VOLT INC
Form 10QSB
May 20, 2002

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

FORM 10-QSB

(Mark One)
[X] QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2002

[ ] TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE EXCHANGE ACT
For the transition period from ________________ to _________________

Commission file number 0-28555

VOLT INC.

(Exact name of small business issuer as specified in its charter)

NEVADA	86-0960464
(State or other jurisdiction of incorporation or organization) (IRS	Employer Identification No.)

5009 Indian Gulch Road, Catheys Valley CA 95306

(Address of principal executive offices)

(209) 374-3485

(Issuer's telephone number)

DEERBROOK PUBLISHING GROUP, INC.,
12919 S.W. Freeway, Suite 170, Stafford, Texas

(Former name, former address and former fiscal year, if changed since last report)

APPLICABLE ONLY TO CORPORATE ISSUERS

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date: 1,919,422 Common Shares $0.001 par value as of March 31, 2002

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

PART I -- FINANCIAL INFORMATION

Item 1. Financial Statements.

VOLT, INC. AND SUBSIDIARIES

(FORMERLY DEERBROOK PUBLISHING GROUP, INC.
AND SUBSIDIARIES)
INDEX TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

VOLT, INC.
(FORMERLY DEERBROOK PUBLISHING GOUP, INC. AND SUBSIDIARIES)
CONDENSED CONSOLIDATED BALANCE SHEETS
MARCH 31, 2002 AND 2001

ASSETS

	(Unaudited) March 31 2002	(Unaudited) March 31 2001
CURRENT ASSETS		
Cash and cash equivalents	$ 13,241	$ 224
Prepaid expenses and other assets	2,800	-
TOTAL CURRENT ASSETS	16,041	224
PROPERTY AND EQUIPMENT - Net	5,733,748	-
OTHER ASSETS		
Loans receivable	154,500	-
TOTAL ASSETS	$ 5,904,289	$ 224

The accompanying notes are an integral part of the condensed consolidated financial statements.

VOLT, INC.
(FORMERLY DEERBROOK PUBLISHING GOUP, INC. AND SUBSIDIARIES)
CONDENSED CONSOLIDATED BALANCE SHEETS
MARCH 31, 2002 AND 2001

LIABILITIES AND STOCKHOLDERS' EQUITY

	(Unaudited) March 31 2002	(Unaudited) March 31 2001
CURRENT LIABILITIES		
Notes payable	$ -	$ 26,712
Accounts payable	25,500	518,670
TOTAL CURRENT ASSETS	25,500	545,582
COMMITMENTS AND CONTINGENCIES		
STOCKHOLDERS' EQUITY (DEFICIT)		
Preferred stock, $.001 par value, 10,000,000 shares authorized; 1,000,000 shares and -0- shares issued and outstanding at March 31, 2002 and 2001 respectively (Unaudited)	1,000	-
Common stock, $.001 par value 2,500,000 shares authorized; 1,919,422 shares and 11,340,547 issued and outstanding at March 31, 2002 and 2001 respectively (Unaudited)	1,919	11.340
Warrants	-	451,000
Additional paid-in capital	9,780,619	3,254,587
Accumulated deficit	(3,904,749)	(4,262,185)
Total stockholders' equity	5,878,789	(535,358)
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 5,904,289	$ 224

The accompanying notes are an integral part of the condensed consolidated financial statements.

VOLT, INC.
(FORMERLY DEERBROOK PUBLISHING GOUP, INC. AND SUBSIDIARIES)

