

ENVIRONMENTAL CONTROL CORP.
Form 10-K
March 31, 2009

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

FORM 10-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended **December 31, 2008**

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

For the transition period from [] to []

Commission file number 333-109990

Environmental Control Corp.

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of incorporation or organization)

20-362387

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

85 Kenmount Road, St. John s, NL

(Address of principal executive offices)

A1B 3N7

(Zip Code)

Registrant's telephone number, including area code: **888.669.3588**

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class

N/A

Name of Each Exchange On Which Registered

N/A

Securities registered pursuant to Section 12(g) of the Act:

N/A

(Title of class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 the Securities Act.

Yes [] No [x]

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the

Act Yes [] No [x]

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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 last 90 days.

Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

The aggregate market value of Common Stock held by non-affiliates of the Registrant on March 27, 2009 was \$3,479,409.28 based on a \$0.08 closing price for the Common Stock on March 27, 2009. For purposes of this computation, all executive officers and directors have been deemed to be affiliates. Such determination should not be deemed to be an admission that such executive officers and directors are, in fact, affiliates of the Registrant.

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

45,369,068 Common Shares issued & outstanding as of March 27, 2009

DOCUMENTS INCORPORATED BY REFERENCE

None.

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PART I

Item 1. Business

This annual report contains forward-looking statements. These statements relate to future events or our future financial performance. In some cases, you can identify forward-looking statements by terminology such as *may*, *should*, *expects*, *plans*, *anticipates*, *believes*, *estimates*, *predicts*, *potential* or *continue* or the negative or other comparable terminology. These statements are only predictions and involve known and unknown risks, uncertainties and other factors, including the risks in the section entitled *Risk Factors*, that may cause our or our industry's actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements.

Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. Except as required by applicable law, including the securities laws of the United States, we do not intend to update any of the forward-looking statements to conform these statements to actual results.

Our financial statements are stated in United States Dollars (US\$) and are prepared in accordance with United States Generally Accepted Accounting Principles.

In this annual report, unless otherwise specified, all dollar amounts are expressed in United States Dollars and all references to *common shares* refer to the common shares in our capital stock.

As used in this annual report, the terms *we*, *us*, *our company*, and *EVCC* mean Environmental Control Corp. a Nevada corporation, unless otherwise indicated and the term *ECC* means Environmental Control Corporation, a private Canadian company with which we have acquired all of their principal assets.

Corporate Overview

We were incorporated under the laws of the State of Nevada on February 17, 2004 under the name *Boss Minerals, Inc.*. From inception to March 20, 2006, we were an exploration stage company engaged in the exploration of minerals properties.

By an agreement dated March 20, 2006, we agreed to acquire the principal assets of Environmental Control Corporation (*ECC*), a Newfoundland, Canada based company, involved in the development of emission control devices for small spark ignition combustion engines. Effective February 26, 2007, we completed the acquisition of the principal assets of *ECC*. The asset acquisition is deemed to be a reverse acquisition for accounting purposes. *ECC*, whose principal assets were acquired, is regarded as the predecessor entity as of February 26, 2007.

Other than as set out herein, we have not been involved in any bankruptcy, receivership or similar proceedings, nor have we been a party to any material reclassification, merger, consolidation or purchase or sale of a significant amount of assets not in the ordinary course of our business.

Corporate History

Our company, Environmental Control Corp. was incorporated in Nevada on February 17, 2004. Prior to a name change in April 2006, Environmental Control Corp. was known as *Boss Minerals, Inc.*

Our shares of common stock were initially approved for quotation on the OTC Bulletin Board under the name *Boss Minerals, Inc.* under the symbol, *BOSM*, on April 19, 2006 our trading symbol was changed to *EVCC* in connection with our change of name.

From inception to March 20, 2006, we were an exploration stage company engaged in the exploration of minerals properties.

By an agreement dated March 20, 2006, we agreed to acquire the principal assets of Environmental Control Corporation, a Newfoundland, Canada based company, involved in the development of emission control devices for small spark ignition combustion engines. The acquisition completed on February 26, 2007.

Our Current Business

Our catalytic muffler, like any other catalytic muffler, combines a muffler and a catalytic converter into one unit. However, we have used a unique approach to develop this emission control device, making it far more effective in reducing the emissions of spark ignition engines (oxides of nitrogen, carbon monoxide, and hydrocarbons) without compromising on the side of engine performance. This patented and patent pending technology is linearly designed and can be modified to fit virtually any combustion engine.

Our plan for the twelve months following the date of this report is to continue establishing new relationships with potential clients, and to translate both new and existing relationships into sales for our company. We will also be completing a durability test on a two-stroke engine in accordance with US and Canadian regulations. Upon completion of this test, we intend to partner with engine manufacturers and apply for certification with various regulatory bodies worldwide. We will continue marketing activities on an international scale.

Our catalytic muffler technology is registered for two patents in the United States under the titles of Combined Catalytic Muffler and Reverse Flow Catalytic Muffler. We also hold two patents in Canada under the same titles and we also hold one patent in Europe under the title of Reverse Flow Catalytic Muffler. The filing numbers are located below:

U.S.A.	6,622,482
	7,018,590
Canada	2,448,742
	2,448,648
Europe	02742591.7

Numerous tests, including tests at Carnot Emission Services in Texas, U.S.A., Bombardier Inc. in Quebec, Canada and Environment Canada's Emissions Research and Measurement Division in Ontario, Canada, have proven this technology to be extremely effective in the reduction of harmful emissions.

We currently target small spark-ignition engines, including personal transportation devices, off road recreational vehicles, personal watercrafts, water pumps and in particular the lawn and garden industry. Included under the lawn and garden segment are: walk behind rotary mowers, rear engine riding mowers, front engine lawn tractors, riding garden tractors, walk-behind rotary tillers, snow throwers, commercial turf intermediate walk-behind rotary mowers, commercial turf riding rotary mowers, gasoline powered chainsaws, gasoline powered hand-held blowers, gasoline powered backpack blowers, gasoline powered trimmers/brushcutters and gasoline powered hedge trimmers. We are currently focused on the North American market and we are targeting Original Engine Manufacturers (OEM's). The aftermarket parts segment represents a secondary market.

Principal Products

Our principal product is a catalytic muffler, which combines a muffler and a catalytic converter into one unit. We have used a unique approach to develop this emission control device, making it far more effective in reducing the emissions of spark ignition engines (oxides of nitrogen, carbon monoxide, volatile organic compounds and hydrocarbons)

without compromising on the side of engine performance. This patented technology is linearly designed and can be modified to fit virtually any combustion engine.

Distribution Method of our Products

There are two different methods for the sale of EVCC's technology: Licensing Agreements and Product Orders. For licensing agreements, it will be the licensee's responsibility to manufacture and distribute units. For Product Orders, EVCC will outsource all large-scale production requirements, and will collaboratively arrange a cost-effective distribution network with both the manufacturer as well as the purchaser.

Research and Development

We anticipate expending approximately \$165,000 during the twelve-month period ending December 31, 2009 on research and development activities, which would include approximately \$105,000 on testing programs and \$60,000 on prototype manufacturing and engineering.

Sales and Marketing

We currently target small spark-ignition engines, including personal transportation devices, off road recreational vehicles, personal watercrafts, water pumps and in particular the lawn and garden industry. Included under the lawn and garden segment are: walk behind rotary mowers, rear engine riding mowers, front engine lawn tractors, riding garden tractors, walk-behind rotary tillers, snow throwers, commercial turf intermediate walk-behind rotary mowers, commercial turf riding rotary mowers, gasoline powered chainsaws, gasoline powered hand-held blowers, gasoline powered backpack blowers, gasoline powered trimmers/brushcutters and gasoline powered hedge trimmers. We are currently focused on the North American market and is targeting Original Engine Manufacturers (OEM's). The aftermarket parts segment represents a secondary market.

Government Regulation

Our activities and products to date are not subject to any governmental regulations that would have a significant impact on our business. We believe that we are in compliance with all applicable regulations that apply to our business as it is presently conducted. We will continue to have professional units produced for durability testing in accordance with US and Canadian regulations. Upon completion of these tests, we intend to partner with engine manufacturers and license them to use our technology within catalytic mufflers to suit their specific engine requirements.

Laboratory and Scientific Testing

We have performed a number of laboratory and scientific tests on our catalytic muffler in order to gain increased market acceptance by manufacturers and by governmental regulatory bodies. In October, 2002 ECC and Bombardier Inc. assessed the effectiveness of our catalytic muffler when installed on a 4 stroke 644cc 2002 Bombardier production engine. In July, 2006 ECC and the Emissions Research and Measurement Division of Environment Canada entered into a cooperative program to test and evaluate 5 catalytic mufflers, designed and built by ECC. In January, 2007 Carnot Emission Services released a preliminary report detailing the results of durability test it had conducted on a Honda four-stroke engine equipped with our catalytic muffler.

Competition

There are numerous domestic and foreign companies of various sizes who manufacture catalytic converters. Many of these companies have longer operating histories, greater financial, sales, marketing, technological resources and longer established client relationships than we have. However, we are unaware of any companies whose products are able to reach comparable levels of emission reduction on small spark-ignition engines. As a result, we believe that we do not face any direct competition from competitors. Nonetheless, in the future we may face competition as a result of shifts in market share due to

technological innovation, changes in product emphasis and applications and new companies entering the market place who may have greater capabilities or better prospects.

Manufacturing and Engineering

Our engineering and product design is led by Glenn Knight, our Chief Scientific Officer and the inventor of our catalytic muffler technology. We intend to contract out the manufacturing of our catalytic muffler to an outside source.

Intellectual Property

Our catalytic muffler technology is registered for two patents in the United States under the titles of Combined Catalytic Muffler and Reverse Flow Catalytic Muffler. We also hold two patents in Canada under the same titles and we also hold one patent in Europe under the title of Reverse Flow Catalytic Muffler. The filing numbers are located below:

U.S.A.	6,622,482
	7,018,590
Canada	2,448,742
	2,448,648
Europe	02742591.7

Employees

As of March 11, 2009, we had 1 full-time employee. Depending on the scale of our growth and the development of our business we may hire additional employees in the next twelve months.

Going Concern

We anticipate that additional funding will be required in the form of equity financing from the sale of our common stock. At this time, we cannot provide investors with any assurance that we will be able to raise sufficient funding from the sale of our common stock or through a loan from our directors to meet our obligations over the next twelve months. We do not have any arrangements in place for any future equity financing.

REPORTS TO SECURITY HOLDERS

We are not required to deliver an annual report to our stockholders but will voluntarily send an annual report, together with our annual audited financial statements upon request. We are required to file annual, quarterly and current reports, proxy statements, and other information with the Securities and Exchange Commission. Our Securities and Exchange Commission filings are available to the public over the Internet at the SEC's website at <http://www.sec.gov>.

The public may read and copy any materials filed by us with the SEC at the SEC's Public Reference Room at 100 F Street, NE, Washington DC 20549. The public may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. We are an electronic filer. The SEC maintains an Internet site that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC. The Internet address of the site is <http://www.sec.gov>.

Item 1A. Risk Factors

Much of the information included in this annual report includes or is based upon estimates, projections or other "forward looking statements". Such forward looking statements include any projections or estimates

made by us and our management in connection with our business operations. While these forward-looking statements, and any assumptions upon which they are based, are made in good faith and reflect our current judgment regarding the direction of our business, actual results will almost always vary, sometimes materially, from any estimates, predictions, projections, assumptions or other future performance suggested herein.

Such estimates, projections or other "forward looking statements" involve various risks and uncertainties as outlined below. We caution the reader that important factors in some cases have affected and, in the future, could materially affect actual results and cause actual results to differ materially from the results expressed in any such estimates, projections or other "forward looking statements".

Our common shares are considered speculative as our business is still in an early growth stage of its development. Prospective investors should consider carefully the risk factors set out below.

RISKS RELATED TO OUR BUSINESS

If we are not able to devote adequate resources to product development and commercialization, we may not be able to develop our products and our ability to generate revenues will be adversely affected.

Our business strategy is to develop, manufacture and market our catalytic muffler technology. We believe that our revenue growth and profitability, if any, will substantially depend upon our ability to:

- raise additional needed capital for further research and development;
- complete the development of our catalytic muffler; and
- successfully introduce and commercialize our catalytic muffler.

