

MICHAEL JOHNSON & CO., LLC
Certified Public Accountants
9175 East Kenyon Ave., Suite 100
Denver, Colorado 80237

Michael B. Johnson C.P.A.
Member: A.I.C.P.A.
Colorado Society of C.P.A.s

Telephone: (303) 796-0099
Fax: (303) 796-0137

REPORT ON REVIEW BY INDEPENDENT CERTIFIED PUBLIC ACCOUNTANT

To the Board of Directors
Houston Operating Company, Inc.
Littleton, Colorado

We have reviewed the accompanying balance sheet of Houston Operating Company, Inc. as of September 30, 2002 and the related statements of operations for the three month and nine months period ended September 30, 2002 and 2001, and the cash flows for the nine months ended September 30, 2002 and 2001 included in the accompanying Securities and Exchange Commission Form 10-QSB for the period ended September 30, 2002. These financial statements are the responsibility of the Company's management.

We conducted our reviews in accordance with standards established by the American Institute of Certified Public Accountants. A review of interim financial information consists principally of applying analytical procedures to financial data and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with auditing standards generally accepted in the United States, the objective of which is the expression of an opinion regarding the financial statements as a whole. Accordingly, we do not express such an opinion.

Based on our reviews, we are not aware of any material modifications that should be made to the accompanying financial statements for them to be in conformity with accounting principles generally accepted in the United States.

We have previously audited, in accordance with auditing standards generally accepted, the balance sheet as of December 31, 2001, and the related statements of operations, stockholders' equity and cash flows for the year then ended (not presented herein). In our report dated January 22, 2002, we expressed an unqualified opinion on those financial statements. In our opinion, the information set forth in the accompanying balance sheet as of September 30, 2002 is fairly stated in all material respects in relation to the balance sheet from which it has been derived.

Michael Johnson & Co., LLC.
Denver, Colorado
November 12, 2002

/s/Michael Johnson & Co., LLC.

HOUSTON OPERATING COMPANY, INC.
BALANCE SHEETS
(Unaudited)

	September 30, 2002	December 31, 2001
	-----	-----
ASSETS:		
Current Assets:		
Cash	\$ 429	\$ 429
	-----	-----
Total Current Assets	429	429
	-----	-----
TOTAL ASSETS	429	429
	=====	=====
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current Liabilities:		
Accounts payable and accrued expenses	\$ 6,292	\$ 6,292
Advances from shareholders'	3,896	3,896
	-----	-----
Total Current Liabilities	10,188	10,188
	-----	-----
Stockholders' 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	(55,904)	(55,904)
	-----	-----
Total Stockholders' Deficit	(9,759)	(9,759)
	-----	-----
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	\$ 429	\$ 429
	=====	=====

See accountant's review report.

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

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2002	2001	2002	2001
REVENUES:	\$ -	\$ -	\$ -	\$ -
OPERATING EXPENSES:				
Sales and marketing	-	-	-	-
General and administrative	-	30	-	29
Total Operating Expenses	----- -	----- 30	----- -	----- 29
Net Loss from Operations	-	(30)	-	(29)
Other Income and expenses:				
Interest income	-	-	-	-
Interest expense	-	-	-	-
Other	-	-	-	-
	----- -	----- -	----- -	----- -
Net Loss	----- \$ -	----- \$ (30)	----- \$ -	----- \$ (29)
Weighted average number of shares outstanding	----- 7,795,171	----- 7,795,171	----- 7,795,171	----- 7,795,171
Basic and diluted net loss per share	----- \$ -	----- \$ -	----- \$ -	----- \$ -

See accountant's review report.

