

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 10-QSB

Quarterly Report under Section 13 or 15(d) of  
the Securities Exchange Act of 1934

For Quarter Ended

Commission File Number

-----  
March 31, 2003

-----  
000-31553

HOUSTON OPERATING COMPANY

-----  
(Exact name of registrant as specified in its charter)

Delaware

76-0307819

-----  
(State of incorporation)

-----  
(I.R.S. Employer  
Identification No.)

610 Newport Center Drive, Suite 1400, Newport Beach, CA 92660

-----  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (949) 760-6832

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 the filing requirements for at least the past 90 days.

Yes  No

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

7,795,172 common shares as of April 24, 2003

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FINANCIAL STATEMENTS  
HOUSTON OPERATING COMPANY, INC.

HOUSTON OPERATING COMPANY, INC.  
BALANCE SHEETS  
(Unaudited)

	March 31, 2003	December 31, 2002
	-----	-----
<b>ASSETS:</b>		
Current Assets:		
Cash	\$ 222	\$ 313
	-----	-----
Total Current Assets	222	313
	-----	-----
<b>TOTAL ASSETS</b>	<b>\$ 222</b>	<b>313</b>
	=====	=====
<b>LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)</b>		
Current Liabilities:		
Accounts payable and accrued expenses	\$ 13,402	\$ 13,402
Advances from shareholders'	5,896	5,896
	-----	-----
Total Current Liabilities	19,298	19,298
	-----	-----
Stockholders' Equity (Deficit):		
Common stock, \$.001 par value; 50,000,000 shares authorized; 7,795,171 shares issued and outstanding, respectively	7,795	7,795
Additional paid-in capital	38,350	38,350
Retained deficit	(65,221)	(65,130)
	-----	-----
Total Stockholders' Equity (Deficit)	(19,076)	(18,985)
	-----	-----
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)</b>	<b>\$ 222</b>	<b>\$ 313</b>
	=====	=====

HOUSTON OPERATING COMPANY, INC.  
 STATEMENTS OF OPERATIONS  
 (Unaudited)

	Three Months Ended	
	March 31,	
	2003	2002
	----	----
REVENUES:	\$       --	\$       --
OPERATING EXPENSES:		
Sales and marketing	--	--
General and administrative	91	--
	-----	-----
Total Operating Expenses	91	--
	-----	-----
Net Loss from Operations	(91)	--
	-----	-----
Other Income and expenses:		
Interest income	--	--
Interest expense	--	--
Other	--	--
	-----	-----
	--	--
	-----	-----
Net Loss	\$       (91)	\$       --
	=====	=====
Weighted average number of shares outstanding	7,795,171	7,795,171
	=====	=====
Basic and diluted net loss per share	\$       --	\$       --
	=====	=====

HOUSTON OPERATING COMPANY, INC.  
STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY  
(Unaudited)

	Common Stock Shares	Amount	Additional Paid-In Capital	Accumulated Deficit	Totals
	-----	-----	-----	-----	-----
Balance - December 31, 1997	2,795,171	\$ 2,795	\$ 28,820	\$ (38,874)	\$ (7,259)
Net loss for period	--	--	--	(1,725)	(1,725)
Balance - December 31, 1998	2,795,171	2,795	28,820	(40,599)	(8,984)
Conversion of loan payable to additional paid-in capital	--	--	9,530	--	9,530
Net loss for year	--	--	--	(1,000)	(1,000)
Balance - December 31, 1999	2,795,171	2,795	38,350	(41,599)	(454)
Stock issuance for cash	5,000,000	5,000	--	--	5,000
Net loss for year	--	--	--	(7,254)	(7,254)
Balance - December 31, 2000	7,795,171	7,795	38,350	(48,853)	(2,708)
Net loss for period	--	--	--	(7,051)	(7,051)
Balance - March 31, 2001	7,795,171	\$ 7,795	\$ 38,350	\$ (55,904)	\$ (9,759)
Net loss for period	--	--	--	(9,226)	(9,226)
Balance - March 31, 2002	7,795,171	\$ 7,795	\$ 38,350	\$ (65,130)	\$ (18,985)
Net loss for period	--	--	--	(91)	(91)
Balance - March 31, 2003	7,795,171	\$ 7,795	\$ 38,350	\$ (65,221)	\$ (19,076)

HOUSTON OPERATING COMPANY, INC.  
 STATEMENTS OF CASH FLOWS  
 (Unaudited)

	Three Months Ended March 31,	
	2003	2002
	-----	-----
Cash Flows From Operating Activities:		
Net (Loss)	\$ (91)	\$ -
Adjustments to reconcile net loss to net cash used in operating activities:		
Stock issued for services	-	-
Changes in assets and liabilities:		
Increase in Advances from Stockholders	-	-
	-----	-----
	-	-
	-----	-----
Net Cash Used in Operating Activities	(91)	-
	-----	-----
Cash Flow From Financing Activities:		
Issuance of Common Stock	-	-
	-----	-----
Net Cash Provided By Financing Activities	-	-
	-----	-----
Increase (Decrease) in Cash	(91)	-
Cash and Cash Equivalents - Beginning of period	313	429
	-----	-----
Cash and Cash Equivalents - End of period	\$ 222	\$ 429
	=====	=====
Supplemental Cash Flow Information:		
Interest paid	\$ -	\$ -
	=====	=====
Taxes paid	\$ -	\$ -
	=====	=====

HOUSTON OPERATING COMPANY, INC.  
NOTES TO FINANCIAL STATEMENTS

Note 1. Presentation of Interim Information

In the opinion of the management of Houston Operating Company, Inc., the accompanying unaudited financial statements include all normal adjustments considered necessary to present fairly the financial position as of March 31, 2003, and the results of operations for the three months ended March 31, 2003 and cash flows for the three months ended March 31, 2003. Interim results are not necessarily indicative of results for a full year.