Because we have limited resources to devote to product development and commercialization, any delay in the development of our catalytic muffler or reallocation of resources to development efforts that prove unsuccessful may delay or jeopardize the development of our company. Although our management believes that we will be able to finance the continued development of its catalytic muffler through private placements and other capital sources, if they are unsuccessful in bringing our catalytic muffler to market, our ability to generate revenues will be adversely affected.

The commercial viability of our catalytic muffler remains largely unproven and we may not be able to attract customers which will significantly and negatively impact our financial condition.

The commercial viability of our catalytic muffler is not known at this time. If commercial opportunities are not realized from the sale and use of its catalytic muffler our ability to generate revenue would be adversely affected. There can be no assurances that we will be successful in marketing the catalytic muffler, or that customers will ultimately purchase our products. Failure to have commercial success from the sale of the catalytic muffler will significantly and negatively impact our financial condition.

If our catalytic muffler does not gain market acceptance, it is unlikely that we will become profitable.

The commercial success of our catalytic muffler will depend upon the adoption of our product by manufacturers and consumers as an approach to reduce small engine emissions. Market acceptance will depend on many factors, including:

- the willingness and ability of consumers and industry partners to adopt new technologies;
- the willingness of governments to mandate reduction of emissions from small engine machines;

- our ability to convince potential industry partners and consumers that our technologies are an attractive alternative to other technologies for reduction of emissions from small engine machines;
- our ability to manufacture products and provide services in sufficient quantities with acceptable quality and at an acceptable cost; and
- our ability to place and service sufficient quantities of our products.

If our catalytic muffler does not achieve a significant level of market acceptance, demand for the catalytic muffler will not develop as expected and it is unlikely that we will become profitable.

The manufacture, use or sale of our current and proposed products may infringe on the patent rights of others, and we may be forced to litigate if an intellectual property dispute arises.

If we infringe or are alleged to have infringed another party's patent rights, we may be required to seek a license, defend an infringement action or challenge the validity of the patents in court. Patent litigation is costly and time consuming. We may not have sufficient resources to bring these actions to a successful conclusion. In addition, if we do not obtain a license, do not successfully defend an infringement action or are unable to have infringed patents declared invalid, we may:

- incur substantial monetary damages;
- encounter significant delays in marketing our current and proposed product candidates;
- be unable to conduct or participate in the manufacture, use or sale of product candidates or methods of treatment requiring licenses;
- lose patent protection for our inventions and products; or
- find our patents are unenforceable, invalid, or have a reduced scope of protection.

Parties making such claims may be able to obtain injunctive relief that could effectively block our company's ability to further develop or commercialize our current and proposed product candidates in Canada, the United States and abroad and could result in the award of substantial damages. Defence of any lawsuit or failure to obtain any such license could substantially harm the company. Litigation, regardless of outcome, could result in substantial cost to and a diversion of efforts by our company.

We may face costly intellectual property disputes.

Our ability to compete effectively will depend in part on its ability to develop and maintain proprietary aspects of our technologies and either to operate without infringing the proprietary rights of others or to obtain rights to technology owned by third parties. Our pending patent applications may not result in the issuance of any patents or any issued patents that will offer protection against competitors with similar technology. Patents we have received for our catalytic muffler and which we may receive, may be challenged, invalidated or circumvented in the future or the rights created by those patents may not provide a competitive advantage. We also rely on trade secrets, technical know-how and continuing invention to develop and maintain its competitive position. Others may independently develop substantially equivalent proprietary information and techniques or otherwise gain access to our trade secrets.

We have had negative cash flows from operations. Our business operations may fail if our actual cash requirements exceed our estimates, and we are not able to obtain further financing.

Our company has had negative cash flows from operations. We have estimated that we will require approximately \$385,000 to carry out our business plan for the twelve months ending December 31, 2009.

There is no assurance that actual cash requirements will not exceed our estimates, in which case we will require additional financing to finance working capital and pay for operating expenses and capital requirements until we achieve a positive cash flow.

We may not be able to obtain additional equity or debt financing on acceptable terms if and when we need it. Even if financing is available it may not be available on terms that are favourable to us or in sufficient amounts to satisfy our requirements. If we require, but are unable to obtain, additional financing in the future, we may be unable to implement our business plan and our growth strategies, respond to changing business or economic conditions, withstand adverse operating results, and compete effectively.

We have a history of losses and negative cash flows, which is likely to continue unless our products gain sufficient market acceptance to generate a commercially viable level of sales.

Since inception through December 31, 2008, we have incurred aggregate net losses of \$1,603,578 and we had working capital of \$43,533 as of December 31, 2008. There is no assurance that we will ever operate profitably or will ever generate positive cash flow in the future.

RISKS RELATED TO OUR COMMON STOCK

A decline in the price of our shares of common stock could affect our ability to raise further working capital and adversely impact our operations.

A prolonged decline in the price of our shares of common stock could result in a reduction in the liquidity of our shares of common stock and a reduction in our ability to raise capital. Because our operations have been primarily financed through the sale of equity securities, a decline in the price of our shares of common stock could be especially detrimental to our liquidity and our continued operations. Any reduction in our ability to raise equity capital in the future would force us to reallocate funds from other planned uses and would have a significant negative effect on our business plans and operations, including our ability to develop new products and continue our current operations. If the stock price declines, there can be no assurance that we can raise additional capital or generate funds from operations sufficient to meet our obligations.

Our common stock is traded on the "Over-the-Counter Bulletin Board," which may make it more difficult for investors to resell their shares due to suitability requirements.

Our common stock is currently traded on the Over the Counter Bulletin Board (OTCBB) where we expect it to remain in the foreseeable future. Broker-dealers often decline to trade in OTCBB stocks given the market for such securities are often limited, the stocks are more volatile, and the risk to investors is greater. These factors may reduce the potential market for our common stock by reducing the number of potential investors. This may make it more difficult for investors in our common stock to sell shares to third parties or to otherwise dispose of their shares. This could cause our stock price to decline.

Our stock is a penny stock. Trading of our stock may be restricted by the Securities and Exchange Commission's penny stock regulations and the Financial Industry Regulatory Authority's sales practice requirements, which may limit a stockholder's ability to buy and sell our stock.

Our stock is a penny stock. The Securities and Exchange Commission has adopted Rule 15g-9 which generally defines "penny stock" to be any equity security that has a market price (as defined) less than \$5.00 per share or an exercise price of less than \$5.00 per share, subject to certain exceptions. Our securities are covered by the penny stock rules, which impose additional sales practice requirements on broker-dealers who sell to persons other than established customers and "accredited investors". The term "accredited investor" refers generally to institutions with assets in excess of \$5,000,000 or individuals with a net worth in excess of \$1,000,000 or annual income exceeding

\$200,000 or \$300,000 jointly with their spouse. The penny stock rules require a broker-dealer, prior to a transaction in a penny stock not otherwise exempt from the rules, to deliver a standardized risk disclosure document in a form prepared by the

Securities and Exchange Commission which provides information about penny stocks and the nature and level of risks in the penny stock market. The broker-dealer also must provide the customer with current bid and offer quotations for the penny stock, the compensation of the broker-dealer and its salesperson in the transaction and monthly account statements showing the market value of each penny stock held in the customer's account. The bid and offer quotations, and the broker-dealer and salesperson compensation information, must be given to the customer orally or in writing prior to effecting the transaction and must be given to the customer in writing before or with the customer's confirmation. In addition, the penny stock rules require that prior to a transaction in a penny stock not otherwise exempt from these rules, the broker-dealer must make a special written determination that the penny stock is a suitable investment for the purchaser and receive the purchaser's written agreement to the transaction. These disclosure requirements may have the effect of reducing the level of trading activity in the secondary market for the stock that is subject to these penny stock rules. Consequently, these penny stock rules may affect the ability of broker-dealers to trade our securities. We believe that the penny stock rules discourage investor interest in and limit the marketability of our common stock.

In addition to the "penny stock" rules promulgated by the Securities and Exchange Commission, the Financial Industry Regulatory Authority has adopted rules that require that in recommending an investment to a customer, a broker-dealer must have reasonable grounds for believing that the investment is suitable for that customer. Prior to recommending speculative low priced securities to their non-institutional customers, broker-dealers must make reasonable efforts to obtain information about the customer's financial status, tax status, investment objectives and other information. Under interpretations of these rules, the Financial Industry Regulatory Authority believes that there is a high probability that speculative low priced securities will not be suitable for at least some customers. The Financial Industry Regulatory Authority requirements make it more difficult for broker-dealers to recommend that their customers buy our common stock, which may limit your ability to buy and sell our stock.

Item 2. Properties

Our principal executive offices are located at 85 Kenmount Road, St. John's NL, Canada. In addition, we lease an office at Suite 605 1525 Robson Street, Vancouver, British Columbia, Canada at a cost of \$2,000 per month. We do not anticipate that we will require any additional premises in the foreseeable future.

Item 3. Legal Proceedings

We know of no material, existing or pending legal proceedings against our company, nor are we involved as a plaintiff in any material proceeding or pending litigation. There are no proceedings in which any of our directors, officers or affiliates, or any registered or beneficial stockholder, is an adverse party or has a material interest adverse to our interest. The outcome of open unresolved legal proceedings is presently indeterminable. Any settlement resulting from resolution of these contingencies will be accounted for in the period of settlement. We do not believe the potential outcome from these legal proceedings will significantly impact our financial position, operations or cash flows.

Item 4. Submissions of Matters to a Vote of Security Holders

There were no matters submitted to a vote of our security holders either through solicitation of proxies or otherwise in the fourth quarter of the fiscal year ended December 31, 2008.

PART II

Item 5. Market for Common Equity and Related Stockholder Matters

Our shares of common stock were initially approved for quotation on the OTCBB under the name Boss Minerals, Inc. under the symbol, BOSM. On April 18, 2006, we changed our name to Environmental Control Corp. and our trading symbol was changed to EVCC. The following quotations obtained from

Stockwatch reflect the high and low bids for our common stock based on inter-dealer prices, without retail mark-up, mark-down or commission and may not represent actual transactions.

The high and low bid prices of our shares of common stock for the periods indicated below are as follows: (to be updated)

Quarter Ended	High	Low
31-Dec-05	\$n/a	\$n/a
31-Mar-06	\$n/a	\$n/a
30-Jun-06	\$1.70	\$0.60
30-Sep-06	\$1.30	\$0.40
31-Dec-06	\$1.85	\$0.60
31-Mar-07	\$7.74	\$1.33
30-Jun-07	\$2.59	\$1.13
30-Sep-07	\$1.28	\$0.38
31-Dec-07	\$0.65	\$0.25
31-Mar-08	\$0.29	\$0.18
30-Jun-08	\$0.29	\$0.09
30-Sep-08	\$0.24	\$0.09
31-Dec-08	\$0.14	\$0.04

Our shares of common stock are issued in registered form. The registrar and transfer agent for our shares of common stock is Empire Stock Transfer Inc., 2470 Saint Rose Pkwy, Suite 304, Henderson, Nevada, 89074 (Telephone: 702.818.5898; Facsimile: 702.974.1444) .

On March 27, 2008, the list of stockholders for our shares of common stock showed 30 registered stockholders and 45,369,068 shares of common stock outstanding.

Dividends

We have not declared any dividends on our common stock since the inception of our company on July 18, 2003. There is no restriction in our Articles of Incorporation and Bylaws that will limit our ability to pay dividends on our common stock. However, we do not anticipate declaring and paying dividends to our shareholders in the near future.

Equity Compensation Plan Information

The following table provides a summary of the securities authorized for issuance under Equity Compensation Plans, the weighted average price and number of securities remaining available for issuance, all as at December 31, 2008.

Plan category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders	N/A	N/A	N/A
	375,000	\$0.635	187,500

Equity compensation plans not approved by security holders			
Total	375,000	\$0.635	187,500
	12		

Purchase of Equity Securities by the Issuer and Affiliated Purchasers

We did not purchase any of our shares of common stock or other securities during the year ended December 31, 2008.