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
FOR THE SIX AND THREE MONTHS ENDED MARCH 31, 2002 AND 2001

	(UNAUDITED) SIX MONTHS ENDED 2002	2001	(UNAUDITED) THREEE MONTHS ENDED 2002	2001
REVENUE	$41,400	$ -	$ -	$ -
COST OF REVENUE	-	-	-	-
GROSS PROFIT	41,400	-	-	-
OTHER EXPENSES				
General and administrative	(21,102)	(48,982)	(14,396)	(35,130)
Interest expense	-	(778)	-	-
Loss on disposal of assets	-	(7,845)	-	-
INCOME (LOSS) FROM CONTINUING OPERATIONS BEFORE INCOME TAXES AND EXTRAORDINARY ITEM	20,298	(57,605)	(2,498)	(35,130)
Income taxes	-	-	-	-
LOSS FROM DISCONTINUED OEPRATIONS	-	(2,235)	-	-
EXTRAORDINARY ITEM				
Forgiveness of debt	18,000	262,600	13,000	262,600
NET INCOME	38,298	202,760	10,504	227,470
Dividends	-	167,435	-	167,435
NET INCOME AVAILABLE TO COMMON STOCKHOLDERS	$38,298	$ 35,325	$10,504	$60,035
BASIC EARNINGS PER SHARE:				
Income from continuing operations available to common stockholders	0.01	(0.02)	(0.00)	(0.02)
Extraordinary item	0.01	0.03	0.01	0.03
NET INCOME AVAILABLE TO COMMON STOCKHOLDERS	$ 0.02	$0.01	$ 0.01	$ 0.01
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING	1,869,422	9,511,104	1,894,422	9,531,207
DILUTED EARNINGS PER SHARE				
Income (Loss) from continuing operations available to common stockholders	0.01	(0.02)	(0.00)	(0.02)
Extraordinary item	0.01	0.02	0.01	0.02

NET INCOME AVAILABLE TO COMMON STOCKHOLDERS	$ 0.02	$ -	$ 0.01	$ -
	===========	========	======	=======
WEIIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING	1,869,422	10,511,104	1,894,422	10,531,207
	=========	==========	=========	==========

The accompanying notes are an integral part of the condensed consolidated financial statements.

VOLT, INC. AND SUBSIDIARIES
(FORMERLY DEERBROOK PUBLISHING GROUP, INC. AND SUBSIDIARIES)
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)
FOR THE SIX MONTHS ENDED MARCH 31, 2002 AND 2001

	SIX MONTHS ENDED	
	(UNAUDITED) MARCH 31, 2002	(UNAUDITED) MARCH 31, 2001
	--------------	--------------
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net Income	$ 38,298	$ 202,760
Adjustments to reconcile net income to net cash used by operating activities:		
Depreciation	2,000	1,732
Loss on disposal of assets		7,845
Inventory distributed as dividend		(112,246)
Common stock issued for acquisition costs, services, payables and accrued payroll		278,000
Non cash interest expense		778
Change in net assets of discontinued operations		(42,645)
Discontinued operations		44,880
Changes in assets and liabilities:		
Prepaid expenses and other		49,400
Inventory		112,246
Accounts payable	(18,000)	(4,030)
Accrued payroll		(507,600)
Other liabilities	0	(31,492)
	-	-------
Total adjustments	(14,800)	(203,132)
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Net cash provided by (used in)

operating activities	23,498	(372)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchases of property and equipment	(12,549)	
Net cash used by investing activities	(12,549)	

The accompanying notes are an integral part of the condensed consolidated financial statements.

VOLT, INC. AND SUBSIDIARIES
(FORMERLY DEERBROOK PUBLISHING GROUP, INC. AND SUBSIDIARIES)
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (CONTINUED)
FOR THE SIX MONTHS ENDED MARCH 31, 2002 AND 2001

	SIX MONTHS ENDED	
	(UNAUDITED) MARCH 31, 2002	(UNAUDITED) MARCH 31, 2001
CASH FLOWS FROM FINANCING ACTIVITIES:		
Stockholders advance	(83,500)	-
Net cash provided by financing activities	(83,500)	-
NET CHANGE IN CASH AND CASH EQUIVALENTS	(72,551)	(372)
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	85,792	596
CASH AND CASH EQUIVALENTS AT END OF PERIOD	$ 13,241	$ 224

NON CASH INVESTING AND FINANCING ACTIVITIES

None

The accompanying notes are an integral part of the condensed consolidated financial statements.

VOLT, INC. AND SUBSIDIARIES
(FORMERLY DEERBROOK PUBLISHING GROUP, INC. AND SUBSIDIARIES)
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)
MARCH 31, 2002 AND 2001

NOTE 1- ORGANIZATION AND BASIS OF PRESENTATION

The condensed consolidated unaudited interim financial statements included herein have been prepared, without audit, pursuant to the rules and regulations of the Securities and Exchange Commission. The consolidated financial statements and notes are presented as permitted on Form 10-QSB and do not contain information included in the Company's annual consolidated statements and notes. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted pursuant to such rules and regulations, although the Company believes that the disclosures are adequate to make the information presented not misleading. The results for the six and three months ended March 31, 2002 may not be indicative of the results for the entire year.

