342,919)	(1,054,029)
CASH - Beginning of period	351,627	1,216,495
CASH - End of period	$ 8,708	$ 162,466
SUPPLEMENTAL CASH FLOW DISCLOSURES:		
Interest expense	$ —	$ —
Income taxes	$ —	$ 341

See accompanying condensed notes to interim consolidated financial statements.

CONDENSED NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2008

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 consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim consolidated financial information and with the instructions to Regulation S-K 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 consolidated financial statements should be read in conjunction with the audited financial statements for the period ended March 31, 2008. In the opinion of management, the unaudited interim consolidated 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 six month period ending September 30, 2008 are not necessarily indicative of the results that may be expected for the year ending March 31, 2009.

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 Measurements

In September 2006, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards (SFAS) No. 157, "Fair Value Measurements" (SFAS 157). This Statement establishes a framework for fair value measurements in the financial statements by providing a definition of fair value provides guidance on the methods used to estimate fair value and expands disclosures about fair value measurements. SFAS 157 is effective for fiscal years beginning after November 15, 2007. In February 2008, the FASB issued FASB Staff Position (FSP) No. FAS 157-2, permitting entities to delay application of SFAS 157 to fiscal years beginning after November 15, 2008, for nonfinancial assets and nonfinancial liabilities, except for items that are recognized or disclosed at fair value in the financial statements on a recurring basis (at least annually). On April 1, 2008, we adopted SFAS 157. We had no assets or liabilities measured at fair value on a recurring basis. Therefore, the initial adoption of SFAS 157 had no impact on our Consolidated Financial Statements. Beginning April 1, 2009, we will apply SFAS 157 fair value requirements to nonfinancial assets and nonfinancial liabilities that are not recognized or disclosed on a recurring basis. Application will be prospective when nonrecurring fair value measurements are required. We will assess the impact on our Consolidated Financial Statements of applying these requirements to nonrecurring fair value measurements for nonfinancial assets and nonfinancial liabilities.

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:

	September 30, 2008	March 31, 2008
Office Equipment	$ 51,347	$ 51,347
Furniture & Fixtures	11,825	11,825
Marketing/Trade Show Equipment	2,659	2,659
Manufacturing Equipment	195,138	195,138
Laboratory Equipment	139,862	139,138
Capitalized Software	3,210	3,210
	404,041	382,230
Allowance for Depreciation and amortization	(172,180)	(138,712)
Fixed Assets, net	$ 231,861	$ 265,329

Depreciation expense for the six months periods ending September 30, 2008 and 2007 was $33,468 and $16,556 respectively.

During the six months ended September 30, 2008, depreciation expense in the amount of $17,044 was recorded for manufacturing equipment that sat idle and is included as part of Expenses on the Consolidated Statement of Operations.

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 six months ended September 30, 2008 and 2007, and has an accumulated deficit of $27,280,365 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 $2,500,000 to continue operations for the next twelve months.

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.” On an annual basis, 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 undisclosed 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. The Company determined that the Trade Secrets was impaired by $374,000 in the year ending March 31, 2008 and has taken a charge for this amount.

Concentration Risk

Sales to two customers represented approximately 82.44% of our sales for the six months ended September 30, 2008 and sales to one customer represented approximately 90.43% of our sales for the six months ended September 30, 2007.

Suppliers
The Company relied upon a single supplier to provide it 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 subsidiary. All significant intercompany transactions and balances have been eliminated in consolidation. References herein to the Company include the Company and its subsidiary, 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 - INVENTORIES

Inventories consist of the following:

	September 30, 2008	March 31, 2008
Raw material	$ 26,402	$ 6,540
Finished goods	4,285	12,859
Allowance for obsolescence	—	—
Inventory, net	$ 30,687	$ 43,399

NOTE 4 - NOTES, LOANS AND CONVERTIBLE DEBT

Notes payable consists of the following:

	March 31, 2008	2007
7% note due May 8, 2010 payable to ANPG Lending, Inc	$ 1,500,000	$ —
6% notes due October 27, 2008 payable to Mastodon Ventures, Inc	75,000	—
6% notes due November 10, 2008 payable to Mastodon Ventures, Inc	60,000	—
6% notes due November 25, 2008 payable to our CEO	25,000	—
6% notes due November 26, 2008 payable to Arthur Douglas & Associates	25,000	—
6% notes due December 11, 2008 payable to our CEO	25,000	—
6% notes due December 28, 2008 payable to our CEO	12,000	—
6% notes due December 29, 2008 payable to our CFO	6,000	—
Discount on note payable	(851,258)	—
	$ 876,742	$ —