Recent Sales of Unregistered Securities

In connection with the acquisition of ECC, on April 6, 2006 we completed a private placement of 3,500,000 post-split shares of common stock for proceeds of \$430,100 (CDN\$500,000). In addition, we agreed to issued a total of 5,000,000 stock purchase warrants, with each warrant entitling the holder to acquire an additional post-split share of common stock for CDN\$0.50 for a period of two years from closing of the financing. The private placement was subscribed for by three investors, and the shares and warrants have been and will be issued in reliance on Regulation S, promulgated under the United States Securities Act of 1933, as amended.

Securities Act of 1933, as amended.

On July 28, 2006 we committed 62,500 restricted shares to an employee of our company. On March 15, 2007, we issued the 62,500 restricted shares to an employee, as compensation for consulting services rendered. In addition to the shares, we issued 187,500 restricted warrants. Each warrant is exercisable into one common share at an exercise price of US\$0.61 per share until July 28, 2008. We issued all of the 62,500 common shares to a non U.S. person (as that term is defined in Regulation S of the Securities Act of 1933) in an offshore transaction relying on Regulation S and/or Section 4(2) of the Securities Act of 1933.

On May 29, 2007, we issued 150,000 shares of common stock pursuant to the exercise of share purchase warrants at an exercise price of US\$0.50 per share. The shares were issued to a non U.S. person (as that term is defined in Regulation S of the Securities Act of 1933) in an offshore transaction relying on Regulation S and/or Section 4(2) of the Securities Act of 1933. (these 150,000 shares are included in the total 450,000 shares issued July 30th)

On February 26, 2007, pursuant to an asset acquisition agreement, we issued 22,500,000 post-split shares of our restricted common stock to ECC. In addition, we issued convertible promissory notes to certain creditors of ECC whereby we are obligated to pay them 10% interest per annum on a total of \$317,379 outstanding to them. As well, each creditor has the option to convert a portion or all of the outstanding principal into our post-split common stock at a rate of \$0.10 per share.

On February 26, 2007, our company issued 10% convertible debentures for a total of \$317,379 to two creditors of ECC pursuant to the asset acquisition agreement to acquire the principal assets of ECC. Each creditor has the option to convert a portion or all of the outstanding principal into our common stock at a rate of \$0.10 per share.

The issuance of the convertible debentures and the securities issuable upon conversion of the convertible debentures were made pursuant to the exemption from registration requirements of the United States *Securities Act of 1933*, as amended (the *Securities Act*) provided by Regulation S promulgated thereunder. The creditors were not U.S. persons (as that term is defined in Regulation S).

On July 28, 2007, we committed 62,500 restricted shares to an employee of our company. In addition to the shares, we committed 187,500 restricted warrants.

On July 30, 2007, we issued 450,000 shares of common stock pursuant to the exercise of share purchase warrants at an exercise price of US\$0.50 per share. The shares were issued to three non U.S. person (as that

term is defined in Regulation S of the Securities Act of 1933) in an offshore transaction relying on Regulation S and/or Section 4(2) of the Securities Act of 1933.

On February 12, 2008, we closed a private placement of 970,585 units at a purchase price of \$0.17 per unit, raising proceeds of \$165,000. Each unit consisted of one common share and one common share purchase warrant exercisable for a period of two years from closing at an exercise price of \$0.30. We issued all of the 970,585 common shares to seven non-U.S. persons (as that term is defined in Regulation S promulgated under the Securities Act of 1933) relying on the exemption from registration provided by Regulation S and/or Section 4(2) of the Securities Act of 1933. Of the 970,585 units, 588,235 were purchased by a company controlled by our president, chief executive officer and chairman, Albert E. Hickman.

On February 14, 2008, we issued 970,585 units at \$0.17 per unit for proceeds of \$165,000. Each unit consisted of one share of common stock and one share purchase warrant. Each share purchase warrant entitles the holder to purchase one share of common stock at \$0.30 per share expiring two years from the closing date.

On July 10, 2008, we issued 3,609,137 shares of common stock pursuant to the conversion of convertible notes issued on February 26, 2007. Of this amount, 2,401,464 shares of common stock were issued to a company in which the president of our company holds a minority interest and 1,207,673 shares of common stock were issued to a company controlled by another director of our company. The shares were issued in satisfaction of all principal and accrued interest due under the two convertible notes.

On August 19, 2008, we issued 62,500 shares of common stock with a fair value of \$32,684 to a former employee of our company for consulting services rendered.

On November 20, 2008, we issued 75,000 restricted shares of common stock with a fair value of \$3,374 for investor relations services.

Effective December 23, 2008, we closed a private placement and received stock subscriptions for 1,639,346 units at US\$0.05 per unit for proceeds of \$100,000. Each unit will consist of one share of common stock and two share purchase warrants. Each share purchase warrant will entitle the holder to purchase one share of common stock at \$0.11 per share expiring two years from the closing date. These shares were issued after December 31, 2008.

Item 6. Selected Financial Data

As a smaller reporting company, we are not required to provide the information required by this Item.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion should be read in conjunction with our consolidated audited financial statements and the related notes for the years ended December 31, 2008 and December 31, 2007 that appear elsewhere in this annual report. The following discussion contains forward-looking statements that reflect our plans, estimates and beliefs. Our actual results could differ materially from those discussed in the forward looking statements. Factors that could cause or contribute to such differences include, but are not limited to those discussed below and elsewhere in this registration statement, particularly in the section entitled "Risk Factors" beginning on page 6 of this annual report.

Our consolidated audited financial statements are stated in United States Dollars and are prepared in accordance with United States Generally Accepted Accounting Principles.

Plan of Operation

Our plan for the twelve months following the date of this report is to continue establishing new relationships with potential clients, and to translate both new and existing relationships into sales for our company. We are currently working on a project to successfully meet the durability requirements on a two-

stroke engine in accordance with US and Canada regulations. We hope to complete this project in the coming year and subsequently translate these results into sales for our company.

We also plan on establishing mutually-beneficial relationships with non-governmental and/or not-for-profit trade associations to help promote the importance and urgency of emission mitigation for small engines. This will accompany our current marketing initiatives, which we will continue on an international scale.

Our principal capital resources have been through the issuance of common stock, although we may use shareholder loans, advances from related parties, or borrowing in the future.

We anticipate that we will expend approximately \$385,000 during the twelve-month period ending December 31, 2008 to continue our business of developing emission control devices. These expenditures are broken down as follows:

Estimated Funding Required During the Twelve Month Period Ending December 31, 2009

Operating expenses	
Sales and Marketing	\$ 110,000
Research and Development	105,000
Manufacturing and Engineering	60,000
General and Administrative	110,000
Total Operating Expenses	385,000
Capital expenditures	0
Total	\$ 385,000

At December 31, 2008, we had working capital of \$43,533. If necessary, we plan to raise additional capital required to meet these immediate short-term needs and to meet the balance of our estimated funding requirements for the twelve months, primarily through the private placement of our securities.

There can be no assurance that additional financing will be available to us when needed or, if available, that it can be obtained on commercially reasonable terms. If we are not able to obtain the additional financing on a timely basis, if and when it is needed, we will be forced to scale down or perhaps even cease the operation of our business.

Capital Expenditures

We do not intend to invest in capital expenditures during the twelve-month period ending December 31, 2009.

General and Administrative Expenses

We expect to spend \$110,000 during the twelve-month period ending December 31, 2009 on general and administrative expenses including legal and auditing fees, rent, office equipment and other administrative related expenses.

Product Research and Development

We anticipate that we will expend \$165,000 on research and development, manufacturing and engineering over the twelve months ending December 31, 2009.

Purchase of Significant Equipment

Unless we acquire a new business, we do not intend to purchase any significant equipment over the twelve months ending December 31, 2009.

Personnel Plan

We do not expect any material changes in the number of employees over the next 12 month period (although we may enter into employment or consulting agreements with our officers or directors). We do and will continue to outsource contract employment as needed. As at December 31, 2008, we had one (1) employee other than our directors and officers.

Results of Operations for the Years Ended December 31, 2008 and 2007

The following summary of our results of operations should be read in conjunction with our audited financial statements for the years ended December 31, 2008 and 2007.

Our operating results for the years ended December 31, 2008 and 2007 are summarized as follows:

	Year Ended December 31	
	2008	2007
Revenue	\$ Nil	\$ Nil
Operating Expenses	\$ 427,207	\$ 498,188
Other Expenses	\$ 203,242	\$ 162,340
Net Loss	\$ 630,449	\$ 660,528

Revenues

We have not earned any revenues since our inception and we do not anticipate earning revenues in the near future.

Operating Expenses

Our operating expenses for the year ended December 31, 2008 and December 31, 2007 are outlined in the table below:

	Year Ended December 31	
	2008	2007
Depreciation	\$ 5,422	\$ 4,584
Foreign exchange loss	\$ 9,532	\$ 7,974
General and administrative	\$ 399,397	\$ 483,429
Research and development	\$ 12,856	\$ 2,201

The decrease in operating expenses for the year ended December 31, 2008, compared to the same period in fiscal 2007, was mainly due to a decrease in general and administrative expenses of \$399,397 (2007: \$483,429).

Liquidity and Financial Condition

As of December 31, 2008, our total assets were \$141,298 and our total current liabilities were \$82,843 and we had a working capital surplus of \$43,533. Our financial statements report a net loss of \$633,058 for the year ended December 31, 2008, and a net loss of \$1,606,187 for the period from March 26, 1999 (date of inception) to December 31, 2008.

We have suffered recurring losses from operations. The continuation of our company is dependent upon our company attaining and maintaining profitable operations and raising additional capital as needed. In this regard we have raised additional capital through equity offerings and loan transactions.

Cash Flows

	At December 31, 2008	At December 31, 2007
Net Cash (Used in) Operating Activities	\$ (331,403)	\$ (362,855)
Net Cash Provided by (Used In) Investing Activities	\$ Nil	\$ 164,748
Net Cash Provided by Financing Activities	\$ 410,502	\$ 243,108
Increase In Cash During The Period	\$ 79,059	\$ 45,001

We had cash in the amount of \$125,251 as of December 31, 2008 as compared to \$46,192 as of December 31, 2007. We had a working capital surplus of \$43,533 as of December 31, 2008 compared to working capital deficit of \$3,715 as of December 31, 2007.

Our principal sources of funds have been from sales of our common stock, short term loans and advances from related parties.

Contractual Obligations

As a smaller reporting company, we are not required to provide tabular disclosure obligations.

Going Concern

The audited financial statements included with this annual report have been prepared on the going concern basis which assumes that adequate sources of financing will be obtained as required and that our assets will be realized and liabilities settled in the ordinary course of business. Accordingly, the consolidated audited financial statements do not include any adjustments related to the recoverability of assets and classification of assets and liabilities that might be necessary should we be unable to continue as a going concern.

Off-Balance Sheet Arrangements

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

APPLICATION OF CRITICAL ACCOUNTING POLICIES

Our audited financial statements and accompanying notes are prepared in accordance with generally accepted accounting principles used in the United States. Preparing financial statements requires management to make

estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, and expenses. These estimates and assumptions are affected by management's application of accounting policies. We believe that understanding the basis and nature of the estimates and assumptions involved with the following aspects of our consolidated financial statements is critical to an understanding of our financials.

(Loss) Per Share

Our company computes earnings (loss) per share in accordance with SFAS No. 128, "Earnings per Share". SFAS No. 128 requires presentation of both basic and diluted earnings per share (EPS) on the face of the income statement. Basic EPS is computed by dividing net earnings (loss) available to common shareholders (numerator) by the weighted average number of shares outstanding (denominator) during the period. Diluted EPS gives effect to all dilutive potential common shares outstanding during the period using the treasury stock method and convertible securities using the if-converted method. In computing diluted EPS, the average stock price for the period is used in determining the number of shares assumed to be purchased from the exercise of stock options or warrants. Diluted EPS and the weighted average number of common shares exclude all dilutive potential shares since their effect is anti dilutive.

Comprehensive Loss

SFAS No. 130, "Reporting Comprehensive Income," establishes standards for the reporting and display of comprehensive income and its components in the financial statements. As at December 31, 2007 and 2006, our company has no items that represent a comprehensive loss and, therefore, has not included a schedule of comprehensive loss in the financial statements.

