BASIC CAPITAL MANAGEMENT INC
Form SC 13D/A
November 19, 2008

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 9)
AMERICAN REALTY INVESTORS, INC.
(Name of Issuer)
Common Stock, $0.01 par value
(Title of Class of Securities)
029174-10-9
(CUSIP Number)
Louis J. Corna
1800 Valley View Lane, Suite 300
Dallas, Texas 75234
(469) 522-4281
(469) 522-4360 (Facsimile)
(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)
November 15, 2008
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rules 13d-1(b)(3) or (4), check the following box o.

NOTE: Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting persons s initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 029174-10-9

1	NAMES OF REPORTING PERSONS Basic Capital Management, Inc.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) o (b) o	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) WC	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) o	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Nevada	

NUMBER OF	**7**	SOLE VOTING POWER -0-
SHARES BENEFICIALLY OWNED BY	**8**	SHARED VOTING POWER -0-
EACH REPORTING	**9**	SOLE DISPOSITIVE POWER -0-

PERSON			
WITH	**10**	SHARED DISPOSITIVE POWER	-0-
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON -0-		
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) o		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) -0-		
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) CO		

CUSIP No. 029174-10-9

1	NAMES OF REPORTING PERSONS The Gene E. Phillips Children s Trust
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) o (b) o
3	SEC USE ONLY
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) OO
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) o
6	CITIZENSHIP OR PLACE OF ORGANIZATION Texas

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING	**7**	SOLE VOTING POWER 27,602
	8	SHARED VOTING POWER -0-
	9	SOLE DISPOSITIVE POWER 27,602

PERSON WITH	10	SHARED DISPOSITIVE POWER	-0-
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 27,602		
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) o		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.25%		
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO		

CUSIP No. 029174-10-9

1	NAMES OF REPORTING PERSONS Transcontinental Realty Investors, Inc.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) o (b) o	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) OO	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) o	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Nevada	

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING	**7**	SOLE VOTING POWER 276,972
	8	SHARED VOTING POWER -0-
	9	SOLE DISPOSITIVE POWER 276,972

PERSON			
WITH	**10**	SHARED DISPOSITIVE POWER	-0-

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 276,972
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) o
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 2.47%
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) CO

CUSIP No. 029174-10-9

1	NAMES OF REPORTING PERSONS Prime Income Asset Management, Inc.
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) o (b) o
3	SEC USE ONLY
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) WC
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) o
6	CITIZENSHIP OR PLACE OF ORGANIZATION Nevada

NUMBER OF	**7**	SOLE VOTING POWER	1,437,208
SHARES BENEFICIALLY OWNED BY	**8**	SHARED VOTING POWER	-0-
EACH REPORTING	**9**	SOLE DISPOSITIVE POWER	1,437,208

PERSON		
WITH	**10**	SHARED DISPOSITIVE POWER -0-

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,671,708
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) o
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 14.88%
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) CO

CUSIP No. 029174-10-9

1	NAMES OF REPORTING PERSONS One Realco Stock Holdings, Inc.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) o (b) o	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) WC	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) o	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Nevada	

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING	**7**	SOLE VOTING POWER 234,450
	8	SHARED VOTING POWER -0-
	9	SOLE DISPOSITIVE POWER 234,450

PERSON

WITH

10 SHARED DISPOSITIVE POWER -0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
234,450

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 2.09%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

CUSIP No. 029174-10-9

1	NAMES OF REPORTING PERSONS Realty Advisors, LLC		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) o (b) o		
3	SEC USE ONLY		
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) WC and OO		
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) o		
6	CITIZENSHIP OR PLACE OF ORGANIZATION Nevada		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING	**7**	SOLE VOTING POWER	6,703,045
	8	SHARED VOTING POWER	-0-
	9	SOLE DISPOSITIVE POWER	6,703,045

PERSON			
WITH	10	SHARED DISPOSITIVE POWER	-0-
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 8,374,703		
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) o		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 74.55%		
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO		

CUSIP No. 029174-10-9

1	NAMES OF REPORTING PERSONS Realty Advisors, Inc.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) o (b) o	
3	SEC USE ONLY	
4	SOURCE OF FUNDS (SEE INSTRUCTIONS) WC	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) o	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Nevada	

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING	**7**	SOLE VOTING POWER -0-
	8	SHARED VOTING POWER -0-
	9	SOLE DISPOSITIVE POWER -0-

PERSON WITH	10	SHARED DISPOSITIVE POWER	-0-
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 8,374,703		
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) o		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 74.55%		
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) CO		

Item 1. Security and Issuer

This Amendment No. 9 to Statement on Schedule 13D (this Amendment No. 9) relates to shares of Common Stock, par value $0.01 per share (the Shares) of American Realty Investors, Inc., a Nevada corporation (the Issuer or ARL), and further amends the original Statement on Schedule 13D as amended by Amendment Nos. 1 through 8 thereto (the Amended Statement) previously filed with the Securities and Exchange Commission (the Commission) by the Reporting Persons described below. The principal executive offices of the Issuer are located at 1800 Valley View Lane, Suite 300, Dallas, Texas 75234. The Shares are listed and traded on the New York Stock Exchange, Inc. The CUSIP number of the Shares is 029174-10-9.