In the six months ended September 30, 2008, the Company borrowed from various parties the aggregate amount of $228,000. These loans are due on demand after 90 days and bear interest of 6% payable at maturity. Each note is convertible into common stock of the Company at a conversion rate of $.88 per share. The loans are initially convertible into 259,091 shares of the Company's common stock. Detachable warrants were also issued with each note giving the holder the right to purchase an aggregate 259,901 shares of the Company's common stock at an exercise rice of $.88 per share. The 6% notes are due within 5 days of demand, but not prior to the stated due date.

In accordance with EITF 00-27, the Company recognized the beneficial conversion feature associated with the notes convertibility into shares and warrants. The total value of warrants was determined using the Black Scholes Option Price Calculation. In employing this model, the following assumptions were used the actual three month T-Bill rate on the advance dates for the risk-free rate. The actual share price on advance dates; expected volatility of 67.36%, no dividends and a five year horizon in all Black Scholes Option Price calculations. The total value of warrants was $98,427 and the total value of shares was $98,427.

Following the guidance provided by EITF 00-27 the Company allocated proceeds first to the warrants issuable upon conversion of the note. The value of the warrants was recorded on the balance sheet as debt discounts and increases to shareholder's equity. The debt discounts are being amortized over the remaining life of the convertible note. The value of warrants in excess of the actual debt advance amounts were expensed as financing fees.

NOTE 5 - COMMITMENTS 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 $42,393 and $44,786 for the six months ended September 30, 2008 and 2007, respectively.

Payments Due by Period

Contractual Obligations	Total	Less than 1 year	1-3 years	4-5 years	After 5 years
Office Lease	$ 370,729	$ 71,154	$ 148,772	$ 150,803	$ —
Total Contractual Cash	$ 370,729	$ 71,154	$ 148,772	$ 150,803	$ —

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 September 30, 2008, 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. All of the options were fully vested in January 2008.

NOTE 6 - PREFERRED STOCK AND COMMON STOCK

Preferred Stock

As of September 30, 2008, no preferred stock has been issued by the Company.

Common Stock

On June 26, 2008, the Company entered into a Securities Purchase Agreement with The OGP Group LLC, a Delaware limited liability company ("OGP") pursuant to which the Company sold to OGP 113,636 shares of restricted common stock of the Company at a price of $0.88 per Share. In addition, the Company issued to OGP a five year warrant to purchase up to an aggregate of 113,636 shares of the Company's common stock at an exercise price of $0.88 per share. (See Note 10 Related Party Transactions)

NOTE 7 – INCOME TAXES

At September 30, 2008 and March 31, 2008, the Company had deferred tax assets calculated at an expected rate of 34% of approximately $9,275,000 and $8,695,000, respectfully.

As management of the Company cannot determine that it is more likely than not that the Company will realize the benefit of the deferred tax asset, a valuation allowance equal to the deferred tax asset has been recorded.

The significant components of the deferred tax assets at September 30, 2008 and March 31, 2008 were as follows:

	March 31,	
	2008	2007
Net operating loss carryforward:	$ 27,280,000	$ 25,574,000
Deferred tax asset	$ 9,275,000	$ 8,695,000
Deferred tax asset valuation allowance	(9,275,000)	(8,695,000)
Net deferred tax asset	$ —	$ —

At September 30, 2008 and March 31, 2008, the Company has net operating loss carryforwards of approximately $27,280,000 and $25,574,000, respectively, which begin to expire in the year 2014 through 2028. The change in valuation allowance from March 31, 2008 to September 30, 2008 is $580,000.