Foreign Currency Translation

Effective on the closing of the Asset Acquisition Agreement on February 26, 2007, our company's functional and reporting currency changed to the Canadian dollar. Occasional transactions may occur in United States dollars and management has adopted SFAS No. 52 "Foreign Currency Translation". Monetary assets and liabilities denominated in United States currency are translated using the exchange rate prevailing at the balance sheet date. Non-monetary assets and liabilities denominated in United States currency are translated at rates of exchange in effect at the date of the transaction. Average monthly rates are used to translate revenues and expenses. Gains and losses arising on translation or settlement of foreign currency denominated transactions or balances are included in the determination of income. Foreign currency transactions are primarily undertaken in United States dollars. Our company has not, to the date of these financial statements, entered into derivative instruments to offset the impact of foreign currency fluctuations.

Stock-based Compensation

Our company records stock-based compensation in accordance with SFAS No. 123R, *Share Based Payments*, using the fair value method. Our company has not issued any stock options since its inception. All transactions in which goods or services are the consideration received for the issuance of equity instruments are accounted for based on the fair value of the consideration received or the fair value of the equity instrument issued, whichever is more reliably measurable.

Long-lived Assets

In accordance with SFAS No. 144, *Accounting for the Impairment or Disposal of Long-Lived Assets*, our company tests long-lived assets or asset groups for recoverability when events or changes in circumstances indicate that their carrying amount may not be recoverable. Circumstances which could trigger a review include, but are not limited to: significant decreases in the market price of the asset; significant adverse changes in the business climate or legal factors; accumulation of costs significantly in excess of the amount originally expected for the acquisition or construction of the asset; current period cash flow or operating losses combined with a history of losses or a forecast of continuing losses associated with the use of the asset; and current expectation that the asset will more likely than not be sold or disposed significantly before the end of its estimated useful life. Recoverability is assessed based on the carrying amount of the asset and its fair value which is generally determined based on the sum of the undiscounted cash flows expected to result from the use and the eventual disposal of the asset, as well as specific

appraisal in certain instances. An impairment loss is recognized when the carrying amount is not recoverable and exceeds fair value.

Income Tax

Our company accounts for income taxes using the asset and liability method in accordance with SFAS No. 109, *Accounting for Income Taxes*. The asset and liability method provides that deferred tax assets and liabilities are recognized for the expected future tax consequences of temporary differences between the financial reporting and tax bases of assets and liabilities, and for operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using the currently enacted tax rates and laws that will be in effect when the differences are expected to reverse. Our company records a valuation allowance to reduced deferred tax assets to the amount that is believed more likely than not to be realized.

Stock-based Compensation

Prior to January 1, 2006, we accounted for stock-based awards under the recognition and measurement provisions of Accounting Principles Board Opinion No. 25, *Accounting for Stock Issued to Employees* using the intrinsic value method of accounting, under which compensation expense was only recognized if the exercise price of our company's employee stock options was less than the market price of the underlying common stock on the date of grant. Effective January 1, 2006, our company adopted the fair value recognition provisions of SFAS No. 123R *Share Based Payments*, using the modified retrospective transition method. There was no effect on our reported loss from operations, cash flows or loss per share as a result of adopting SFAS No 123R.

NEW ACCOUNTING PRONOUNCEMENTS

In May 2008, the Financial Accounting Standards Board ("FASB") issued SFAS No. 163, "Accounting for Financial Guarantee Insurance Contracts – An interpretation of FASB Statement No. 60". SFAS 163 requires that an insurance enterprise recognize a claim liability prior to an event of default when there is evidence that credit deterioration has occurred in an insured financial obligation. It also clarifies how Statement 60 applies to financial guarantee insurance contracts, including the recognition and measurement to be used to account for premium revenue and claim liabilities, and requires expanded disclosures about financial guarantee insurance contracts. It is effective for financial statements issued for fiscal years beginning after December 15, 2008, except for some disclosures about the insurance enterprise's risk-management activities. SFAS 163 requires that disclosures about the risk-management activities of the insurance enterprise be effective for the first period beginning after issuance. Except for those disclosures, earlier application is not permitted. The adoption of this statement is not expected to have a material effect on our company's financial statements.

In May 2008, the FASB issued SFAS No. 162, "The Hierarchy of Generally Accepted Accounting Principles". SFAS 162 identifies the sources of accounting principles and the framework for selecting the principles to be used in the preparation of financial statements of nongovernmental entities that are presented in conformity with generally accepted accounting principles in the United States. It is effective 60 days following the SEC's approval of the Public Company Accounting Oversight Board amendments to AU Section 411, "The Meaning of Present Fairly in Conformity With Generally Accepted Accounting Principles". The adoption of this statement is not expected to have a material effect on our company's financial statements.

In March 2008, the Financial Accounting Standards Board (FASB) issued SFAS No. 161, *Disclosures about Derivative Instruments and Hedging Activities – an amendment to FASB Statement No. 133*. SFAS No. 161 is intended to improve financial standards for derivative instruments and hedging activities by requiring enhanced disclosures to enable investors to better understand their effects on an entity's financial position, financial performance, and cash flows. Entities are required to provide enhanced disclosures about: (a) how and why an entity uses derivative instruments; (b) how derivative instruments and related hedged items are accounted for under Statement 133 and its

related interpretations; and (c) how derivative instruments and related hedged items affect an entity's financial position, financial performance, and cash flows. It is effective for financial statements issued for fiscal years beginning after November 15, 2008, with early adoption encouraged. The adoption of this statement is not expected to have a material effect on our company's financial statements.

In December 2007, the FASB issued SFAS No. 141 (revised 2007), *Business Combinations*. This statement replaces SFAS No. 141 and defines the acquirer in a business combination as the entity that obtains control of one or more businesses in a business combination and establishes the acquisition date as the date that the acquirer achieves control. SFAS 141 (revised 2007) requires an acquirer to recognize the assets acquired, the liabilities assumed, and any noncontrolling interest in the acquiree at the acquisition date, measured at their fair values as of that date. SFAS 141 (revised 2007) also requires the acquirer to recognize contingent consideration at the acquisition date, measured at its fair value at that date. This statement is effective for fiscal years, and interim periods within those fiscal years, beginning on or after December 15, 2008. Earlier adoption is prohibited. The adoption of this statement is not expected to have a material effect on our company's financial statements.

In December 2007, the FASB issued SFAS No. 160, *Noncontrolling Interests in Consolidated Financial Statements - An Amendment of ARB No. 51*. This statement amends ARB 51 to establish accounting and reporting standards for the Noncontrolling interest in a subsidiary and for the deconsolidation of a subsidiary. This statement is effective for fiscal years, and interim periods within those fiscal years, beginning on or after December 15, 2008. Earlier adoption is prohibited. The adoption of this statement is not expected to have a material effect on our company's financial statements.

In February 2007, the FASB issued SFAS No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities - Including an Amendment of FASB Statement No. 115*. This statement permits entities to choose to measure many financial instruments and certain other items at fair value. Most of the provisions of SFAS No. 159 apply only to entities that elect the fair value option. However, the amendment to SFAS No. 115 *Accounting for Certain Investments in Debt and Equity Securities* applies to all entities with available-for-sale and trading securities. SFAS No. 159 is effective as of the beginning of an entity's first fiscal year that begins after November 15, 2007. Early adoption is permitted as of the beginning of a fiscal year that begins on or before November 15, 2007, provided the entity also elects to apply the provision of SFAS No. 157, *Fair Value Measurements*. The adoption of this statement is not expected to have a material effect on our company's financial statements.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

As a smaller reporting company, we are not required to provide the information required by this Item.

Item 8. Financial Statements and Supplementary Data

Our audited financial statements are stated in United States dollars (US\$) and are prepared in accordance with United States Generally Accepted Accounting Principles.

The following audited financial statements are filed as part of this annual report:

Independent Auditor's Report, dated March 18, 2009.

Audited Balance Sheet as at December 31, 2008.

Audited Statements of Operations for the year ended December 31, 2008 and for the year ended December 31, 2007.

Audited Statements of Changes in Stockholders' Equity for the year ended December 31, 2008 and for the year ended December 31, 2007.

Audited Statements of Cash Flows for the year ended December 31, 2008 and for the year ended December 31, 2007.

Notes to the Financial Statements.

Environmental Control Corp.
(A Development Stage Company)
December 31, 2008

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Report of Independent Registered Public Accounting Firm

To the Directors and Stockholders

Environmental Control Corp.

(A Development Stage Company)

We have audited the accompanying balance sheets of Environmental Control Corp. (A Development Stage Company) as of December 31, 2008 and 2007, and the related statements of operations, cash flows and stockholders' deficit for the years then ended and accumulated for the period from March 6, 1999 (Date of Inception) to December 31, 2008. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of internal control over financial reporting. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Environmental Control Corp. (A Development Company) as of December 31, 2008 and 2007, and the results of its operations, cash flows and stockholders' deficit for the years then ended and accumulated for the period from March 6, 1999 (Date of Inception) to December 31, 2008 in conformity with accounting principles generally accepted in the United States.

The accompanying financial statements have been prepared assuming the Company will continue as a going concern. As discussed in Note 1 to the financial statements, the Company has not generated any revenues and has incurred operating losses since inception. These factors raise substantial doubt about the Company's ability to continue as a going concern. Management's plans in regard to these matters are also discussed in Note 1. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ MANNING ELLIOTT LLP

CHARTERED ACCOUNTANTS

Vancouver, Canada

March 18, 2009

Environmental Control Corp.
(A Development Stage Company)
Balance Sheets
(Expressed in Canadian Dollars)

	December 31, 2008 \$	December 31, 2007 \$
ASSETS		
Current Assets		
Cash	125,251	46,192
Amounts receivable		2,478
Prepaid expenses	1,125	1,446
Total Current Assets	126,376	50,116
Property and equipment (Note 3)	14,922	20,344
Total Assets	141,298	70,460
LIABILITIES AND STOCKHOLDERS DEFICIT		
Current Liabilities		
Accounts payable	50,420	16,292
Accrued liabilities	2,363	6,150
Accrued convertible interest payable (Note 5)	3,154	27,526
Advances from related parties (Notes 6(b) and (c))	26,906	3,863
Total Current Liabilities	82,843	53,831
Convertible debentures issued to related parties (Note 5)	81,094	133,725
Advances from related parties (Note 6(a))	30,615	
Total Liabilities	194,552	187,556
Contingencies and Commitments (Notes 1 and 9)		
Stockholders Deficit		
Common stock, 75,000,000 shares authorized, US\$0.001 par value; 43,729,722 shares issued and outstanding (2007 39,012,500)	50,676	45,202
Additional paid-in capital	1,391,975	778,147
Common stock to be issued (Notes 7(e) and 9(a))	107,673	32,684
Deficit accumulated during the development stage	(1,603,578)	(973,129)
Total Stockholders Deficit	(53,254)	(117,096)
Total Liabilities and Stockholders Deficit	141,298	70,460

(The accompanying notes are an integral part of these financial statements.)

Environmental Control Corp.
(A Development Stage Company)
Statements of Operations
(Expressed in Canadian Dollars)

	Accumulated from March 6, 1999 (Date of Inception) to December 31, 2008 \$	For the Year Ended December 31, 2008 \$	For the Year Ended December 31, 2007 \$
Revenue			
Expenses			
Depreciation	11,445	5,422	4,584
Foreign exchange loss	17,506	9,532	7,974
General and administrative	1,148,123	399,397	483,429
Research and development	60,922	12,856	2,201
Total Operating Expenses	1,237,996	427,207	498,188
Loss From Operations	(1,237,996)	(427,207)	(498,188)
Other Expenses			
Accretion of discounts on convertible debentures	(317,920)	(184,195)	(133,725)
Interest expense	(47,662)	(19,047)	(28,615)
Total Other Expenses	(365,582)	(203,242)	(162,340)
Net Loss for the Period	(1,603,578)	(630,449)	(660,528)
Net Loss Per Share Basic and Diluted		(0.02)	(0.02)
Weighted Average Shares Outstanding		41,610,000	38,740,000

(The accompanying notes are an integral part of these financial statements.)