The financial statements and notes are presented as permitted by Form 10-QSB, and do not contain certain information which would be included in the Company's audited financial statements and notes.

Note 2. Subsequent Event.

As of April 28, 2003, J.R. Nelson, a majority shareholder, officer and director of Houston Operating Company sold 7,030,000 shares of common stock of the Company to Speed Action Limited, a British Virgin Islands corporation pursuant to the Share Purchase Agreement, dated as of April 25, 2003, by and among J.R. Nelson, the Registrant and Speed Action Limited. As a result of the stock sale, Speed Action Limited became the majority shareholder of the Company holding approximately 90% of the Company's common stock.

Item 2. MANAGER'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATIONS PRELIMINARY  
NOTE REGARDING FORWARD-LOOKING STATEMENTS

Statements contained in this Plan of Operation of this Quarterly Report on Form 10-QSB include "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933 as amended (the "Securities Act") and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Forward-looking statements involve known and unknown risks, uncertainties and other factors which could cause the actual results of the Company (sometimes referred to as "we", "us" or the "Company"), performance (financial or operating) or achievements expressed or implied by such forward-looking statements not to occur or be realized. Such forward-looking statements generally are based upon the Company's best estimates of future results, general merger and acquisition activity in the marketplace, performance or achievement, based upon current conditions and the most recent results of operations. Forward-looking statements may be identified by the use of forward-looking terminology such as "may," "will," "project," "expect," "believe," "estimate," "anticipate," "intends," "continue," "potential," "opportunity" or similar terms, variations of those terms or the negative of those terms or other variations of those terms or comparable words or expressions. (See the Company's Form 10SB for a description of certain of the known risks and uncertainties of the Company.)

RESULTS OF OPERATION FOR THE QUARTER ENDED MARCH  
31, 2003 COMPARED TO QUARTER ENDED MARCH 31, 2002.

The Company had no revenues or operations for the three month period in 2003 or 2002. The Company incurred \$91 in miscellaneous expenses in the period in 2003 and no expenses in the period in 2002. The net loss for the three month period was (\$91) in 2003 and \$0 in 2002. Loss per share was nominal in 2002 and none in 2002 for the period.

LIQUIDITY AND CAPITAL RESOURCES

The Company does not have capital sufficient to meet the Company's cash needs, including the costs of compliance with the continuing reporting requirements of the Securities and Exchange Act of 1934. The Company will have to seek loans or equity placements to cover such cash needs. In the event the Company is able to complete a business combination during this period, lack of its existing capital may be a sufficient impediment to prevent it from accomplishing the goal of completing a business combination. There is no assurance, however, that without funds it will ultimately allow registrant to complete a business combination. Once a business combination is completed, the Company's needs for additional financing are likely to increase substantially.

Irrespective of whether the Company's cash assets prove to be inadequate to meet the Company's operational needs, the Company might seek to compensate providers of services by issuances of stock in lieu of cash.

ITEM 3. CONTROLS AND PROCEDURES.

The Company has disclosure controls and procedures (as defined in Rules 13a-14 and 15d-14 under the Securities Exchange Act of 1934, as amended) to ensure that material information contained in its filings with the Securities and Exchange Commission is recorded, processed, summarized and reported on a timely and accurate basis. Based on such evaluation, the Company's principal executive officer and principal financial officer have concluded that the Company's disclosure controls and procedures are effective at ensuring that material information is recorded, processed, summarized and reported on a timely and accurate basis in the Company's filings with the Securities and Exchange Commission. Since such evaluation there have not been any significant changes in the Company's internal controls, or in other factors that could significantly affect these controls

PART II - OTHER INFORMATION

PART II - OTHER INFORMATION

ITEM 1 - LEGAL PROCEEDINGS- NONE

ITEM 2 - CHANGES IN SECURITIES AND USE OF PROCEEDS-NONE

ITEM 3 - DEFAULTS UPON SENIOR SECURITIES- NONE

ITEM 4 - SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS- NONE

ITEM 5 - OTHER INFORMATION- NONE

ITEM 6 - EXHIBITS AND REPORTS ON FORM 8-K

(a) Exhibits	Exhibit No.	Description
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	Exhibit 99.1	CERTIFICATION OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER

(b) Reports on Form 8-K No reports on Form 8-K were filed during the quarter ended March 31, 2003.

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.

HOUSTON OPERATING COMPANY  
Date: May 19, 2003

By /s/ Low Chin Sin

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President and Chief Financial Officer  
(PRINCIPAL EXECUTIVE AND FINANCIAL OFFICER)

CERTIFICATIONS

I, Low Chin Sin, President and Chief Financial Officer of Houston Operating Company certify that:

1. I have reviewed this quarterly report on Form 10-QSB of Houston Operating Company;
2. Based on my knowledge, this annual 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 officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and have:
  - a) designed such disclosure controls and procedures 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) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this report (the "Evaluation Date"); and
  - c) presented in this report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, 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 in the design or operation of internal controls, which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and
6. The registrant's other certifying officers and I have indicated in this report whether there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: May 19, 2003

/s/Low Chin Sin

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Low Chin Sin, President  
and Chief Financial Officer

CERTIFICATION OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER  
PURSUANT TO 18 U.S.C. SS. 1350 ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Report of Houston Operating Company (the "Company") on Form 10-QSB for the for the quarter ended March 31, 2003 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Low Chin Sin President and Chief Financial Officer of the Company, certify pursuant to 18 U.S.C. section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) 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 result of operations of the Company.

/s/ Low Chin Sin  
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Low Chin Sin  
President and  
Chief Financial Officer

May 19, 2003