NOTE 8 - STOCK PURCHASE WARRANTS

The following is a summary of all common stock warrant activity during the two years ended September 30, 2008:

	Number of Shares Under Warrants	Exercise Price Per Share	Weighted Average Exercise Price
Warrants issued and exercisable at: March 31, 2007	4,713,533	$ 2.50-5.00	$ 1.97
Warrants issued	4,250,000	—	—
Warrants expired	(823,191)	5.00	5.00
Warrants exercised	(200,000)	1.25	1.25
Warrants issued and exercisable at: March 31, 2008	7,940,342	$ .87-5.00	$ 2.25
Warrants issued	372,726	0.88	0.88
Warrants expired	(96,439)	5.00	5.00
Warrants exercised	—	—	—
Warrants issued and exercisable at: September 30, 2008	8,216,629	$ 0.87-5.00	$ 2.76

The following represents additional information related to common stock warrants outstanding and exercisable at September 30, 2008:

	Outstanding and Exercisable		
Range of Exercise Price	Number of Shares Under Warrants	Weighted Average Remaining Contract Life in Years	Weighted Average Exercise Price
$5.00	156,403	0.27	$ 5.00
$1.25 - 2.50	3,687,500	1.36	2.21
$2.70	2,500,000	3.77	2.70
$0.87 - .88	1,872,726	4.39	.87
Total	8,216,629	2.76	2.11

The Company used the Black-Scholes option price calculation to value the warrants issued in the six months ended September 30, 2008 and the year ending March 31, 2008 using the following assumptions: risk-free rate of 2.00-4.50%; volatility of 63% to 67; zero dividend yield; the actual exercise term of the warrants issued and the exercise price of warrants issued.

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 non-statutory options is determined by the Compensation Committee of our 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 non-statutory stock options is determined by the Compensation Committee of our Board of Directors. Options granted under the plans are not transferable, except by will and the laws of descent and distribution.

Under the Plans during the six months ended September 30, 2008 and the year ended March 31, 2008, the Company granted -0- and 98,200 stock options to employees and directors. The options were granted with an exercise prices $1.00-2.85 and will fully vest from one to four years of service. The options were valued using the fair value method as prescribed by SFAS No. 123 (R), resulting in a total value associated with these options for the six months ended September 30, 2008 and the year ended March 31, 2008 of $-0- and $86,612. Pursuant to SFAS No. 123(R), this amount will be accrued to compensation expense over the expected service term as vested. The accrued compensation expense related to these options for the six months ended September 30, 2008 and 2007 is $116,636 and $91,060 and has been expensed in the six months ended September 30, 2008 and 2007, respectively pursuant to the application of SFAS No. 123(R), and credited to additional paid-in capital.

As of September 30, 2008 there were 2,174,250 remaining options available to be issued in the 2006 Stock Incentive Plan and the 2004 Equity Compensation Plan.

The following is a summary of all common stock option activity during the year ended March 31, 2008 and the six months ended September 30, 2008:

	Shares Under Options Outstanding	Weighted Average Exercise Price
Options outstanding at March 31, 2007	2,578,255	$ 2.73
Options granted	98,200	1.75
Options expired	—	—
Options exercised	—	—
Options outstanding at March 31, 2008	2,676,455	2.75
Options granted	—	—
Options expired	(255,405)	3.40
Options exercised	—	—
Options outstanding at September 30, 2008	2,421,040	$ 2.27

	Options Exercisable	Weighted Average Exercise Price per Share
Options exercisable at March 31, 2008	2,298,955	$ 2.75
Options exercisable at September 30, 2008	2,159,790	$ 2.74

The following represents additional information related to common stock options outstanding and exercisable at September 30, 2008:

Range of Exercise Price	Number Outstanding at March 31, 2008	Weighted Average Remaining Contractual Life Years	Weighted Average Exercise Price (Total Shares)	Number Exercisable At September 30, 2008	Weighted Average Exercise Price (Exercisable Shares)
$3.40	702,392	6.09	$3.40	702,392	$3.40
$5.00	72,333	2.13	$5.00	72,333	$5.00
$1.61 - 2.95	22,365	7.71	$2.06	22,365	$2.06
$1.00 - 2.85	1,623,950	4.92	$2.27	1,362,700	$2.29
$1.00 - 5.00	2,421,040	5.20	$2.68	2,159,790	$2.74

Total compensation cost related to non-vested stock options as of September 30, 2008 and March 31, 2008 was $307,888 and $409,158, respectively.

Weighted average period of non-vested stock options was 1.75 years as of September 30, 2008.

The Company used the Black-Scholes option price calculation to value the options granted in the six months ended September 30, 2008 and the year ended March 31, 2008 using the following assumptions: risk-free rate of 2% to 4.5%; volatility of 63% to 67%; zero dividend yield; half the actual term and exercise price of warrants granted.