Environmental Control Corp.
(A Development Stage Company)
Statements of Cash Flows
(Expressed in Canadian Dollars)

	Accumulated from March 6, 1999 (Date of Inception) to December 31, 2008 \$	For the Year Ended December 31, 2008 \$	For the Year Ended December 31, 2007 \$
Operating Activities			
Net loss for the period	(1,603,578)	(630,449)	(660,528)
Adjustments to reconcile net loss to net cash used in operating activities:			
Accretion of discounts on convertible debentures	317,920	184,195	133,725
Depreciation	12,496	5,422	4,584
Stock-based compensation	224,258	43,840	180,418
Foreign exchange translation loss	10,863	10,863	
Changes in operating assets and liabilities:			
Amounts receivable	820	2,478	(381)
Prepaid expenses		1,446	(1,446)
Accounts payable and accrued liabilities	(17,551)	31,599	(46,753)
Accrued convertible interest payable	46,689	19,163	27,526
Net Cash Used In Operating Activities	(1,008,083)	(331,443)	(362,855)
Investing Activities			
Purchase of equipment	(13,617)		(13,617)
Net cash acquired on business acquisition	178,365		178,365
Net Cash Provided by Investing Activities	164,748		164,748
Financing Activities			
Proceeds from advances from related parties	153,476	49,431	2,155
Proceeds from convertible debt issued to related parties	96,071	96,071	
Proceeds from issuance of shares	405,953	165,000	240,953
Proceeds from share subscriptions received	100,000	100,000	
Advances from related party	213,086		
Net Cash Provided by Financing Activities	968,586	410,502	243,108
Increase in Cash	125,251	79,059	45,001
Cash - Beginning of Period		46,192	1,191
Cash - End of Period	125,251	125,251	46,192
Non-Cash Investing and Financing Activities			
Common shares issued upon conversion of debt	360,914	360,914	
Supplemental Disclosures			
Interest paid			
Income taxes paid			

(The accompanying notes are an integral part of these financial statements.)

Environmental Control Corp.
(A Development Stage Company)
Statements of Stockholders Deficit
From March 6, 1999 (Date of Inception) to December 31, 2008
(Expressed in Canadian Dollars)

	Common Stock	Amount	Additional Paid-in Capital	Common Stock To Be Issued	Deficit Accumulated During the Development Stage	Total
	#	\$	\$	\$	\$	\$
Net loss for the period from March 6, 1999 to						
December 31, 1999					(24,621)	(24,621)
Balance December 31, 1999 (unaudited)					(24,621)	(24,621)
Net loss for the year					(22,836)	(22,836)
Balance December 31, 2000 (unaudited)					(47,457)	(47,457)
Net loss for the year					(56,302)	(56,302)
Balance December 31, 2001 (unaudited)					(103,759)	(103,759)
Net loss for the year					(20,257)	(20,257)
Balance December 31, 2002 (unaudited)					(124,016)	(124,016)
Net loss for the year					(14,264)	(14,264)
Balance December 31, 2003 (unaudited)					(138,280)	(138,280)
Net loss for the year					(52,369)	(52,369)
Balance December 31, 2004 (unaudited)					(190,649)	(190,649)
Net loss for the year					(16,194)	(16,194)
Balance December 31, 2005 (unaudited)					(206,843)	(206,843)
Net loss for the year					(105,758)	(105,758)
Balance December 31, 2006					(312,601)	(312,601)
February 26, 2007 Recapitalization Transactions						
Shares of Environmental Control Corp.	41,000,000	47,572	(81,656)	34,084		
Return and cancellation of shares	(25,000,000)	(29,000)	29,000			
Shares issued to shareholders of Environmental Control Corp. (private company) to effect the						
reverse merger	22,500,000	26,107	(26,107)			
Net assets acquired in reverse merger			117,283			117,283

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Shares issued for services pre-recapitalization	62,500	73	34,011	(34,084)		
Intrinsic value of beneficial conversion feature of convertible debentures (Note 5(a))			317,379		317,379	
Fair value of share purchase warrants issued			147,734		147,734	
Shares issued pursuant to the exercise of share purchase warrants	450,000	450	240,503		240,953	
Common stock subscribed (Note 7(c))				32,684	32,684	
Net loss for the year					(660,528)	(660,528)
Balance December 31, 2007	39,012,500	45,202	778,147	32,684	(973,129)	(117,096)

(The accompanying notes are an integral part of these financial statements.)

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Environmental Control Corp.
(A Development Stage Company)
Statements of Stockholders' Deficit
From March 6, 1999 (Date of Inception) to December 31, 2008
(Expressed in Canadian Dollars)

	Common Stock	Amount	Additional Paid-in Capital	Common Stock To Be Issued	Accumulated During the Development Stage	Total
	#	\$	\$	\$	\$	\$
Balance December 31, 2007	39,012,500	45,202	778,147	32,684	(973,129)	(117,096)
Shares issued for cash	970,585	1,126	163,874			165,000
Issuance of shares on conversion of convertible debt (Note 5(a))	3,609,137	4,188	356,726			360,914
Shares issued for services (Note 9(c))	75,000	87	3,287			3,374
Shares issued for services (Note 7(c))	62,500	73	32,611	(32,684)		
Shares issuable for services (Note 9(a))				7,673		7,673
Common stock subscribed (Note 7(e))				100,000		100,000
Intrinsic value of beneficial conversion feature (Note 5(b))			6,523			6,523
Intrinsic value of beneficial conversion feature of convertible debentures (Note 5(c))			16,889			16,889
Stock-based compensation			33,918			33,918
Net loss for the year					(630,449)	(630,449)
Balance December 31, 2008	43,729,722	50,676	1,391,975	107,673	(1,603,578)	(53,254)

(The accompanying notes are an integral part of these financial statements.)

Environmental Control Corp.
(A Development Stage Company)
Notes to the Financial Statements
(Expressed in Canadian Dollars)

1. Nature of Business and Continuance of Operations

Environmental Control Corp, (the Company) was incorporated in the State of Nevada on February 17, 2004 under the name Boss Minerals, Inc. and, effective April 13, 2006, changed its name to Environmental Control Corp. Boss Minerals, Inc. s initial operations included the acquisition and exploration of mineral resources.

On March 20, 2006, management changed its primary business focus to that of development of emission control devices for small spark ignition combustion engines. On March 20, 2006, the Company entered into an Asset Acquisition Agreement (the Agreement) to acquire the principal assets of Environmental Control Corp. (ECC), a private Canadian based company. The Company is in the development stage as defined under Statement of Financial Accounting Standards (SFAS) No. 7, *Accounting and Reporting by Development Stage Enterprises*. On April 4, 2006, the Company authorized a 5:1 stock split to be applied retroactively. In addition, the Company increased its authorized share capital to 200,000,000 common shares. All share amounts stated herein have been restated to reflect the stock split. On February 26, 2007, the acquisition of the business of ECC was completed through the issuance of 22,500,000 shares of common stock. Prior to the acquisition of ECC, the Company was a non-operating shell company. The acquisition is a capital transaction in substance and therefore has been accounted for as a recapitalization, which is outside the scope of SFAS No. 141, *Business Combinations* . Under recapitalization accounting, ECC is considered the acquirer for accounting and financial reporting purposes, and acquired the assets and assumed the liabilities of the Company. Assets acquired and liabilities assumed are reported at their historical amounts. These financial statements include the accounts of the Company since the effective date of the recapitalization (February 26, 2007) and the historical accounts of the business of ECC since inception on March 6, 1999.

These financial statements have been prepared on a going concern basis, which implies the Company will continue to realize its assets and discharge its liabilities in the normal course of business. The continuation of the Company as a going concern is dependent upon the continued financial support from its shareholders, the ability of the Company to obtain necessary equity financing to continue operations, and the attainment of profitable operations. As at December 31, 2008, the Company has working capital of \$43,533, has incurred losses totalling \$1,603,578 since inception, and has not yet generated any revenue from operations. These factors raise substantial doubt regarding the Company s ability to continue as a going concern. These financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

Management estimates expenditures of approximately \$165,000 for research and development activities, and approximately \$220,000 for other operational costs to be incurred during the year ended December 31, 2009. The Company had \$125,251 in cash on hand at December 31, 2008. The Company currently has no revenues and must rely on debt financing and the sale of equity securities to fund operations. The Company will require additional funding from the sale of equity or debt financing to meet future estimated expenditures over the next twelve months. The Company does not have any arrangements in place for any future equity or debt financings, and there is no assurance that the Company will be able to obtain the necessary financings to complete its objectives.

2. Summary of Significant Accounting Policies

a) Basis of Presentation

The financial statements of the Company have been prepared in accordance with generally accepted accounting principles in the United States and are expressed in Canadian dollars. The Company's fiscal year end is December 31.

b) Use of Estimates

The preparation of financial statements in accordance with United States generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses in the reporting period. The Company regularly evaluates estimates and assumptions related to useful life and recoverability of long-lived assets, stock-based compensation and deferred income tax asset valuation allowances. The Company bases its estimates and assumptions on current facts, historical experience and various other factors that it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities and the accrual of costs and expenses that are not readily apparent from other sources. The actual results experienced by the Company may differ materially and adversely from the Company's estimates. To the extent there are material differences between the estimates and the actual results, future results of operations will be affected.

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Environmental Control Corp.
(A Development Stage Company)
Notes to the Financial Statements
(Expressed in Canadian Dollars)

2. Summary of Significant Accounting Policies (continued)

c) Earnings (Loss) Per Share

The Company computes earnings (loss) per share in accordance with SFAS No. 128, *Earnings per Share*. SFAS No. 128 requires presentation of both basic and diluted earnings per share (EPS) on the face of the income statement. Basic EPS is computed by dividing net earnings (loss) available to common shareholders (numerator) by the weighted average number of shares outstanding (denominator) during the period. Diluted EPS gives effect to all dilutive potential common shares outstanding during the period using the treasury stock method and convertible securities using the if-converted method. In computing diluted EPS, the average stock price for the period is used in determining the number of shares assumed to be purchased from the exercise of stock options or warrants. Diluted EPS and the weighted average number of common shares exclude all dilutive potential shares since their effect is anti dilutive. As at December 31, 2008, the Company has 1,345,585 (2007 4,925,000) dilutive securities outstanding.

d) Cash and Cash Equivalents

The Company considers all highly liquid instruments with maturity of three months or less at the time of issuance to be cash equivalents.

e) Financial Instruments

The fair values of cash, accounts payable and advances from related parties disclosed in Note 6(b) approximate their carrying values due to the immediate or short-term maturity of these financial instruments. The fair values of advances from related parties disclosed in Note 6(a) and convertible debentures issued to related parties approximate their carrying values. Financial instruments that potentially subject the Company to concentrations of credit risk consist primarily of cash in excess of federally insured amounts. To date, the Company has not incurred a loss relating to this concentration of credit risk.

f) Comprehensive Loss

SFAS No. 130, *Reporting Comprehensive Income*, establishes standards for the reporting and display of comprehensive income and its components in the financial statements. As at December 31, 2008 and 2007, the Company has no items that represent a comprehensive loss and, therefore, has not included a schedule of comprehensive loss in the financial statements.

g) Foreign Currency Translation

Effective on the closing of the Asset Acquisition Agreement on February 26, 2007, the Company's functional and reporting currency changed to the Canadian dollar. Occasional transactions may occur in United States dollars and management has adopted SFAS No. 52 *Foreign Currency Translation*. Monetary assets and liabilities denominated in United States currency are translated using the exchange rate prevailing at the balance sheet date. Non-monetary assets and liabilities denominated in United States currency are translated at rates of exchange in effect at the date of the transaction. Average monthly rates

are used to translate revenues and expenses. Gains and losses arising on translation or settlement of foreign currency denominated transactions or balances are included in the determination of income. Foreign currency transactions are primarily undertaken in United States dollars. The Company has not, to the date of these financial statements, entered into derivative instruments to offset the impact of foreign currency fluctuations.

h) Stock-based Compensation

The Company records stock-based compensation in accordance with SFAS No. 123R, *Share Based Payments*, using the fair value method. The Company has not issued any stock options since its inception. All transactions in which goods or services are the consideration received for the issuance of equity instruments are accounted for based on the fair value of the consideration received or the fair value of the equity instrument issued, whichever is more reliably measurable.

i) Property and Equipment

Property and equipment consists of office furniture, equipment, and computer equipment which are recorded at cost. Office furniture is amortized on a declining-balance basis at 20% per annum, equipment is amortized on a declining-balance basis at 30% per annum, and computer equipment is amortized on a declining-balance basis at 30% per annum.