This Amendment No. 9 to Schedule 13D is being filed to reflect the transfer by one of the Reporting Persons of 6,703,045 Shares by a dividend to another Reporting Person of such Shares. See Item 5 below.

Item 2. Identity and Background

Item 2 of the Amended Statement is hereby further amended as follows:

This Amendment No. 9 is filed on behalf of Basic Capital Management, Inc., a Nevada corporation (BCM), the Gene E. Phillips Children s Trust, a trust formed under the laws of the state of Texas (the GEP Trust), Transcontinental Realty Investors, Inc., a Nevada corporation (TCI), Realty Advisors, Inc., a Nevada corporation (RAI), Realty Advisors, LLC, a Nevada limited liability company (RALLC), the sole member of which is RAI, Prime Income Asset Management, Inc., a Nevada corporation (Prime) and One Realco Stock Holdings, Inc., a Nevada corporation (ORS Holdings), which is a wholly-owned subsidiary of Prime. Each of the Reporting Persons (except ORS Holdings) has its principal executive offices located at 1800 Valley View Lane, Suite 300, Dallas, Texas 75234. ORS Holdings principal office is located at 555 Republic Drive, Suite 490, Plano, Texas 75074. All of BCM, GEP Trust, TCI, RAI, Prime and ORS Holdings are collectively referred to as the Reporting Persons. The Reporting Persons may be deemed to constitute a person within the meaning of Section 13(d) of the Securities Exchange Act of 1934, as amended, because BCM is owned by RALLC, the sole member of which is RAI which is beneficially owned by a trust established for the benefit of Gene E. Phillips children. RALLC also owns 80% of the voting equity securities of Prime. Prime owns all of the voting securities of ORS Holdings. The executive officers of TCI are also executive officers of BCM, RAI, RALLC and Prime. Mr. Phillips son, Ryan T. Phillips, serves as a director of BCM, Prime and RAI and is a beneficiary of the GEP Trust. The executive officers of ARL are also executive officers of BCM, Prime and TCI. Prime Income Asset Management, LLC, a Nevada limited liability company (PIAMLLC), the sole member of which is Prime, also serves as the contractual advisor to ARL and TCI.

Item 3. Source and Amount of Funds or Other Consideration

On November 15, 2008, pursuant to a dividend distribution, RALLC received from BCM 6,703,045 Shares at a value of $9.25 per Share, the closing price on the NYSE on November 14, 2008, a total of $62,003,166.25. RALLC did not pay any funds for such stock, but instead received the Shares in payment of a dividend from BCM.

Item 5. Interest in Securities of Issuer

The Amended Statement is hereby further amended as follows:

(a) According to the latest information available from the Issuer, as of October 15, 2008, the total number of issued and outstanding Shares was 11,233,672 Shares. As of November 15, 2008, the Reporting Persons own and hold directly and beneficially the following Shares:

Name	No. of Shares Owned Directly	Approximate Percent of Class
BCM	-0-	0.00%
GEP Trust	27,602	0.25%
TCI	276,972	2.47%
RALLC	6,703,045	59.67%
RAI	-0-	0.00%
Prime	1,437,208	12.79%
ORS Holdings	234,450	2.09%
	8,679,277	77.26%

Pursuant to Rule 13d-3 under the Exchange Act, each of the directors of BCM may be deemed to beneficially own the number of Shares owned by BCM described above; each of the directors of ORS Holdings may be deemed to beneficially own the number of Shares owned by ORS Holdings described above; each of the directors of Prime may be deemed to beneficially own the number of Shares owned by Prime by ORS Holdings described above; each of the managers of RALLC may be deemed to beneficially own the number of Shares beneficially owned by RALLC; each of the directors of RAI may be deemed to beneficially own the number of Shares owned by BCM, Prime and ORS Holdings described above; each of the directors of TCI may be deemed to beneficially own the number of Shares owned by TCI described above; Ryan T. Phillips as a beneficiary of the GEP Trust may be deemed to beneficially own the Shares held directly by the GEP Trust. Those individuals and the number of Shares deemed beneficially owned pursuant to Rule 13d-3, and the approximate percent of the class, as well as the relationship, are set forth in the following table:

Name of Director	Entity	No. of Shares Beneficially Owned	Percent of Class
Ryan T. Phillips	BCM, ORS Holdings, Prime, RAI and GEP Trust	8,679,277	77.26%
Donald W. Phillips	GEP Trust	27,602	0.25%
Mickey Ned Phillips	BCM, ORS Holdings, Prime and RAI	8,651,675	77.02%
Ted P. Stokely	TCI	267,972	2.47%
Henry A. Butler	TCI	267,972	2.47%
Sharon Hunt	TCI	267,972	2.47%
Robert A. Jakuszewski	TCI	267,972	2.47%
Ted R. Munselle	TCI	267,972	2.47%
Gene S. Bertcher	RALLC	6,703,045	59.67%
Daniel J. Moos	RALLC	6,703,045	59.67%
Total Shares beneficially owned by Reporting Persons and individuals listed above:		8,679,277	77.26%

(b) Each of the managers of RALLC share voting and dispositive power over the 6,703,045 Shares held by RALLC. Each of the directors of Prime share voting and dispositive power over the

1,870,125 Shares held by Prime. Each of the directors of ORS Holdings share voting and dispositive power over the 234,450 Shares held by ORS Holdings. Each of the directors of TCI share voting and dispositive power over the 276,972 Shares held by TCI. The Trustee of the GEP Trust has complete voting and dispositive power over the 27,602 Shares held by the GEP Trust.

(c) During the sixty calendar days ended November 15, 2008, the Reporting Persons and their respective executive officers and directors did not engage in any transaction involving the Shares or any other equity interests derivative thereof, except for BCM s dividend distribution of 6,703,045 Shares as a single block to RALLC as payment of a dividend in the aggregate of $62,003,166.25 which was based on the closing price of the Shares of $9.25 on November 14, 2008 and by the delivery to RALLC by BCM of the 6,703,045 Shares. After giving effect to the transfer of 6,703,045 Shares from BCM to RALLC, BCM holds no Shares.

(d) No person other than the Reporting Persons or their respective Board of Directors, Managers or Trustees is known to have the right to receive or the power to direct receipt of dividends from, or proceeds of sale of, the Shares of ARL Common Stock held by RALLC, TCI, Prime and the GEP Trust.

(e) BCM ceased to be the owner of any Shares after its sale of 6,703,045 Shares to RALLC and BCM therefore ceases to be a Reporting Person after giving effect to such sale.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Item 6 of the Amended Statement is hereby further amended to read as follows:

BCM previously pledged 1,872,486 Shares, TCI pledged 50,000 Shares, ORS Holdings has pledged 39,450 Shares (a total of 3,399,144 Shares including 1,437,208 Shares previously dividended to RAI and contributed to the capital of Prime) to Consolidated National Corporation pursuant to loan agreements with such lender.

BCM has also previously made accommodation pledges, for loans to others, to Bob Shaw, an individual (1,250,000 Shares), Caddo Estates (150,000 Shares) and Barbara and Anita Laken (100,000 Shares).

Of the 6,703,045 Shares transferred by BCM to RALLC, a total of 3,372,486 Shares were, and remain, subject to the prior pledges described in the two preceding paragraphs.

Of the balance of the Shares now owned by RALLC, 2,764,504 are held in bank and brokerage accounts along with other securities owned by RALLC. As such, those 2,764,504 Shares may be deemed to be collateral for any borrowings made from time to time pursuant to the customary margin or other account arrangements with such banks and/or brokers. Such arrangements are standard involving margin securities of up to a specified percentage of market value of the Shares, as well as other securities in such account, bear interest at varying rates and contain only standard default and similar provisions, the operation of which should not give any other person immediate voting power or investment power over the Shares.

Each of the loans pursuant to which Shares have been previously pledged by BCM bear interest at varying rates and contain only standard default and similar provisions, the operation of which should not give any other person immediate voting power or investment power over the Shares.

All 276,972 Shares owned by TCI may be deemed to be collateral for borrowings pursuant to margin or other account arrangements with Sinex Securities LLC relating to a brokerage account of TCI, which is a stock margin account maintained by TCI with such broker pursuant to customary brokerage account arrangements. Such standard arrangements involve margin securities of up to a specified percentage of the market value of the Shares, as well as other securities in such account, bear interest at varying rates and contain only standard default and similar provisions, the operation of which should not give any other person immediate voting power or investment power over the Shares.