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

	Common Stock		Additional Paid-In Capital	Accumulated Deficit	Totals
	Shares	Amount			
	-----	-----	-----	-----	-----
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	1,000,000	1,000	-	-	1,000
Stock issuance for services	4,000,000	4,000	-	-	4,000
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 year	-	-	-	(7,051)	(7,051)
	-----	-----	-----	-----	-----
Balance - December 31, 2001	7,795,171	\$ 7,795	\$ 38,350	\$ (55,904)	\$ (9,759)
	-----	-----	-----	-----	-----
Net loss for period	-	-	-	-	-
	-----	-----	-----	-----	-----
Balance - September 30, 2002	7,795,171	\$ 7,795	\$ 38,350	\$ (55,904)	\$ (9,759)
	-----	-----	-----	-----	-----

See accountant's review report.

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

	Nine Months Ended September 30,	
	2002	2001
	----	----
Cash Flows From Operating Activities:		
Net (Loss)	\$ -	\$ (30)
Adjustments to reconcile net loss to net cash used in operating activities:		
Stock issued for services	-	-
Changes in assets and liabilities:		
Increase in accounts payable	-	-
	-----	-----
	-	-
	-----	-----
Net Cash Used in Operating Activities	-	(30)
	-----	-----
Cash Flow From Financing Activities:		
Advances from Stockholders	-	-
Issuance of Common Stock	-	-
	-----	-----
Net Cash Provided By Financing Activities	-	-
	-----	-----
Increase (Decrease) in Cash	-	(30)
Cash and Cash Equivalents - Beginning of period	429	541
	-----	-----
Cash and Cash Equivalents - End of period	\$ 429	\$ 511
	=====	=====
Supplemental Cash Flow Information:		
Interest paid	\$ -	\$ -
	=====	=====
Taxes paid	\$ -	\$ -
	=====	=====

See accountant's review report.

HOUSTON OPERATING COMPANY, INC.
NOTES TO FINANCIAL STATEMENTS

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 September 30, 2002, and the results of operations for the three month and nine months ended September 30, 2002 and 2001, and cash flows for the nine months ended September 30, 2002 and 2001. 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 included in the Company's audited financial statements and notes for the fiscal year ended December 31, 2001.

MANAGEMENT DISCUSSION & ANALYSIS RESULT OF OPERATION FOR THE QUARTER ENDED SEPTEMBER 30, 2002 COMPARED TO QUARTER ENDED SEPTEMBER 30, 2001.

The Company had no revenues or operations for the period in 2002 or 2001. The Company incurred no expenses in the quarter in 2002 and \$30 expenses in the quarter in 2001. The net profit/loss for the quarter was none in 2002 and \$30 in 2001. Loss per share was none in 2002 and nominal in 2001 for the quarter.

RESULTS OF OPERATIONS FOR NINE MONTHS ENDED SEPTEMBER 30, 2002 COMPARED TO SAME PERIOD IN 2001.

The Company had no revenues or operations for the nine month period in 2002 or 2001. The Company incurred no expenses in the period in 2002 and \$29 in expenses in the period in 2001. The net loss for the nine month period was none in 2002 and \$29 in 2001. Loss per share was none in 2002 and nominal in 2001 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 unable 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.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

None

ITEM 2. CHANGES IN SECURITIES

None

ITEM 3. DEFAULT UPON SENIOR SECURITIES

None

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

None

ITEM 5. OTHER INFORMATION

None

Appointment of New Directors and Resignation of Directors

None

ITEM 6.

EXHIBITS AND REPORTS ON FORM 8-K

Reports on Form 8-K were made for the period for which this report is filed.

Exhibit 99.14

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 thereunto duly authorized.

Date: November 19, 2002

HOUSTON OPERATING COMPANY

/s/J.R. Nelson

J.R. NELSON, President

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

In connection with the Amended Quarterly Report of Houston Operating Company (the "Company") on Form 10-QSB for the period ending September 30, 2002 as filed with the Securities and Exchange Commission on the date hereof (the "Report"). I, J.R. Nelson, President, CEO, and CFO of the company, certify, pursuant to 18 USC Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge and belief.

- (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 results of operations of the Company.

/s/J.R. Nelson

J.R. Nelson, President/CEO/CFO

Dated: 11/19/02