NOTE 10 – RELATED PARTY TRANSACTIONS

Our CFO is a 5% owner and CFO of Mastodon Ventures, Inc. Mastodon provides office space and incidentals for our CFO at no cost to the Company. On June 26, 2008 Mastodon advanced the Company $35,000 in a short-term advance. On June 30, 2008, the Company returned to Mastodon $35,000 in repayment of the June 26, 2008 advance and on that date had no balances outstanding with Mastodon.

On July 29, and August 12, 2008, Mastodon made loans to the Company in the amounts of $75,000 and $60,000, respectively. The loans are due on demand after 90 days and bear interest at 6%. In addition, the Company issued to Mastodon five year warrants to purchase up to an aggregate of 153,409 shares of the Company's common stock at an exercise price of $0.88 per share. At September 30, 2008 the balance owed Mastodon was $135,000 plus accrued interest of $1,278.

On August 28, September 12, and September 30, 2008, our CEO, made loans to the Company in the amounts of $25,000, $25,000 and $12,000, respectively. The loans are due on demand after 90 days and bear interest at 6%. In addition, the Company issued to the CEO five year warrants to purchase up to an aggregate of 70,454 shares of the Company's common stock at an exercise price of $0.88 per share. At September 30, 2008 the balance owed to the CEO on these loans was $62,000 plus accrued interest of $219.

On September 30, 2008, our CFO, made a loan to the Company in the amounts of $6,000. The loan is due on demand after 90 days and bear interest at 6%. In addition, the Company issued to the CFO a five year warrant to purchase up to an aggregate of 6,818 shares of the Company's common stock at an exercise price of $0.88 per share. At September 30, 2008 the balance owed to the CFO on this loan was $6,000 plus accrued interest of $-0-.

At September 30, 2008 the CEO and CFO have deferred their salaries in the amount $32,000 and $17,502, respectively.

On June 26, 2008, The OGP Group LLC, purchased 113,636 shares of restricted common stock of the Company at a price of $0.88 per Share. In addition, the Company issued to OGP a five year warrant to purchase up to an aggregate of 113,636 shares of the Company's common stock at an exercise price of $0.88 per share. In a separate agreement between OGP and MV Nanotech Corporation, a subsidiary of Mastodon Ventures, Inc in which our CFO is a 5% owner and CFO, MV Nanotech has agreed to sell to OGP 50,000 shares of our Company common stock that MV Nanotech owns for $100. In addition after September 24, 2008, OGP has the right to present to MV Nanotech up to 113,636 shares of our common stock for purchase at a price of $1.00 per share.

NOTE 11 – SUBSEQUENT EVENT

On October 15, 2008, our CEO, made an additional loan to the Company in the amount of $9,000. The loan is due on demand after 90 days and bear interest at 6%. In addition, the Company issued to the CEO five year warrants to purchase up to an aggregate of 10,227 shares of the Company's common stock at an exercise price of $0.88 per share.

On November 20, 2008, the Board of Directors approved the re-pricing of 1,613,344 warrants to $0.20 per warrant.

On October 30, 2008 and November 14, 2008 our investor relations firm Arthur Douglass and Associates, advanced the Company an aggregate $50,000.

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 Annual Report on Form 10-K for the fiscal year ended March 31, 2008 and incorporated herein by reference.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Overview

Through our wholly-owned subsidiary EnviroSystems, Inc., we produce cleaning and disinfecting products that we believe will help prevent the spread of infectious microorganisms while minimizing the harmful effects to people, equipment or the environment.

Products. We are currently marketing the following products:

SurfaceTru™ - A multi-purpose cleaner deodorizer targeted toward commercial markets which does not require gloves, protective clothing, and special ventilation or special handling requirements and is non-flammable.

SurfaceTru® Cleaning & Deodorizing Wipes – A cleansing wipe primarily sold to customers in the commercial aviation sector.

EnviroTru® and EnviroTru 1453® - Multi-purpose disinfectant, sanitizing and deodorizing cleaners, that are ready-to-use and effective against numerous organisms including E Coli and Salmonella. Our EnviroTru® products also meet EPA requirements for Toxicity Category IV and have passed AMS 1452A, AMS 1453 and Boeing D6-7127 specifications for non-corrosion and materials compatibility. The product has been registered in 49 states, the District of Columbia and Puerto Rico. We expect action on the part of the remaining state sometime in the near future.

EquineTru® – A skin and hoof treatment for horses used in the prevention and treatment for skin and hoof conditions caused by microorganisms.