Except as set forth in the preceding paragraphs, the Reporting Persons do not have any contracts, arrangements, understandings or relationships (legal or otherwise) with any person with respect to any securities of the Issuer, including but not limited to, transfer or voting of any of the securities, finders fees, joint ventures, loan or option arrangements, puts or calls, guaranties of profits, divisions of profits, divisions of profits or loss, or the giving or withholding of proxies.

SIGNATURES

After reasonable inquiry and to the best of its knowledge and belief, the undersigned certify that the information set forth in this Amendment No. 9 to Statement on Schedule 13D is true, complete and correct.

Dated: November 18, 2008

REALTY ADVISORS, INC.		BASIC CAPITAL MANAGEMENT, INC.
By:	/s/ Louis J. Corna	By: /s/ Louis J. Corna
	Louis J. Corna, Vice President and Secretary	Louis J. Corna, Executive Vice President and Secretary
GENE E. PHILLIPS CHILDREN S TRUST		TRANSCONTINENTAL REALTY INVESTORS, INC.
By:	/s/ Donald W. Phillips	By: /s/ Louis J. Corna
	Donald W. Phillips, Trustee	Louis J. Corna, Executive Vice President and Secretary
ONE REALCO STOCK HOLDINGS, INC.		PRIME INCOME ASSET MANAGEMENT, INC.
By:	/s/ Louis J. Corna	By: /s/ Louis J. Corna
	Louis J. Corna, Executive Vice President and Secretary	

Louis J. Corna, Executive Vice President and Secretary

REALTY ADVISORS, LLC

				2002				
Basic (loss) earnings per common share:								
Net (loss) income	$	(1,740)	$	842	$	(3,743)	$	1,314
Weighted average common shares outstanding		15,975		15,742		15,896		15,734
Basic (loss) earnings per common share	$	(0.11)	$	0.05	$	(0.24)	$	0.08

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EDIETS.COM, INC

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2003	**2002**	**2003**	**2002**
Diluted (loss) earnings per common share:				
Net (loss) income	$ (1,740)	$ 842	$ (3,743)	$ 1,314
Weighted average common shares outstanding	15,975	15,742	15,896	15,734
Effect of dilutive potential common shares:				
Stock options and warrants		1,449		1,757
Adjusted weighted average shares and assumed conversions	15,975	17,191	15,896	17,491
Diluted (loss) earnings per common share	$ (0.11)	$ 0.05	$ (0.24)	$ 0.08

4. INTANGIBLE ASSETS

In July 2001, the Financial Accounting Standards Board issued SFAS No. 142, *Goodwill and Other Intangible Assets*. The Company adopted SFAS No. 142 as of January 1, 2002. SFAS No. 142 requires goodwill and other intangible assets to be subject to an assessment of impairment on an annual basis, or more frequently if circumstances indicate that a possible impairment has occurred. The assessment of impairment involves a two-step process prescribed in SFAS No. 142, whereby an initial assessment for potential impairment is performed, followed by a measurement of the amount of impairment, if any. During the second quarter of 2003, the Company reviewed intangible assets acquired in the acquisition of DietSmart, Inc. (DietSmart) in October 2001 and determined that certain identifiable intangibles, specifically the developed technology and DietSmart trade name, had been impaired. The Company determined that the aggregate amount of the future discounted cash flows that would be generated by the DietSmart website was less than the carrying amount of the related intangible assets as of June 30, 2003 by approximately $183,000. As a result, the Company recorded an impairment charge to its Consolidated Statement of Operations for the three month period ended June 30, 2003.

Detail of the Company s identifiable intangible assets as recorded on the balance sheet at June 30, 2003 and December 31, 2002, net of accumulated amortization is as follows:

	June 30, 2003	December 31, 2002
eMail address list	$ 126	$ 336
Developed technology	63	203
Trademarks and trade names	71	235

	$ 260	$ 774

5. EQUITY INVESTMENT

The Company has a 60% interest in a foreign joint venture, eDiets Europe Limited, that is accounted for under the equity method of accounting. The investment recorded to date is zero as it has been limited to the license of the Company s international technology rights. Accordingly, since the Company has not invested any funds, nor is it committed to do so, the Company has not recorded its share of the joint venture s losses since inception. In the event that the Company makes a cash investment or commitment to the joint venture, the Company will record its share of the losses to date, up to the amount funded or committed.