These statements reflect all adjustments, consisting of normal recurring adjustments which, in the opinion of management, are necessary for fair presentation of the information contained herein.

Volt, Inc., formerly Deerbrook Publishing Group, Inc. and Subsidiaries is a power provider and marketer of alternative energy and back-up power systems. The Company is in the initial stages of implementing its business plan.

Deerbrook Publishing Group, Inc. was a distributor of fine arts. Effective March 31, 2001, Deerbrook Publishing Group, Inc. entered into an agreement to spin off its subsidiaries; Inter Arts, Inc. and Cimmaron Studios, Inc. On April 23, 2001, the Company effected a 1 for 100 reverse stock split for its $.001 par value common stock. Upon this spin off, the name was officially changed to Volt, Inc. when on April 25, 2001, Denis C. Tseklenis acquired 127,995 shares of the Company's common stock, $.001 par value per share, which constituted approximately 53% of the Company's issued and outstanding common stock for $255,000.

In the Company's fiscal third quarter of 2001, two inactive wholly-owned subsidiaries, Sun Volt, Inc. and Sun Electronics, Inc. were incorporated. The other wholly-owned subsidiary is Arcadian Renewable Power, Inc. This subsidiary is the corporation that holds the Altamont Wind Farm in the Altamont Pass in Livermore, California.

NOTE 2- SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Principles of Consolidation

The unaudited condensed consolidated balance sheet as of March 31 2002, and unaudited statements of operations for the six and three months ended March 31 2002, and unaudited cash flows for the six months ended March 31, 2002 includes Volt, Inc. and its wholly-owned subsidiaries, Sun Volt, Inc., Sun Electronics, Inc. and Arcadian Renewable Power, Inc.

The unaudited condensed consolidated balance sheet as of March 31, 2001 and unaudited statements of operations for the six and three months ended March 31, 2001, and cash flows for the six months ended March 31, 2001 include Deerbrook Publishing Group, Inc., and its wholly-owned subsidiaries, Signature Editions, Inc., Inter Arts, Incorporated, and Cimmaron Studios, Inc.

Intercompany transactions and balances have been eliminated in consolidation.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America, requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Cash and Cash Equivalents

The Company considers all highly liquid debt instruments and other short-term investments with an initial maturity of three months or less to be cash or cash equivalents.

The Company maintains cash and cash equivalent balances at several financial institutions which are insured by the Federal Deposit Insurance Corporation up to $100,000.

Property and Equipment

Property and equipment are stated at cost. Depreciation is computed primarily using the straight-line method over the estimated useful life of the assets.

Office and Computer	5 years
Furniture and Fixtures	7 years
Wind Farm	40 years

VOLT, INC. AND SUBSIDIARIES
(FORMERLY DEERBROOK PUBLISHING GROUP, INC. AND SUBSIDIARIES)
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (CONTINUED)
MARCH 31, 2002 AND 2001

NOTE 2- SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Revenue Recognition

The Company sold merchandise and revenue was recorded under the accrual method of accounting.

Advertising

Advertising costs are typically expensed as incurred.

Income Taxes

The income tax benefit is computed on the pretax loss based on the current tax law. Deferred income taxes are recognized for 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 based on enacted tax laws and statutory tax rates.

Fair Value of Financial Instruments

The carrying amount reported in the consolidated balance sheets for cash and cash equivalents, notes receivable, and accounts payable approximate fair value because of the immediate or short-term maturity of these financial instruments.

Earnings (Loss) Per Share of Common Stock

Historical net income (loss) per common share is computed using the weighted average number of common shares outstanding. Diluted earnings per share (EPS) includes additional dilution from common stock equivalents, such as stock issuable pursuant to the exercise of stock options and warrants.

VOLT, INC. AND SUBSIDIARIES

(FORMERLY DEERBROOK PUBLISHING GROUP, INC. AND SUBSIDIARIES)
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (CONTINUED)
MARCH 31, 2002 AND 2001

NOTE 2- SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Earnings (Loss) Per Share of Common Stock (Continued)

The following is a reconciliation of the computation for basic and diluted EPS:

	March 31, 2002	March 31, 2001
Net income (loss)	$38,298	$35,235
Weighted- average common shares Outstanding (Basic)	1,869,422	9,511,104
Weighted-average common stock Equivalents:		
Stock options	-	-
Warrants	-	1,000,000
Weighted-average common shares Outstanding (Diluted)	1,869,422	10,511,104

Reclassifications

Certain amounts for the six and three months ended March 31, 2001 have been reclassified to conform with the presentation of the March 31, 2002 amounts. The reclassifications have no effect on net income for the three months ended March 31, 2001.