In addition to the foregoing, we are also marketing an electrostatic sprayer device which is used to apply our liquid product to surfaces. We plan to develop and introduce a portfolio of products in three product groups: (1) surface disinfectants and cleaners, (2) animal care, and (3) personal care. This product portfolio will employ a proprietary and we believe unique, emulsion biocide technology. We are also developing products based on other proprietary formulations and technology platforms. In each case these products are expected to occupy a unique position in the market place in that they will combine efficacy with a favorable profile for health and environmental effects.

In May 2008, our wholly owned subsidiary, EnviroSystems, Inc. announced the selection of its disinfectant, EnviroTru® for use by EverySupply Company, Inc. of Mt. Vernon, N.Y. We believe that EverySupply is one of the largest maintenance supply companies in the New York City metro area, and we believe that it is currently serving over 1300 residential properties. EverySupply is focused on implementation of its Green Residential Cleaning program and is presently educating and "retrofitting" its customer base with new cleaning industry technologies that are safer, more efficient and environmentally preferable. EverySupply reports that their products are currently in use at The Solaire, the first green residential tower in the United States; The Helena, Tribeca Green, The Verdesian, The

Vanguard Chelsea, The Epic and Millenium Tower Residences. To meet the increasing demand for those that desire to "live green" EverySupply believes that several more properties will soon join the growing list of residences that are dependent upon the company to help provide environmentally sensitive structures.

Among our near-term priorities, we are hoping to reintroduce a hospital grade disinfectant product to replace the product called EcoTru®. This product had historically been EnviroSystems' primary product and accounted for a majority of its revenue, but was removed from the market in 2006. The reformulated EcoTru® 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. Likewise, in addition to being highly effective as a disinfectant, our reformulated EcoTru® 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.

Our infection prevention products will target a United States market for infection prevention products and services estimated at $10.3 billion in 2006 and expected to grow 4.6% annually to $11.8 billion in 2009. It is further estimated that consumables/disposables constitute 91% of this market. The total global demand is believed to be approximately 3-3.5 times that of the U.S. The demand for disinfectants in the U.S. is estimated to be $2.2 billion to $2.5 billion in the same period.

Our headquarters is located at 116 Morlake Drive, Suite 201, Mooresville, North Carolina 28117. Our telephone number is (704) 658-3350. Our website address is www.envirosi.com.

Results of Operations

Three Months Ended September 30, 2008 compared to Three Months Ended September 30, 2007

Revenues. Our revenues for the three months ended September 30, 2008 and 2007 were $27,145 and $48,632, respectively. This is a decrease of $21,487. This decrease is directly attributive to initial sales of our products EnviroTru® and EnviroTru 1453® which initially became available for sale in the quarter ended September 30, 2007. Revenues for the three months ended September 30, 2008 and 2007 were composed of the following:

	Three Months Ended September 30,	
	2008	2007
Products		
Electro-Static Sprayer	17.68%	—
SurfaceTru® Cleaning & Deodorizing Wipes	21.01%	36.57%
EnviroTru® and EnviroTru 1453®	57.55%	63.43%
EquineTru®	3.76%	—

Cost of Sales. Cost of sales for the three months ended September 30, 2008 and 2007 were $20,382 and $56,119, respectively, a decrease of $35,737. As a percentage of revenues, for the three months ended September 30, 2008 and 2007, cost of sales represented 75% and 115% of revenues, respectively. During the three months ended September 30, 2008, depreciation expense in the amount of $8,522 was recorded for manufacturing equipment that sat idle and is included as part of Operating Expenses on the Consolidated Statement of Operations.

Operating Expenses. Total operating expenses for the three months ended September 30, 2008 and 2007 were $817,506 and $782,148, respectively, an increase of $35,358 or 5%.

Sales expense for the three months ended September 30, 2008 and 2007 were $92,002 and $73,679, respectively, an increase of $18,323 or 25%. The increase in cost includes amounts for an additional sales associate in our sales department to help in the promotion of our products. Other increases include amounts spent on advertising and marketing efforts.

Product development expenses for the three months ended September 30, 2008 and 2007 were $103,520 and $141,964, respectively, a decrease of $38,444 or 27%. Decrease in expenses for the three months ended September 30, 2008 compared to 2007 includes a decrease of $42,203 for product development testing.