6. STOCK-BASED COMPENSATION

The Company applies the intrinsic value method provisions of Accounting Principles Board Opinion No. 25, *Accounting for Stock Issued to Employees*, and related interpretations in accounting for grants of options to Company directors, officers and employees under the Company s stock option plan. No employee stock-based compensation cost was reflected in the statement of operations for the three or six months ended June 30, 2003, as all options granted under the plan had an exercise price equal to the market value of the underlying common stock on the date of grant. The following

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EDIETS.COM, INC

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)

table illustrates the effect on net (loss) income and (loss) earnings per share as if the Company had applied the fair value recognition provisions of Statement of Financial Accounting Standard (SFAS) No. 123, *Accounting for Stock-Based Compensation,* as amended by SFAS No. 148, *Accounting for Stock-Based Compensation Transition and Disclosure*, in accounting for employee option grants under the plan.

	Three Months ended June 30,		Six Months ended June 30,	
	2003	**2002**	**2003**	**2002**
Net (loss) income-as reported	$ (1,740)	$ 842	$ (3,743)	$ 1,314
Pro forma compensation expense	(97)	(154)	(192)	(305)
Pro forma net (loss) income	$ (1,837)	$ 688	$ (3,935)	$ 1,009
Basic (loss) earnings per share				
As reported	$ (0.11)	$ 0.05	$ (0.24)	$ 0.08
Pro forma	$ (0.11)	$ 0.04	$ (0.25)	$ 0.06
Diluted (loss) earnings per share				
As reported	$ (0.11)	$ 0.05	$ (0.24)	$ 0.08
Pro forma	$ (0.11)	$ 0.04	$ (0.25)	$ 0.06

7. INCOME TAXES

The Company recorded approximately $62,000 and $122,000 of income tax benefit for the three and six months ended June 30, 2003, respectively, related to the amortization of intangible assets resulting from the DietSmart acquisition in October 2001. In the prior year the Company recorded approximately $74,000 and $127,000 of income tax benefit for the three and six months ended June 30, 2003, respectively, related to the amortization of the same intangible assets.

8. RECENT ACCOUNTING PRONOUNCEMENTS

In January 2003, The FASB issued Interpretation No. 46, *Consolidation of Variable Interest Entities*. This pronouncement is an interpretation of Accounting Research Bulletin No. 51 which establishes new consolidation guidelines for entities that qualify as variable interest entities and is effective for the Company in the third quarter of 2003. The Company is currently assessing whether this new guidance will require the consolidation of eDiets Europe, Limited which is currently recorded under the equity method of accounting as described in Note 5.

In April 2003, the FASB issued SFAS 149, *Amendment of Statement 133 on Derivative Instruments and Hedging Activities*. The amendments to SFAS 133 *Accounting for Derivative Instruments and Hedging Activities*, improve financial reporting by requiring that contracts with comparable characteristics be accounted for similarly. This Statement is effective for contracts entered into or modified after June 30, 2003. The Company does not believe the adoption of SFAS 149 will have any material impact on its financial statements.

In May 2003, the FASB issued SFAS 150, *Accounting for Certain Financial Instruments with Characteristics of both Liabilities and Equity.* This Statement establishes standards for how an issuer classifies and measures certain financial instruments with characteristics of both liabilities and equity. The Company does not believe the adoption of SFAS 150 will have any material impact on its financial statements.

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

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

The information contained in this Quarterly Report on Form 10-QSB, other than historical information may include forward-looking statements as defined in the Private Securities Litigation Reform Act of 1995. Words such as may , will , expect , intend , anticipate , believe , esti continue , plan and similar expressions in this report identify forward-looking statements. The forward-looking statements are based on current views with respect to future events and financial performance. Actual results may differ materially from those projected in the forward-looking statements. The forward-looking statements are subject to risks, uncertainties and assumptions, including, among other things those:

associated with our ability to meet our financial obligations;

associated with the relative success of marketing and advertising;

associated with the continued attractiveness of our diet and fitness programs;

competition, including price competition and competition with self-help weight loss and medical programs;

adverse results in litigation and regulatory matters, more aggressive enforcement of existing legislation or regulations, a change in the interpretation of existing legislation or regulations, or promulgation of new or enhanced legislation or regulations;

general economic and business conditions; and

terroristic activities.

The factors listed in the section entitled Certain Factors Which May Affect Future Results in the section Management s Discussion and Analysis of Financial Condition and Results of Operations of our Annual Report on Form 10-KSB for the year ended December 31, 2002, as well as any other cautionary language in this report, provide examples of risks, uncertainties and events which may cause our actual results to differ materially from the expectations we described in our forward-looking statements. All forward-looking statements are current only as of the date on which such statements are made. We do not undertake any obligation to release publicly the result of any revisions to these forward-looking statements, which may be made to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.