Environmental Control Corp.
(A Development Stage Company)
Notes to the Financial Statements
(Expressed in Canadian Dollars)

2. Summary of Significant Accounting Policies (continued)

j) Long-lived Assets

In accordance with SFAS No. 144, *Accounting for the Impairment or Disposal of Long-Lived Assets*, the Company tests long-lived assets or asset groups for recoverability when events or changes in circumstances indicate that their carrying amount may not be recoverable. Circumstances which could trigger a review include, but are not limited to: significant decreases in the market price of the asset; significant adverse changes in the business climate or legal factors; accumulation of costs significantly in excess of the amount originally expected for the acquisition or construction of the asset; current period cash flow or operating losses combined with a history of losses or a forecast of continuing losses associated with the use of the asset; and current expectation that the asset will more likely than not be sold or disposed significantly before the end of its estimated useful life. Recoverability is assessed based on the carrying amount of the asset and its fair value which is generally determined based on the sum of the undiscounted cash flows expected to result from the use and the eventual disposal of the asset, as well as specific appraisal in certain instances. An impairment loss is recognized when the carrying amount is not recoverable and exceeds fair value.

k) Research and Development Costs

Research costs are expensed in the period in which they are incurred. Development costs are also expensed unless they meet the criteria for deferral. When development costs meet the criteria for deferral, the development costs are deferred to the extent their recoverability can be reasonably assured. Deferred development costs represent the cost of developing specific products and are amortized on a straight line basis over the expected commercial life of the product.

l) Income Taxes

The Company accounts for income taxes using the asset and liability method in accordance with SFAS No. 109, *Accounting for Income Taxes*. The asset and liability method provides that deferred tax assets and liabilities are recognized for the expected future tax consequences of temporary differences between the financial reporting and tax bases of assets and liabilities, and for operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using the currently enacted tax rates and laws that will be in effect when the differences are expected to reverse. The Company records a valuation allowance to reduced deferred tax assets to the amount that is believed more likely than not to be realized.

m) Recently Issued Accounting Pronouncements

In May 2008, the Financial Accounting Standards Board (FASB) issued SFAS No. 163, *Accounting for Financial Guarantee Insurance Contracts - An interpretation of FASB Statement No. 60*. SFAS 163 requires that an insurance enterprise recognize a claim liability prior to an event of default when there is evidence that credit deterioration has occurred in an insured financial obligation. It also clarifies how Statement 60 applies to financial guarantee insurance contracts, including the recognition and measurement to be used to account for premium revenue and claim liabilities, and requires expanded disclosures about financial guarantee insurance contracts. It is effective for financial statements issued for

fiscal years beginning after December 15, 2008, except for some disclosures about the insurance enterprise's risk-management activities. SFAS 163 requires that disclosures about the risk-management activities of the insurance enterprise be effective for the first period beginning after issuance. Except for those disclosures, earlier application is not permitted. The adoption of this statement is not expected to have a material effect on the Company's financial statements.

In May 2008, the FASB issued SFAS No. 162, *The Hierarchy of Generally Accepted Accounting Principles*. SFAS 162 identifies the sources of accounting principles and the framework for selecting the principles to be used in the preparation of financial statements of nongovernmental entities that are presented in conformity with generally accepted accounting principles in the United States. It is effective 60 days following the SEC's approval of the Public Company Accounting Oversight Board amendments to AU Section 411, *The Meaning of Present Fairly in Conformity With Generally Accepted Accounting Principles*. The adoption of this statement is not expected to have a material effect on the Company's financial statements.

Environmental Control Corp.
(A Development Stage Company)
Notes to the Financial Statements
(Expressed in Canadian Dollars)

2. Summary of Significant Accounting Policies (continued)

m) Recently Issued Accounting Pronouncements (continued)

In March 2008, the Financial Accounting Standards Board (FASB) issued SFAS No. 161, *Disclosures about Derivative Instruments and Hedging Activities – an amendment to FASB Statement No. 133* . SFAS No. 161 is intended to improve financial standards for derivative instruments and hedging activities by requiring enhanced disclosures to enable investors to better understand their effects on an entity's financial position, financial performance, and cash flows. Entities are required to provide enhanced disclosures about: (a) how and why an entity uses derivative instruments; (b) how derivative instruments and related hedged items are accounted for under Statement 133 and its related interpretations; and (c) how derivative instruments and related hedged items affect an entity's financial position, financial performance, and cash flows. It is effective for financial statements issued for fiscal years beginning after November 15, 2008, with early adoption encouraged. The adoption of this statement is not expected to have a material effect on the Company's financial statements.

In December 2007, the FASB issued SFAS No. 141 (revised 2007), *Business Combinations* . This statement replaces SFAS 141 and defines the acquirer in a business combination as the entity that obtains control of one or more businesses in a business combination and establishes the acquisition date as the date that the acquirer achieves control. SFAS 141 (revised 2007) requires an acquirer to recognize the assets acquired, the liabilities assumed, and any noncontrolling interest in the acquiree at the acquisition date, measured at their fair values as of that date. SFAS 141 (revised 2007) also requires the acquirer to recognize contingent consideration at the acquisition date, measured at its fair value at that date. This statement is effective for fiscal years, and interim periods within those fiscal years, beginning on or after December 15, 2008. Earlier adoption is prohibited. The adoption of this statement is not expected to have a material effect on the Company's financial statements.

In December 2007, the FASB issued SFAS No. 160, *Noncontrolling Interests in Consolidated Financial Statements – Liabilities – an Amendment of ARB No. 51* . This statement amends ARB 51 to establish accounting and reporting standards for the Noncontrolling interest in a subsidiary and for the deconsolidation of a subsidiary. This statement is effective for fiscal years, and interim periods within those fiscal years, beginning on or after December 15, 2008. Earlier adoption is prohibited. The adoption of this statement is not expected to have a material effect on the Company's financial statements.

In February 2007, the FASB issued SFAS No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities – Including an Amendment of FASB Statement No. 115* . This statement permits entities to choose to measure many financial instruments and certain other items at fair value. Most of the provisions of SFAS No. 159 apply only to entities that elect the fair value option. However, the amendment to SFAS No. 115 *Accounting for Certain Investments in Debt and Equity Securities* applies to all entities with available-for-sale and trading securities. SFAS No. 159 is effective as of the beginning of an entity's first fiscal year that begins after November 15, 2007. The adoption of this statement did not have a material effect on the Company's financial statements.

In September 2006, the FASB issued SFAS No. 157, *Fair Value Measurements* . The objective of SFAS No. 157 is to increase consistency and comparability in fair value measurements and to expand disclosures

about fair value measurements. SFAS No. 157 defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles, and expands disclosures about fair value measurements. SFAS No. 157 applies under other accounting pronouncements that require or permit fair value measurements and does not require any new fair value measurements. The provisions of SFAS No. 157 are effective for fair value measurements made in fiscal years beginning after November 15, 2007. The adoption of this statement did not have a material effect on the Company's financial statements.

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Environmental Control Corp.
(A Development Stage Company)
Notes to the Financial Statements
(Expressed in Canadian Dollars)

3. Property and Equipment

			December 31, 2008	December 31, 2007
	Cost	Accumulated Amortization	Net Carrying Value	Net Carrying Value
	\$	\$	\$	\$
Equipment	13,617	5,515	8,102	11,575
Computer equipment	3,283	1,916	1,367	1,953
Office furniture	9,467	4,014	5,453	6,816
	26,367	11,445	14,922	20,344

4. Related Party Transaction

During the year ended December 31, 2008, the Company recognized \$24,000 (2007 20,000) for rent due to a company controlled by the director of the Company. The transaction was in the normal course of operations and was recorded at the exchange amount, which is the amount agreed upon by the related parties.

5. Convertible Debentures Issued to Related Parties

- a) On February 26, 2007, the Company issued two unsecured convertible debentures in exchange for amounts owing to related parties with an aggregate principal amount of \$317,379, bearing interest at 10% per annum, and due on February 28, 2009. The convertible debentures were convertible into the Company's common shares at a conversion rate of \$0.10 per share. In accordance with EITF 98-5 *Accounting for Convertible Securities with Beneficial Conversion Features or Contingently Adjustable Conversion Ratios*, the Company recognized the intrinsic value of the embedded beneficial conversion feature of \$317,379 as additional paid-in capital and reduced the carrying value of the convertible debentures to \$nil. The carrying value of the convertible debentures was to be accreted over the term of the convertible debentures up to their face value of \$317,379. On July 10, 2008, the convertible debentures were converted and the Company issued 3,609,137 shares of common stock in satisfaction of all principal and accrued interest due under the two convertible debentures. Refer to Note 7(b). Upon conversion, the remaining discount was recognized as accretion expense.
- b) On July 30, 2008, the Company entered into a convertible debenture agreement with a company controlled by the President of the Company. The Company received US\$36,376 (\$36,960) which bears interest at 10% per annum and is due five years from the advancement date. No interest shall be payable for the first year from the advancement date but shall accrue from the advancement date and all accrued interest shall be payable annually, on the subsequent anniversaries of the advancement date. Proceeds of the loan are to be used to acquire certain patents and intellectual property rights and the loan amount is secured against such intellectual property. The loan and any unpaid interest are convertible into shares of common stock at a

conversion price of US\$0.17 per share. In accordance with EITF 98-5 *Accounting for Convertible Securities with Beneficial Conversion Features or Contingently Adjustable Conversion Ratios* , the Company recognized the intrinsic value of the embedded beneficial conversion feature of US\$6,419 (\$6,523) as additional paid-in capital and reduced the carrying value of the convertible debenture to US\$29,957 (\$30,437). The carrying value will be accreted over the term of the convertible debenture up to its face value of US\$36,376. As at December 31, 2008, the carrying value of the convertible debenture was \$37,026 after translation into Canadian dollars.

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Environmental Control Corp.
(A Development Stage Company)
Notes to the Financial Statements
(Expressed in Canadian Dollars)

5. Convertible Debentures Issued to Related Parties (continued)

- c) On October 16, 2008, the Company entered into a convertible debenture agreement with the President of the Company. The Company received US\$50,000 (\$59,110) which bears interest at 10% per annum and is due five years from the advancement date. No interest shall be payable for the first year from the advancement date but shall accrue from the advancement date and all accrued interest shall be payable annually, on the subsequent anniversaries of the advancement date. Proceeds of the loan are to be used to repay an outstanding loan and to further business development and research and development activities. The loan and any unpaid interest at the conversion date are convertible into shares of common stock at a conversion price of US\$0.07 per share. In accordance with EITF 98-5 *Accounting for Convertible Securities with Beneficial Conversion Features or Contingently Adjustable Conversion Ratios*, the Company recognized the intrinsic value of the embedded beneficial conversion feature of US\$14,286 (\$16,889) as additional paid-in capital and reduced the carrying value of the convertible debenture to US\$35,714 (\$42,221). The carrying value will be accreted over the term of the convertible debenture up to its face value of US\$50,000. As at December 31, 2008, the carrying value of the convertible debenture was \$44,068 after translation into Canadian dollars

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Environmental Control Corp.
 (A Development Stage Company)
 Notes to the Financial Statements
 (Expressed in Canadian Dollars)

7. Common Stock (continued)

Post-Recapitalization Transactions:

- h) On July 28, 2007, the Company was obligated to issue 62,500 shares of common stock to an employee pursuant to an agreement. As at December 31, 2007, the fair value of \$32,684 has been recorded as common stock to be issued.
- i) On July 30, 2007, the Company issued 450,000 shares of common stock upon the exercise of 450,000 of share purchase warrants for proceeds of \$240,953 (US\$225,000).
- j) On February 12, 2008, the Company issued 970,585 units at US\$0.17 per unit for gross proceeds of \$165,000 (US\$165,000). Each unit consisted of one share of common stock and one share purchase warrant. Each share purchase warrant entitles the holder to purchase one share of common stock at US\$0.30 per share expiring two years from the closing date.
- k) On July 10, 2008, the Company issued 3,609,137 shares of common stock pursuant to the conversion of convertible notes issued on February 26, 2007, and accrued interest thereon. Upon conversion, 2,401,464 shares of common stock were issued to a company in which the President of the Company holds a minority interest and 1,207,673 shares of common stock were issued to a company controlled by another director of the Company. Refer to Note 5(a).
- l) On August 19, 2008, the Company issued 62,500 shares of common stock with a fair value of \$32,684 to a former employee of the Company. Refer to Note 9(a).
- m) On November 24, 2008, the Company issued 75,000 restricted shares of common stock with a fair value of \$3,374 for investor relations services. Refer to Note 9(c).
- n) Effective December 23, 2008, the Company received stock subscriptions and closed a private placement for 1,639,346 units at US\$0.05 per unit for gross proceeds of \$100,000 (US\$81,967). Each unit will consist of one share of common stock and two share purchase warrants. Each share purchase warrant will entitle the holder to purchase one share of common stock at US\$0.11 per share expiring two years from the closing date. As at December 31, 2008, these shares have not been issued and have been recorded as common stock to be issued. Refer to Note 11.