VOLT, INC. AND SUBSIDIARIES
(FORMERLY DEERBROOK PUBLISHING GROUP, INC. AND SUBSIDIARIES)
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (CONTINUED)
MARCH 31, 2002 AND 2001

NOTE 3- NOTES RECEIVABLE

As of March 31, 2002, notes receivable were $154,500. There was no interest due the Company on these loans, and the amounts due at March 31, 2002, are deemed by management to have no specific repayment terms.

NOTE 4- COMMITMENTS AND CONTINGENCIES

The Company entered into a lease agreement in April 2001 in Pleasanton, California. The Company pays $2,800 per month for rent. This lease was terminated by the Company in October 2001, and all operations now run through the Cathey's Valley, California location.

NOTE 5- STOCKHOLDERS' EQUITY

Common and Preferred Stock

Effective April 23, 2001, the Registrant effected a 1 for 100 reverse stock split for its common stock, $.001 par value per share.

On April 25, 2001, Denis C. Tseklenis acquired 127,995 original issue shares of the Company's common stock, $.001 par value per share, which constituted approximately 53% of the Company's issued and outstanding common stock. Mr. Tseklenis paid the Company $255,000 for the common stock.

The Company also issued 1,000,000 shares of preferred stock to Denis C. Tseklenis in consideration for the Wind Farm.

During the year ended September 30, 2001, in addition to the initial acquisition by Denis C. Tseklenis, the Company had issued 1,678,000 shares and cancelled 225,000 of common stock for $366,711.

Prior to the initial acquisition by Denis C. Tseklenis, the Company had issued 1,850,000 shares of common stock for accrued payroll, accounts payable and services.

During the quarter ended December 31, 2001, 225,000 shares were issued as a share exchange with American Powerhouse.

VOLT, INC. AND SUBSIDIARIES
(FORMERLY DEERBROOK PUBLISHING GROUP, INC. AND SUBSIDIARIES)
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED) (CONTINUED)
MARCH 31, 2002 AND 2001

NOTE 6- LITIGATION

At September 30, 2000, Inter Arts, Inc. was involved in litigation with Copelco Capital, Inc. ("Copelco") the lessor of silk screens. Copelco brought suit against the company to recover its damages for the return of the leased equipment. Inter Arts filed a motion to dismiss presenting defenses of improper value and insufficiency of service of process and alternatively for change of venue. In April 2001 upon the recapitalization by Volt, Inc., the subsidiary, Inter Arts was not part of the transaction. Management, with the advice of legal counsel, has written off the liability.

NOTE 7- PENDING ACQUISITIONS, MERGERS AND BUSINESS COMBINATIONS

The Company is currently negotiating and concluding its due diligence with Wolverine Power Corporation, which owns hydroelectric plants in Michigan. Wolverine Power Corporation has long-term power sales contracts to Consumers Electric Corp., a NYSE company. Revenue approximating $1,000,000 annually, will be realized by the Company when and if the transaction is completed.

The Company has completed a Joint Venture and partnership with Opportunity Knocks, Inc. during the second fiscal quarter of 2002 to rehab HUD homes and other properties in Washington D.C., Maryland and Virginia under the HUD Gift Program.

Item 2. Management's Discussion and Analysis or Plan of Operation.

The company continues to diversify the operating subsidiaries to take advantage of profitable opportunities in both the alternative energy field and real estate. This quarter represents the first year of operations which were devoted to research and development of a forward moving business plan targeting the acquisitions of asset based projects with long term revenue streams and related businesses which can also produce consistent revenues with high earnings and good future growth at minimal risk. We are proceeding with the redevelopment planning of the Altamont Pass Wind Facility however it is not expected to be on line anytime in the near term due to the uncertainty of both the state of California's energy problems legislatively and Pacific Gas and Electric Company issues.

The Wolverine Power Hydroelectric acquisition should be completed soon which will add approximately $1 million in annual revenue and R&D is continuing in our Photovoltaic division for the patented paint on solar electric cells process of which the licensing rights were acquired last year.