OUR BUSINESS

eDiets is the leading online destination for diet-related programs, information and resources. Our subscription-based, comprehensive nutrition, fitness and motivational programs are tailored specifically to individual dietary requirements, capabilities and lifestyles. Our Web site www.eDiets.com is one of most visited Web sites for health, fitness and nutrition today, according to Nielsen//Netratings. We provide 24/7 access via the Web to personalized diet programs, an expert panel that includes a medical doctor, psychologists, nutritionists and fitness experts, and over 100 online support communities. We currently have approximately 210,000 paying subscribers, and over 13 million individuals are currently opted in to receive one or more of our topical weekly e-newsletters.

General information about us can be found at http://www.eDiets.com/company/company.cfm. We make available our annual reports on Form 10-KSB, quarterly reports on Form 10-QSB, current reports on Form 8-K and amendments to these reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act) as soon as reasonably practicable after we electronically file such materials with the Securities and Exchange Commission, free of charge on our web site.

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CRITICAL ACCOUNTING POLICIES

We have identified the policies outlined below as critical to our business operations and an understanding of our results of operations. The listing is not intended to be a comprehensive list of all of our accounting policies. In many cases, the accounting treatment of a particular transaction is specifically dictated by accounting principles generally accepted in the United States, with no need for management s judgment in their application. The impact and any associated risks related to these policies on our business operations is discussed throughout Management s Discussion and Analysis of Financial Condition and Results of Operations where such policies affect our reported and expected financial results. For a detailed discussion on the application of these and other accounting policies, see the Notes to the Consolidated Financial Statements. Note that our preparation of the financial statements requires us to make estimates and assumptions that affect the reported amount of assets and liabilities, disclosure of contingent assets and liabilities at the date of our financial statements, and the reported amounts of revenue and expenses during the reporting period. There can be no assurance that actual results will not differ from those estimates.

REVENUE RECOGNITION:

Revenues from subscribers represent the majority of our business and are paid in advance mainly via credit cards. In the past, our subscription plans have included a registration fee. In cases where registration fees were charged, we recognized the upfront registration fee over the expected term of service, or approximately seven months. This estimate is based on the historical average retention of subscribers. Our current pricing structure does not include a registration fee; however we continue to defer a portion of revenue that relates to registration fees that were charged in the past. Under the current pricing plan we recognize revenue on a straight line basis over the subscription term.

In mid April 2003, we changed our subscription term from a minimum commitment of nine weeks to a minimum commitment term that ranges from one to four weeks, after which time a member may choose to cancel at anytime. Since members are billed quarterly in advance for their programs, we have established a reserve for estimated refunds based on the current cancellation pattern of members who have requested refunds under the cancel anytime plan.

Non-subscription revenue, such as advertising, commission and e-commerce revenue, is recognized when impressions are delivered and/or products are shipped and collection of the receivable is reasonably assured.

GOODWILL AND INTANGIBLE ASSETS:

We recorded goodwill and intangible assets in the fourth quarter of 2001 with the acquisition of DietSmart. With the assistance of an independent valuation expert, we determined the fair market values of the intangible assets which consist of mailing lists, developed technology and trademarks and trade names.

The value of the mailing list was determined by calculating its cash flow generating capacity over the expected two year economic life of the list. The resulting cash flows were then tax effected and discounted to value using a discount rate of 29%.

The value of the developed technology, which has an estimated life of three years, was determined by calculating the cost to develop an asset with similar functionality.

The value of trademarks and trade names, which have an estimated life of three years, was based on management s intention to use the DietSmart website as a platform to potentially test new marketing and services, while at the same time using the DietSmart website to direct traffic to the eDiets website.

We adopted Statement of Financial Accounting Standards (SFAS) No. 142, *Goodwill and Other Intangible Assets*, as of January 1, 2002. We reviewed the value of goodwill recorded on our books as of January 1, 2002 and October 1, 2002 in accordance with SFAS No. 142 and have determined that no impairment exists. As of June 30, 2003, we had goodwill of $5.2 million.

In accordance with SFAS No. 142, we reviewed intangible assets acquired in the acquisition of DietSmart

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and determined that certain identifiable intangibles, specifically the developed technology and DietSmart trade name, had been impaired. We determined that the aggregate amount of the future discounted cash flows that would be generated by the DietSmart website was less than the carrying amount of the related intangible assets as of June 30, 2003 by approximately $183,000. As a result, we recorded an impairment charge to our Consolidated Statement of Operations for the three month period ended June 30, 2003.