8. Share Purchase Warrants

A summary of the changes in the Company's common share purchase warrants is presented below:

		Number of Warrants	Weighted Average Exercise Price
Balance	December 31, 2007	4,925,000	US\$0.52

Issued	1,158,085	US\$0.39
Expired	(4,737,500)	US\$0.50

Balance December 31, 2008 1,345,585 US\$0.39

As at December 31, 2008, the following common share purchase warrants were outstanding:

Number of Warrants	Exercise Price	Expiry Date
187,500	US\$1.04	July 28, 2009
970,585	US\$0.30	February 12, 2010
187,500	US\$0.23	July 28, 2010
1,345,585		

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9. Commitments

- a) On July 28, 2006, the Company's board of directors resolved to issue certain share-based payments to an employee of the Company over a three year period. Under the arrangement, the employee was to be issued 62,500 shares of common stock and 187,500 share purchase warrants, each on July 28, 2006 (issued), 2007 (issued), 2008, and 2009. On September 12, 2008, the employee resigned and became a consultant to the Company (refer to Note 9(b)). It was mutually agreed that the former employee remains entitled to the shares and warrants to be issued under the arrangement. As at December 31, 2008, the Company had yet to issue the 62,500 shares due on July 28, 2008. The fair value of these shares on the measurement date of \$7,673 has been recorded as common stock to be issued as at December 31, 2008.
- b) On September 15, 2008, the Company entered into a consulting agreement with the former employee in Note 9(a), for administrative services. Pursuant to the agreement, the Company agreed to pay the former employee \$6,800 per month.
- c) On November 20, 2008, the Company entered into an investor relations agreement with a company that will perform investor relations services for a period of six months commencing effective September 1, 2008. Pursuant to the terms of this agreement, the Company agreed to pay the company \$1,000 per month and to issue 75,000 shares of common stock (issued).
- d) On December 4, 2008, the Company entered into a contribution agreement with National Research Council Canada (NRC) to bring the Company's catalytic muffler technology to commercialization through a two phase research and development project. This agreement becomes effective on April 1, 2009 and terminates on November 30, 2010. Under the agreement, the NRC will reimburse 80% of supported internal salaries up to a maximum of \$115,832 and 50% of supported contractor fees up to a maximum of \$119,645 incurred on the project.

Environmental Control Corp.
(A Development Stage Company)
Notes to the Financial Statements
(Expressed in Canadian Dollars)

10. Income Taxes

The Company is subject to United States federal and state income taxes at an approximate rate of 35% (2007 34%). The reconciliation of the provision for income taxes at the United States federal and state statutory rate compared to the Company's income tax expense as reported is as follows:

	Year Ended December 31, 2008 \$	Year Ended December 31, 2007 \$
Income tax benefit computed at the statutory rate	220,657	224,579
Permanent differences	(86,479)	(116,040)
Income tax rate change	3,192	
Change in valuation allowance	(137,370)	(108,539)

Provision for income taxes

Significant components of the Company's deferred tax assets and liabilities as at December 31, 2008 and 2007, after applying enacted corporate income tax rates, are as follows:

	December 31, 2008 \$	December 31, 2007 \$
Deferred income tax assets		
Cumulative net operating losses	245,909	108,539
Valuation allowance	(245,909)	(108,539)

Net deferred income tax assets

The Company has net operating loss carryforwards of \$702,598 which expire commencing in 2027.

11. Subsequent Event

On February 5, 2009, the Company issued 1,639,346 units pursuant to the December 23, 2008, private placement described in Note 7(e).

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

We have not changed our auditors since our last year end and we have not had any disagreements with our auditors.

Item 9A (T). Controls and Procedures

Management's Report on Disclosure Controls and Procedures

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our reports filed under the *Securities Exchange Act of 1934*, as amended, is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms, and that such information is accumulated and communicated to our management, including our president (who is acting as our principal executive officer) and our chief financial officer (who is acting as our principal financial officer and principle accounting officer) to allow for timely decisions regarding required disclosure. In designing and evaluating our disclosure controls and procedures, our management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and our management is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation. Projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

As of December 31, 2008, the end of our fiscal year covered by this report, we carried out an evaluation, under the supervision and with the participation of our president (who is acting as our principal executive officer) and our chief financial officer (who is acting as our principal financial officer and principle accounting officer), of the effectiveness of the design and operation of our disclosure controls and procedures. Based on the foregoing, our president (who is acting as our principal executive officer) and our chief financial officer (who is acting as our principal financial officer and principle accounting officer) concluded that our disclosure controls and procedures were effective as of the end of the period covered by this annual report.

Management's Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. Responsibility, estimates and judgments by management are required to assess the expected benefits and related costs of control procedures. The objectives of internal control include providing management with reasonable, but not absolute, assurance that assets are safeguarded against loss from unauthorized use or disposition, and that transactions are executed in accordance with management's authorization and recorded properly to permit the preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States. Our management assessed the effectiveness of our internal control over financial reporting as of December 31, 2008. In making this assessment, our management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in *Internal Control-Integrated Framework*. Our management has concluded that, as of December 31, 2008, our internal control over financial reporting is effective in providing reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with US generally accepted accounting principles. Our management reviewed the results of their assessment with our Board of Directors.

This annual report does not include an attestation report of our company's registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by

our company's registered public accounting firm pursuant to temporary rules of the Securities and Exchange Commission that permit our company to provide only management's report in this annual report.

Inherent limitations on effectiveness of controls

Internal control over financial reporting has inherent limitations which include but is not limited to the use of independent professionals for advice and guidance, interpretation of existing and/or changing rules and principles, segregation of management duties, scale of organization, and personnel factors. Internal control over financial reporting is a process which involves human diligence and compliance and is subject to lapses in judgment and breakdowns resulting from human failures. Internal control over financial reporting also can be circumvented by collusion or improper management override. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements on a timely basis, however these inherent limitations are known features of the financial reporting process and it is possible to design into the process safeguards to reduce, though not eliminate, this risk. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation. Projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Changes in Internal Control over Financial Reporting

There have been no changes in our internal controls over financial reporting that occurred during the three month period ended December 31, 2008 that have materially or are reasonably likely to materially affect, our internal controls over financial reporting.

Item 9B. Other Information

None

PART III

Item 10. Directors, Executive Officers and Corporate Governance

All of the directors of our company hold office until the next annual meeting of the stockholders or until their successors have been elected and qualified. Our officers are appointed by our board of directors and hold office until their death, resignation or removal from office. Our directors and executive officers, their ages, positions held, and duration as such, are as follows:

Name	Position Held with the Company	Age	Date First Elected or Appointed
Albert E. Hickman	President, Chief Executive Officer, Chairman and Director	67	September 22, 2006
Gary Bishop	Chief Financial Officer and Director	48	September 22, 2006
Nils Rodeblad	Director	63	September 22, 2006
Michael J. Mugford	Director	41	September 22, 2006
Edward P. Noonan	Director	68	September 22, 2006

Business Experience

The following is a brief account of the education and business experience of each director and executive officer during at least the past five years, indicating each person's principal occupation during the period, and the name and principal business of the organization by which he was employed.

Albert E. Hickman, President, Chief Executive Officer, Chairman and Director

Mr. Hickman was appointed President, Chief Executive Officer, Chairman and Director on September 22, 2006.

Mr. Hickman just retired from the Board of Directors of Canadian Imperial Bank of Commerce, where he served as Director for 16 years. Mr. Hickman has also served as Director of Fishery Products International (as Lead Director), Newtel Enterprises, and Aliant Inc. Also, he has served on many national committees and advisory boards associated with the automotive industry.

Gary Bishop, Chief Financial Officer and Director

Mr. Bishop was appointed Chief Financial Officer and Director on September 22, 2006.

Mr. Bishop is presently Vice-President, Finance and Chief Financial Officer with the Hickman Group of Companies. Mr. Bishop is a Chartered Accountant and graduated from Memorial University of Newfoundland with a Bachelor of Commerce degree and a Masters of Business Administration degree. Mr. Bishop has served on the Board of Directors for a number of private corporations as well as Chairman of the Board of The Credit Bureau of St. John's Limited.

Nils Rodeblad, Director

Mr. Rodeblad was appointed a Director on September 22, 2006.

Mr. Rodeblad has acted as the owner and operator of N.B.R. Consulting LTD in St. John's, Newfoundland and Labrador for the past 25 years. He has significant consulting experiences worldwide, including over 15 years of full-time consulting work for Hickman Group of Companies, as well as consulting work for various transportation companies in Sweden.

Michael J. Mugford, Director

Mr. Mugford was appointed a Director on September 22, 2006.

Mr. Michael Mugford has several years of sales experience with Xerox Corporation, and has held several executive positions with publicly traded companies in the past. In 2003, Mr. Mugford founded MJM Enterprises Inc., a multimillion dollar international business practice, where he currently serves as a Director.

Edward P. Noonan, Director

Mr. Noonan was appointed a Director on September 22, 2006.

Mr. Noonan is currently a partner of Noonan, Oakley Barristers and Solicitors, located in St. John's, Newfoundland and Labrador. Mr. Noonan was admitted to the Law Society of Newfoundland in 1970, and was appointed Queen's Counsel in 1993. Mr. Noonan currently sits as Director of the St. John's Port Authority.

Family Relationships

There are no family relationships among our directors or officers.

Involvement in Certain Legal Proceedings

Our directors, executive officers and control persons have not been involved in any of the following events during the past five years:

1. any bankruptcy petition filed by or against any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within two years prior to that time;
2. any conviction in a criminal proceeding or being subject to a pending criminal proceeding (excluding traffic violations and other minor offences);
3. being subject to any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities or banking activities; or
4. being found by a court of competent jurisdiction (in a civil action), the Commission or the Commodity Futures Trading Commission to have violated a federal or state securities or commodities law, and the judgment has not been reversed, suspended, or vacated.

Section 16(a) Beneficial Ownership Compliance

Section 16(a) of the Securities Exchange Act of 1934 requires our executive officers and directors and persons who own more than 10% of our common stock to file with the Securities and Exchange Commission initial statements of beneficial ownership, reports of changes in ownership and annual reports concerning their ownership of our common stock and other equity securities, on Forms 3, 4 and 5 respectively. Executive officers, directors and greater than 10% shareholders are required by the SEC regulations to furnish us with copies of all Section 16(a) reports that they file.

Based solely on our review of the copies of such forms received by us, or written representations from certain reporting persons, we believe that during fiscal year ended December 31, 2008, all filing requirements applicable to our officers, directors and greater than 10% percent beneficial owners were complied with, with the exception of the following:

Name	Number of Late Reports	Number of Transactions Not Reported on a Timely Basis	Failure to File Requested Forms
Michael J. Mugford	1 ⁽¹⁾	2	N/A

- (1) The named officer, director or greater than 10% stockholder, as applicable, filed a late Form 4 Statement in Changes of Beneficial Ownership.

Audit Committee and Audit Committee Financial Expert

Our board of directors has determined that it does not have a member of its audit committee that qualifies as an "audit committee financial expert" as defined in Item 407(d)(5)(ii) of Regulation S-K, and is "independent" as the term is used in Item 7(d)(3)(iv) of Schedule 14A under the Securities Exchange Act of 1934, as amended.