Corporate expense for the three months ended September 30, 2008 and 2007 were $522,086 and $435,991, respectively, an increase of $86,095 or 20%. The increase in expenses from the prior year includes an increase in interest expense and financing cost of $373,771 and a decrease in consulting expense of $213,600. Other decreases include a decrease in legal professional fees of approximately $51,000.

Finance and administrative expenses for the three months ended September 30, 2008 and 2007 were $99,898 and $130,514, respectively a decrease of $30,656 or 24%. Expenses that decreased from the prior period included fees for professional services of $28,254.

Six Months Ended September 30, 2008 compared to Six Months Ended September 30, 2007

Revenues. Our revenues for the six months ended September 30, 2008 and 2007 were $45,504 and $53,962, respectively. This is a decrease of $8,458. This decrease is directly attributive to initial sales of our products EnviroTru® and EnviroTru 1453® which initially became available for sale in the quarter ended September 30, 2007. Revenues for the six months ended September 30, 2008 and 2007 were composed of the following:

	Six Months Ended September 30,	
	2008	2007
Products		
SurfaceTru®	1.49%	—
SurfaceTru® Cleaning & Deodorizing Wipes	42.88%	42.84%
EnviroTru® and EnviroTru 1453®	41.55%	57.16%
EquineTru®	3.54%	—
Electro-Satic Sprayer	10.55%	—

Cost of Sales. Cost of sales for the six months ended September 30, 2008 and 2007 were $45,639 and $60,377, respectively, a decrease of $14,738. As a percentage of revenues, for the six months ended September 30, 2008 and 2007, cost of sales represented 101% and 112% of revenues, respectively. Cost of sales for the six months ended September 30, 2008 includes $5,019 for disposal cost of material that scrapped. During the three months ended September 30, 2008, depreciation expense in the amount of $17,044 was recorded for manufacturing equipment that sat idle and is included as part of Operating Expenses on the Consolidated Statement of Operations.

Operating Expenses. Total operating expenses for the three months ended September 30, 2008 and 2007 were $1,651,563 and $1,651,102, respectively, an increase of $461.

Sales expense for the six months ended September 30, 2008 and 2007 were $187,536 and $138,459, respectively, an increase of $49,077 or 35%. The increase in cost includes amounts for an additional sales associate in our sales department to help in the promotion of our products. Other increases include amounts spent on advertising and marketing efforts.

Product development expenses for the six months ended September 30, 2008 and 2007 were $210,124 and $269,670, respectively, a decrease of $59,546 or 22%. Decrease in expenses for the six months ended September 30, 2008 compared to 2007 includes a decrease of $61,555 for product development testing.

Corporate expense for the six months ended September 30, 2008 and 2007 were $1,019,641 and $966,038, respectively, an increase of $53,603 or 6%. The increase in expenses from the prior year includes an increase in interest expense and financing cost of $650,313 and a decrease in consulting expense of $502,325. Other decreases include a decrease in legal professional fees of approximately $91,926.

Finance and administrative expenses for the six months ended September 30, 2008 and 2007 were $234,262 and $246,935, respectively a decrease of $12,673 or 5%. Expenses that decreased from the prior period included fees for professional services of $25,349 and an increase in compensation expenses of $9,285 for options issued to employees.

Liquidity and Capital Resources

For the six months ended September 30, 2008, we used net cash of $670,919 in operating activities, compared with $1,032,218 of net cash used in operating activities for the six months ended September 30, 2007, in comparison to the same period in the prior year, this is a decrease in net cash used in operating activities of $361,299 from the prior.

Cash used in investing activities included $-0- and $21,811 for the six months ended September 30, 2008 and 2007, respectively. In the six months ended September 30, 2007 we used $21,811 in the purchase of additional testing equipment for our product research and development activities.

We had net cash provided by financing activities of $328,000 for the six months ended September 30, 2008 compared with $-0- provided by financing activities for the six months ended September 30, 2007. Cash provided by financing activities for the six months ended September 30, 2008, includes $100,000 from the sale of 113,636 shares of common stock with 113,636 detachable warrants and $228,000 from the issuance of short term notes payable.

At September 30, 2008 and March 31, 2008, we had cash and cash equivalents available in the amounts of $8,708 and $351,627, a decrease of $342,919.

Subsequently to September 30, 2008, we have raised an additional $308,000 in short term loans and are actively seeking to raise between $2,000,000 to 4,000,000 in a private placement of our common stock.