ACCOUNTING FOR EQUITY INVESTMENT:

In November 2000, we acquired a 60% interest in eDiets Europe with Unislim Ireland primarily for the license of our international technology rights. We use the equity method of accounting for this investment, as opposed to consolidating the results, since we do not control the operation due to the substantive participating rights of the minority investor, including approval of significant operating decisions and approval of the annual operating budget. Since we have not invested any cash nor have we made any commitments to fund the entity, we have not recorded any earnings or losses of eDiets Europe to date. In the future, if we fund the entity, or commit to fund, we will then be required to record our current share of the joint venture s cumulative losses, up to the amount of funds invested or committed. It is uncertain at this time if we will ever fund or commit to fund eDiets Europe.

ACCOUNTING FOR EMPLOYEE STOCK-BASED COMPENSATION:

We account for stock-based compensation using the intrinsic value method prescribed in Accounting Principles Board (APB) Opinion No. 25, *Accounting for Stock Issued to Employees*. SFAS No.123, *Accounting for Stock-BasedCompensation*, as amended by SFAS No. 148, *Accounting for Stock-Based Compensation Transition and Disclosure* establishes accounting and disclosure requirements using a fair-value-based method of accounting for stock-based employee compensation plans. We are generally not required under APB Opinion No. 25 to recognize compensation expense in connection with our employee stock option plans. We are required by SFAS No. 123, as amended by SFAS No. 148, to present, in the Notes to our Consolidated Financial Statements, the pro forma effects on reported net income and earnings per share as if compensation expense had been recognized based on the fair value method of accounting prescribed by SFAS No. 123.

ACCOUNTING FOR INCOME TAXES:

As part of the process of preparing our consolidated financial statements, we are required to estimate our income taxes in each of the jurisdictions in which we operate. This process involves us estimating our actual current tax exposure together with assessing temporary differences resulting from differing treatment of items for tax and accounting purposes. These differences result in deferred tax assets and liabilities, which are included within our consolidated balance sheet. We must then assess the likelihood that our deferred tax assets will be recovered from future taxable income and to the extent we believe that recovery is not likely, we must establish a valuation allowance. To the extent we establish a valuation allowance or increase this allowance in a period, we must include an expense within the tax provision in the consolidated statement of operations.

Significant management judgment is required in determining our provision for income taxes, our deferred tax assets and liabilities and any valuation allowance recorded against our net deferred tax assets. We have recorded a valuation allowance of $2.6 million as of June 30, 2003, due to uncertainties related to our ability to utilize some of our deferred tax assets, primarily consisting of certain net operating losses carried forward before they expire. The valuation allowance is based on our estimates of taxable income and the period over which our deferred tax assets will be recoverable. In the event that actual results differ from these estimates, or we adjust these estimates in future periods, we may need to establish an additional valuation allowance which could materially impact our financial position and results of operations.

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RESULTS OF OPERATIONS

The following table sets forth our results of operations expressed as a percentage of total revenue:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2003	2002	2003	2002
Revenue	100%	100%	100%	100%
Cost of revenue	12	10	12	10
Product development	5	3	4	4
Sales and marketing	84	54	88	53
General and administrative	13	17	14	19
Depreciation and amortization	4	4	4	4
Impairment of intangible assets	2		1	
Other expense, net	*	1	*	1
Income tax benefit	1	1	1	1
Net (loss) income	(19)	11	(23)	9

* Less than 1%

THREE AND SIX MONTHS ENDED JUNE 30, 2003 AS COMPARED TO THREE AND SIX MONTHS ENDED JUNE 30, 2002

Revenue: Our revenue for the three and six months ended June 30, 2003 was $9,049,000 and $16,380,000 as compared to $7,715,000 and $14,713,000 for the three and six months ended June 30, 2002, respectively. The 17% and 11% increase in revenue for the three and six months ended June 30, 2003, respectively, was driven by two factors. First, higher subscription revenues were driven by a higher absolute price paid by members, tied to our introduction of a cancel anytime membership option, as well as a 17% increase in new members for the second quarter of 2003, primarily from the addition of the Atkins and Zone branded diet plans which launched in April. As a result, we had approximately 210,000 paying members as of June 30, 2003 as compared to approximately 187,000 paying members as of June 30, 2002. Second, revenues earned from advertising, commissions and e-commerce sales increased 137% and 144% over the prior three and six month periods, respectively.