At the end of January. 2002, the Company entered into a joint agreement with Opportunity Knocks (OK) whereby VOLT would provide the capital and construction crews to rehab homes, purchasing the properties for buyers pre-approved for mortgages with OK under the HUD gift program. The OK pre-approved mortgage clients are primarily police officers, firemen, government and union workers who are first time homebuyers in the Washington, DC, Maryland and Virginia areas, initially, with plans to expand the program to New York, New Jersey, Pennsylvania, California, Florida and other states where we believe the market will be profitable. In mid-March, we received revolving credit line approval from two banks totaling $2.25 million dollars which will be used to purchase properties in bulk at a discount to market from HUD, the Veterans Administration, banks and others. We expect to increase this credit line to $5 million and are actively engaged in procuring properties for our clients, estimated turnaround time from purchase to rehab to resale should be 45-90 days average. We currently have over 25 pre-approved mortgage applicants on the waiting list and will be processing additional applicants as needed. A typical transaction usually averages $200 thousand dollars and yields a projected net profit to the companies of 18-22 percent. A related transaction which occurred after the close of the quarter ending March 31,2002 is being disclosed for clarity purposes in this MD&A section because it is relevant to understanding the business going forward and simultaneous with this filing, on May 17,2002 VOLT acquired for cash and stock Opportunity Knocks(OK) and First Washington Financial Corporation. First Washington is a mortgage company and processes OK's clients as well as outside mortgage originations in their normal course of business. VOLT deemed these acquisitions as necessary for the success and profitability of the real estate divisions and subsidiaries. First Washington and Opportunity Knocks are headed by Mr. Rob Rood who will continue to run the companies as President and Chief Operating Officer along with his staff. Mr. Rood will also be an officer and director of VOLT. First Washington for the 8 months August 2001 thru March 2002 did mortgage volume of $21,995,153 million from 123 mortgage units with net operating income after tax of $197,923.

PART II -- OTHER INFORMATION

Item 1. Legal Proceedings.

In September of 1999, the Deerbrook Publishing Group, Inc. ("Deerbrook") leased a computer driven aspect image center (printer for film) used to make separation for printing (the "aspect image center") and certain other computer equipment from Copelco Capital, Inc. ("Copelco"). All of the equipment was delivered to the Deerbrook's then printing operation in Phoenix, Arizona, and installed. Shortly thereafter, Deerbrook ceased printing for itself and its customers. The equipment was returned to Copelco. In August of 2000, Copelco brought suit in the United States District Court for the District of Arizona, cause no. CIV `00-1620 PHX ROS, to recover its alleged damages $155,398.02 for Deerbrook's return of the leased equipment plus continuing interest at the rate of one and one-third percent per month and attorneys fees and costs. The Company does not believe that Copelco has mitigated its damages and further believes that Copelco has either sold the equipment or otherwise disposed of the same in a manner which was not commercially reasonable. The Copelco claims will be vigorously defended against. The range of possible loss should not exceed $100,000. The outcome of this litigation is unascertainable at this time.

Inter Arts filed a motion to dismiss presenting defenses of improper value and insufficiency of service of process and alternatively for change of venue. In April, 2001 upon the recapitalization by Volt, Inc., the subsidiary, Inter Arts was not part of the transaction. Management, with the advice of legal counsel, has written off the liability.

Item 2. Changes in Securities.

Effective April 23, 2001, the Registrant effected a 1 for 100 reverse stock split for its common stock, $.001 par value per share.

On April 25, 2001, Denis C. Tseklenis acquired 127,995 original issue shares of the Company's common stock, $.001 par value per share, which constituted approximately 53% of the Compan's issued and outstanding common stock. Mr. Tseklenis paid the Company $255,000 for the common stock.

The Company also issued 1,000,000 shares of preferred stock to Denis C. Tseklenis in consideration for the Wind Farm.

During the year ended September 30, 2001, in addition to the initial acquisition by Denis C. Tseklenis, the Company had issued 1,678,000 shares and cancelled 225,000 of common stock for $366,711.

Prior to the initial acquisition by Denis C. Tseklenis, the Company had issued 1,850,000 shares of common stock for accrued payroll, accounts payable and services.

During the quarter ended December 31, 2001, 225,000 shares were issued as a share exchange with American Powerhouse.

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 and Reports on Form 8-K.

INDEX TO EXHIBITS.

EXHIBIT NUMBER	DESCRIPTION OF DOCUMENT
NONE	

SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

VOLT INC.
(Registrant)

Date May 20, 2002

Denis Costa Tseklenis, Sole Director