Contractual Obligations

We have entered into a lease agreement for office lease. The office lease requires us to pay $389,029 over a five year period beginning in August 2008. We have an option to extend this lease for an additional five year period. The office is located in Mooresville, NC.

Effective August 1, 2006, EnviroSystems, Inc., our wholly owned subsidiary, which we refer to as ESI, 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' liquid products.

The Manufacturing Agreement provides the terms and conditions pursuant to which Minntech will manufacture and supply to ESI all of ESI's requirements for its products. Manufacturing of products commenced in 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.

Payments Due by Period

Contractual Obligations	Total	Less than 1 year	1-3 years	4-5 years	After 5 years
Office Lease	$ 370,729	$ 71,154	$ 148,772	$ 150,803	$ —
Total Contractual Cash Obligations	$ 370,729	$ 71,154	$ 148,772	$ 150,803	$ —

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 inter-company 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:

Trade Secret

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

Impairment of Long Lived Assets

We assess potential impairment of our long lived assets, which include our property and equipment and our identifiable intangibles such as our 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, we assess potential impairment of our long lived assets. We determine impairment by measuring the undisclosed 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 currant 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.

Contingent Liability

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

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

As a “smaller reporting company” as defined by Item 10 of Regulation S-K, we are not required to provide information required by this Item.

ITEM 4T. CONTROLS AND PROCEDURES.

(a) Disclosure Controls and Procedures.

In connection with the preparation of this Form 10-Q, an evaluation was carried out by the Company’s management, with the participation of the Company’s Chief Executive Officer and Chief Financial Officer, of the effectiveness of the Company’s disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 (Exchange Act)). Disclosure controls and procedures are designed to ensure that information required to be disclosed in reports filed or submitted under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in SEC rules and forms and that such information is accumulated and communicated to management, including the Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosures. Based on such evaluation, and in light of the previously identified material weakness in internal control over financial reporting, as of March 31, 2008, relating to the lack of appropriate accounting policies and related procedures described in the Company’s annual report on Form 10-K for the fiscal year ended March 31, 2008, the Company’s Chief Executive Officer and Chief Financial Officer concluded that, as of September 30, 2008, the Company’s disclosure controls and procedures were ineffective.

(b) Changes to Internal Control Over Financial Reporting.

There have been no changes in the Company’s internal control over financial reporting (as defined in Rule 13a-15(f) and 15d-15(f) under the Exchange Act) that occurred during the quarter ended September 30, 2008, that have materially affected, or are reasonably likely to materially affect, the Company’s internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1A. Risk Factors

Our business faces many risks. Any of the risks discussed below or elsewhere in this Form 10-Q and our other SEC filings could have a material impact on our business, financial position or results of operations. Additional risks and uncertainties not presently known to us or that we currently believe to be immaterial may also impair our business operations.

For a detailed discussion of the risk factors that should be understood by any investor contemplating investment in our stock, please refer to "Item 1A. Risk Factors" in our Annual Report on Form 10-K for our fiscal year ended March 31, 2008. The risks identified in our Annual Report on Form 10-K four our fiscal year ended March 31, 2008 have not changed in any material respect, except as supplemented below.

We reported a material weakness in our internal control over financial reporting and a lack of effective disclosure controls and procedures in our Annual Report on Form 10-K for our fiscal year ended March 31, 2008. If we fail to maintain an effective system of disclosure controls and procedures and internal controls, including internal controls over financial reporting, we may not be able to accurately report our financial results or detect fraud. Consequently, investors could lose confidence in our financial reporting and this may result in a decrease the trading price of our stock.

Pursuant to Section 404 of the Sarbanes-Oxley Act of 2002, beginning with the Annual Report on Form 10-K for the fiscal year ended March 31, 2008, we are required to furnish a report by management on our internal controls over financial reporting. Such report contains, among other matters, an assessment of the effectiveness of our internal control over financial reporting. Our management's assessment of the effectiveness of our internal control over financial reporting as of March 31, 2008, resulted in a determination that we had a material weakness in our internal controls as we had not established with appropriate rigor accounting policies or procedures for evaluating complex financial transactions such as convertible debt. Management considered this material weakness to be an integral component of our disclosure controls and procedures, and as a result, concluded that our disclosure controls and procedures, as of March 31, 2008, were not effective.