We believe that the members of our board of directors are collectively capable of analyzing and evaluating our financial statements and understanding internal controls and procedures for financial reporting. We believe that retaining an independent director who would qualify as an "audit committee financial expert" would be overly costly and burdensome and is not warranted in our circumstances given the early stages of our development and the fact that we have not generated any material revenues to date. In addition, we currently do not have nominating, compensation or audit committees or committees performing similar functions nor do we have a written nominating, compensation or audit committee charter. Our board of directors does not believe that it is necessary to have such committees because it believes the functions of such committees can be adequately performed by our board of directors.

Code of Ethics

Our board of directors adopted a Code of Business Conduct and Ethics that applies to, among other persons, our President and Secretary (being our principal executive officer, principal financial officer and principal accounting officer), as well as persons performing similar functions. As adopted, our Code of Business Conduct and Ethics sets forth written standards that are designed to deter wrongdoing and to promote:

1. honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
2. full, fair, accurate, timely, and understandable disclosure in reports and documents that we file with, or submit to, the Securities and Exchange Commission and in other public communications made by us;
3. compliance with applicable governmental laws, rules and regulations;
4. the prompt internal reporting of violations of the Code of Business Conduct and Ethics to an appropriate person or persons identified in the Code of Business Conduct and Ethics; and
5. accountability for adherence to the Code of Business Conduct and Ethics.

Our Code of Business Conduct and Ethics requires, among other things, that all of our Senior Officers commit to timely, accurate and consistent disclosure of information; that they maintain confidential information; and that they act with honesty and integrity.

In addition, our Code of Business Conduct and Ethics emphasizes that all employees, and particularly Senior Officers, have a responsibility for maintaining financial integrity within our company, consistent with generally accepted accounting principles, and federal and state securities laws. Any Senior Officer who becomes aware of any incidents involving financial or accounting manipulation or other irregularities, whether by witnessing the incident or being told of it, must report it to our company. Any failure to report such inappropriate or irregular conduct of others is to be treated as a severe disciplinary matter. It is against our policy to retaliate against any individual who reports in good faith the violation or potential violation of our Code of Business Conduct and Ethics by another.

Our Code of Business Conduct and Ethics as filed with the Securities and Exchange Commission is incorporated by reference as Exhibit 14.1 to this annual report. We will provide a copy of the Code of Business Conduct and Ethics to any person without charge, upon request. Requests can be sent to: Environmental Control Corp., 605- 1525 Robson St. Vancouver, BC V6G 1C3.

Item 11. Executive Compensation

The particulars of the compensation paid to the following persons:

- our principal executive officer;
- each of our two most highly compensated executive officers who were serving as executive officers at the end of the years ended December 31, 2008 and 2007; and
- up to two additional individuals for whom disclosure would have been provided under (b) but for the fact that the individual was not serving as our executive officer at the end of the years ended December 31, 2008 and 2007,

who we will collectively refer to as the named executive officers of our company, are set out in the following summary compensation table, except that no disclosure is provided for any named executive

officer, other than our principal executive officers, whose total compensation did not exceed \$100,000 for the respective fiscal year:

SUMMARY COMPENSATION TABLE									
Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$)	Option Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)	Total (\$)
Albert E. Hickman <i>President, Chief Executive Officer, Chairman and Director⁽¹⁾</i>	2008	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2007	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Gary Bishop <i>Chief Financial Officer and Director⁽²⁾</i>	2008	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2007	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

(1) Albert E. Hickman was appointed president, chief executive officer, chairman and director on September 22, 2006.

(2) Gary Bishop was appointed chief financial officer and director on September 22, 2006.

Stock Options/SAR Grants

During the period from inception (February 17, 2004) to December 31, 2008, we did not grant any stock options to our executive officers.

Aggregated Option Exercises in Last Fiscal Year and Fiscal Year-End Values

There were no options exercised during our fiscal year ended December 31, 2008 or December 31, 2007 by any officer or director of our company.

Outstanding Equity Awards at Fiscal Year End

No equity awards were outstanding as of the year ended December 31 2008.

Compensation of Directors

We reimburse our directors for expenses incurred in connection with attending board meetings. We have not paid any director's fees or other cash compensation for services rendered as a director since our inception to December 31, 2008.

We have no formal plan for compensating our directors for their service in their capacity as directors, although such directors are expected in the future to receive stock options to purchase common shares as awarded by our board of directors or (as to future stock options) a compensation committee which may be established. Directors are entitled to reimbursement for reasonable travel and other out-of-pocket expenses incurred in connection with attendance at meetings of our board of directors. Our board of directors may award special remuneration to any director undertaking any special services on our behalf other than services ordinarily required of a director. No director received and/or accrued any compensation for their services as a director, including committee participation and/or special assignments.

Employment Contracts and Termination of Employment and Change in Control Arrangements

We have not entered into any employment agreement or consulting agreement with our directors and executive officers.

There are no arrangements or plans in which we provide pension, retirement or similar benefits for directors or executive officers. Our directors and executive officers may receive stock options at the discretion of our board of directors in the future. We do not have any material bonus or profit sharing plans pursuant to which cash or non-cash compensation is or may be paid to our directors or executive officers, except that stock options may be granted at the discretion of our board of directors.

We have no plans or arrangements with respect to remuneration received or that may be received by our executive officers to compensate such officers in the event of termination of employment (as a result of resignation, retirement, change of control) or a change of responsibilities following a change of control, where the value of such compensation exceeds \$60,000 per executive officer.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The following table sets forth, as of March 27, 2009, certain information with respect to the beneficial ownership of our common stock by each stockholder known by us to be the beneficial owner of more than 5% of our common stock and by each of our current directors and executive officers. Each person has sole voting and investment power with respect to the shares of common stock, except as otherwise indicated. Beneficial ownership consists of a direct interest in the shares of common stock, except as otherwise indicated.

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Owner⁽¹⁾	Percentage of Class⁽²⁾
Albert E. Hickman 85 Rennie s Mill Road, St. John s, Newfoundland, Canada, A1C 3P9	15,000	*
Gary Bishop 5 Lamanch Place, St. John s, Newfoundland, Canada, A1E 4P6	Nil	N/A
Nils Rodeblad 13 Cedarhurst Place, St. John s Newfoundland, Canada, AIG 1T8	Nil	N/A
Michael J. Mugford 15365 Brookside Avenue, West Vancouver, British Columbia, Canada, V7W 1N2	1,861,452 ⁽³⁾	4.10%
Edward P. Noonan 381 Pine Line, Torbay, Newfoundland, Canada, A1K 1A2	Nil	N/A
Environmental Control Corp. 85 Kenmount Road	22,500,000	49.59%

St. John's, Newfoundland A1B 3N7

Hickman Motors Limited	2,401,464	5.29%
PO Box 8340, Stn A		
St. John's Newfoundland A1B 3N7		

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Owner ⁽¹⁾	Percentage of Class ⁽²⁾
All Officers and Directors As a Group (6 persons)	1,876,452	4.13%

* represents an amount less than one percent

(1) Beneficial ownership is determined in accordance with the rules of the Securities and Exchange Commission and generally includes voting or investment power with respect to securities. Shares of common stock subject to options or warrants currently exercisable or convertible, or exercisable or convertible within 60 days of March 27, 2008 are deemed outstanding for computing the percentage of the person holding such option or warrant but are not deemed outstanding for computing the percentage of any other person.

(2) Percentage based on 45,369,068 shares of common stock outstanding on March 27, 2008.

(3) Securities are held in the name of MJM Enterprises Ltd.

Changes in Control

We are unaware of any contract or other arrangement or provisions of our Articles or Bylaws the operation of which may at a subsequent date result in a change of control of our company. There are not any provisions in our Articles or Bylaws, the operation of which would delay, defer, or prevent a change in control of our company.

Item 13. Certain Relationships and Related Transactions, and Director Independence

Except as disclosed herein, there have been no transactions or proposed transactions in which the amount involved exceeds the lesser of \$120,000 or one percent of the average of our total assets at year-end for the last three completed fiscal years in which any of our directors, executive officers or beneficial holders of more than 5% of the outstanding shares of our common stock, or any of their respective relatives, spouses, associates or affiliates, has had or will have any direct or material indirect interest.

The promoters of our company are our directors and officers.

Director Independence

We currently act with five directors, consisting of Albert E. Hickman, Gary Bishop, Nils Rodeblad, Michael J. Mugford and Edward P. Noonan. We have determined that one of our directors is an independent director as defined in NASDAQ Marketplace Rule 4200(a)(15).

We do not have a standing audit, compensation or nominating committee, but our entire board of directors acts in such capacities. We believe that our members of our board of directors are capable of analyzing and evaluating our financial statements and understanding internal controls and procedures for financial reporting. The board of directors of our company does not believe that it is necessary to have an audit committee because we believe that the functions of an audit committee can be adequately performed by the board of directors. In addition, we believe that retaining an independent director who would qualify as an audit committee financial expert would be overly costly and burdensome and is not warranted in our circumstances given the early stages of our development.

Item 14. Principal Accountants Fees and Services

The aggregate fees billed for the most recently completed fiscal year ended December 31, 2008 and for fiscal year ended December 31, 2007 for professional services rendered by the principal accountant for the audit of our annual financial statements and review of the financial statements included in our quarterly

reports on Form 10-Q and services that are normally provided by the accountant in connection with statutory and regulatory filings or engagements for these fiscal periods were as follows:

	Year Ended	
	December 31, 2008 \$	December 31, 2007 \$
Audit Fees	26,000	27,585
Audit Related Fees	Nil	Nil
Tax Fees	Nil	2,385
All Other Fees	9,000	Nil
Total	35,000	29,970

Our board of directors pre-approves all services provided by our independent auditors. All of the above services and fees were reviewed and approved by the board of directors either before or after the respective services were rendered.

Our board of directors has considered the nature and amount of fees billed by our independent auditors and believes that the provision of services for activities unrelated to the audit is compatible with maintaining our independent auditors' independence.

PART IV

Item 15. Exhibits, Financial Statement Schedules *Exhibits required by Item 601 of Regulation S-B*

Exhibit Description Number

(3)	Articles of Incorporation and Bylaws
3.1	Articles of Incorporation (incorporated by reference from our Registration Statement on Form SB-2 filed on May 4, 2005).
3.2	By-laws (incorporated by reference from our Registration Statement on Form SB-2 filed on May 4, 2005).
(10)	Material Contracts
10.1	Asset Purchase Agreement (incorporated by reference from our Current Report on Form 8-K filed on March 21, 2006).
10.2	10% Convertible Debenture dated February 26, 2007 issued by our company to MJM Enterprises Ltd. (incorporated by reference from our Current Report on Form 8-K filed on March 6, 2007).
10.3	10% Convertible Debenture dated February 26, 2007 issued by our company to Hickman Motors Limited (incorporated by reference from our Current Report on Form 8-K filed on March 6, 2007).
(14)	Code of Ethics

14.1 Code of Ethics (incorporated by reference from our Annual Report on Form 10-KSB filed on April 15, 2008).

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**Exhibit Description
Number**

(31) Section 302 Certifications

31.1* Section 302 Certification of Principal Executive Officer.

31.2* Section 302 Certification of Principal Financial Officer and Principal Accounting Officer.

(32) Section 906 Certification

32.1* Section 906 Certification of Principal Executive Officer.

32.2* Section 906 Certification of Principal Financial Officer and Principal Accounting Officer.

**Filed herewith.*

SIGNATURES

In accordance with Section 13 or 15(d) of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

ENVIRONMENTAL CONTROL CORP.

/s/ Albert E. Hickman
 Albert E. Hickman
 President, Chief Executive Officer,
 Chairman and Director
 (Principal Executive Officer)

Date: March 31, 2009

/s/ Gary Bishop
 Gary Bishop
 Chief Financial Officer and Director
 (Principal Financial Officer and Principal
 Accounting Officer)

Date: March 31, 2009

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<i>/s/ Albert E. Hickman</i> Albert E. Hickman	President, Chief Executive Officer, Chairman and Director	March 31, 2009
<i>/s/ Gary Bishop</i> Gary Bishop	Chief Financial Officer and Director	March 31, 2009
<i>/s/ Nils Rodeblad</i> Nils Rodeblad	Director	March 31, 2009
<i>/s/ Michael J. Mugford</i> Michael J. Mugford	Director	March 31, 2009
<i>/s/ Edward P. Noonan</i> Edward P. Noonan	Director	March 31, 2009