We must maintain effective disclosure controls and procedures and internal control over financial reporting to provide reliable financial reports on a timely basis and detect fraud. We continue to assess our internal controls to identify areas that need improvement. We are in the process of implementing changes to internal controls, but have not yet completed implementing these changes. Failure to implement these changes to our internal controls or any others that we identify as necessary to maintain an effective system of internal controls could harm our operating results and cause investors to lose confidence in our reported financial information. Any such loss of confidence would have a negative effect on the trading price of our common stock.

We may be exposed to potential risks resulting from new requirements under Section 404 of the Sarbanes-Oxley Act.

In addition to the report by management on our internal control over financial reporting described above, for our fiscal year ending March 31, 2010, and thereafter, our annual reports must also contain a statement that our auditors have issued an attestation report on our management's assessment of such internal control. If our auditors are unable to attest that our management's report is fairly stated (or they are unable to express an opinion on the effectiveness of our internal control when such attestation is required), we could lose investor confidence in the accuracy and completeness of our financial reports which could have a material adverse effect on our stock price.

While we intend to expend resources to prepare the documentation required by Section 404 of the Sarbanes-Oxley Act (Section 404), and to perform the required testing procedures, there is a risk that we will not comply with all of the requirements imposed by Section 404. Accordingly, there can be no assurance that our independent registered public accounting firm will be able to issue the attestation required by Section 404. In the event we identify significant deficiencies or additional material weaknesses in our internal controls that we cannot remediate in a timely manner or we are unable to receive an attestation from our independent registered public accounting firm with respect to our internal controls, investors and others may lose confidence in the reliability of our financial statements and our ability to obtain equity or debt financing could be adversely affected.

If we fail to remain current in our reporting requirements, our common stock could be removed from the OTC Bulletin Board which would limit the ability of broker-dealers to sell our securities and the ability of our stockholders to sell their common stock in the secondary market.

In order for an issuer to have its securities quoted on the OTC Bulletin Board, it must be required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended. Thereafter, in order to maintain price quotation privileges on the OTC Bulletin Board, issuers are required to file complete annual and quarterly reports in a timely fashion. An issuer whose securities are quoted on the OTC Bulletin Board that fails to file a complete annual or quarterly by the applicable due date for such report three times within a two year period, will have its securities removed from the OTC Bulletin Board and will be ineligible to have their securities quoted on the OTC Bulletin Board for a one year period. If we fail to remain current on our reporting requirements for the next two years, we will be removed from the OTC Bulletin Board. As a result, the market liquidity for our securities could be severely adversely affected by limiting the ability of broker-dealers to sell our securities and the ability of stockholders to sell their securities in the secondary market.

Item 6. Exhibits

Exhibit 31.1	Certification of the CEO Pursuant to Rule 15d-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 15d-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.

Anpath Group, Inc.

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

November 25, 2008

EXHIBIT INDEX

Exhibit 31.1	Certification of the CEO Pursuant to Rule 15d-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 15d-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

EXHIBIT 31.1

Rule 13a-14(a) Certification of the Principal Executive Officer

I, J. Lloyd Breedlove, certify that:

1. I have reviewed this quarterly report on Form 10-Q 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 registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer 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)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant 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 registrant, 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) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant'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

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant'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 registrant'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 registrant's internal control over financial reporting.

Date: November 25, 2008

By: /s/ J. Lloyd Breedlove
J. Lloyd Breedlove, President and C.E.O.
(Principal Executive Officer)

EXHIBIT 31.2

Rule 13a-14(a) Certification of the Principal Financial Officer

I, Stephen Hoelscher, certify that:

1. I have reviewed this quarterly report on Form 10-Q 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 registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer 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)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant 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 registrant, 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) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   (c) Evaluated the effectiveness of the registrant'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
   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant'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 registrant'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 registrant's internal control over financial reporting.

Date: November 25, 2008

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

EXHIBIT 32

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

The undersigned, the Chief Executive Officer and the Chief Financial Officer of Anpath Group, Inc. (the “Company”), each certify that, to his knowledge on the date of this certification:

1. The quarterly report of the Company for the period ended September 30, 2008 as filed with the Securities and Exchange Commission on this date (the “Report”) fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ J. Lloyd Breedlove
J. Lloyd Breedlove
Chief Executive Officer
November 25, 2008

/s/ Stephen Hoelscher
Stephen Hoelscher
Chief Financial Officer
November 25, 2008