The Company s customers typically prepay several weeks or months of subscriptions at a time and, accordingly, as of June 30, 2003, we had deferred revenue of $4,251,000. In mid April 2003, the Company changed its subscription term from a minimum commitment of nine weeks to a minimum commitment term that ranges from one to four weeks, after which time a member may choose to cancel at anytime. Since members are billed quarterly in advance for their programs, the Company has established a reserve for estimated refunds of approximately $664,000 to cover anticipated cancellations.

Cost of Revenue: Cost of revenue consists primarily of Internet access and service charges, credit card fees, revenue sharing costs, consulting costs for certain professionals, advertising servicing fees, product and shipping costs associated with our e-commerce revenue and salary payments to our nutritional staff. Cost of revenue increased to $1,112,000 and $1,984,000 for the three and six months ended June 30, 2003, respectively, as compared to $738,000 and $1,460,000 for the comparable periods in the prior year. We attribute the dollar increase primarily to increased royalty obligations incurred in connection with our Atkins and Zone branded diet plans, which were launched in April 2003, as well as increased consultant and compensation expense.

Product Development: Product development costs consist primarily of salary payments to our development staff and related expenditures for technology and software development. Product development expenses increased to $420,000 and $705,000 for the three and six months ended June 30, 2003, respectively, from $269,000 and $630,000 for the comparable periods in the prior year. The dollar increase for the three and six months ended June 30, 2003 as compared to the corresponding periods in the prior year was primarily due to additional personnel costs related to creating and testing new design concepts and tools to be used throughout our Web site.

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Sales and Marketing Expense: Sales and marketing expenses consist primarily of Internet advertising expenses which we generally incur prior to the recognition of revenues from sales generated from those efforts. Sales and marketing expenses increased to $7,639,000 for the three months ended June 30, 2003 from $4,169,000 for the corresponding period in the prior year. The increase in sales and marketing expenses was due to an increase in Internet advertising costs, primarily related to our contract with the MSN® network of Internet services which began in the second half of 2002, offset by a decrease in offline marketing expenses in the second quarter of 2003 versus 2002. Sales and marketing expenses for the six months ended June 30, 2003 and 2002 were approximately $14,437,000 and $7,840,000, respectively.

As previously mentioned, the Company launched the Atkins and Zone branded plans in April 2003. The Company anticipates that additional branded plans will be forthcoming over the next several months. As a result, the Company may incur increased sales and marketing costs in connection with the offering of multiple branded plans.

General and Administrative Expenses: General and administrative expenses consist primarily of salaries, overhead and related costs for general corporate functions, including professional fees. General and administrative expenses decreased to $1,156,000 and $2,253,000 for the three and six months ended June 30, 2003, respectively, from $1,333,000 and $2,773,000 for the corresponding periods in the prior year. The decrease was primarily due to costs associated with conducting the operations of DietSmart which had been mostly eliminated by 2003.

Depreciation and Amortization: Depreciation and amortization expenses increased to $339,000 and $671,000 for the three and six months ended June 30, 2003, respectively, from $327,000 and $651,000 for the corresponding periods in the prior year. The increase was primarily attributable to the larger asset base subject to depreciation and amortization and amortization of intangibles.

Impairment of intangible assets: During the second quarter of 2003, the Company recorded an impairment loss related to certain assets acquired as a result of the October 2001 acquisition of DietSmart. The loss was calculated in accordance with SFAS 142 and totaled approximately $183,000.

Other Expenses, net: Other expenses, net, were $2,000 and $12,000 for the three and six months ended June 30, 2003, respectively, and consisted primarily of interest charges. For the comparable period in the prior year, other expenses, net, were $111,000 and $172,000, respectively. In 2002 the Company recorded a loss on certain fixed asset dispositions and also recorded interest expense in connection with its note payable issued in connection with the DietSmart acquisition. Those notes were paid off in their entirety in the first quarter of 2003.

Income Tax Benefit: The Company recorded an income tax benefit of approximately $62,000 and $122,000 for the three and six months ended June 30, 2003, respectively, mainly related to the tax benefit from the amortization of intangible assets resulting from the DietSmart acquisition. In the prior year the Company recorded approximately $74,000 and $127,000 of income tax benefit for the three and six months ended June 30, 2002, respectively, related to the amortization of the same intangible assets.

Net (Loss) Income: As a result of the factors discussed above, we recorded a net loss of $1,740,000 and $3,743,000 for the three and six months ended June 30, 2003, respectively, compared to net income of $842,000 and $1,314,000 in the corresponding periods in the prior year.

LIQUIDITY AND CAPITAL RESOURCES

Cash Flows from Operating Activities: We reported $1,126,000 of net cash provided by operations in the first half of 2003 as compared to $3,880,000 in the first six months of 2002. The $1,126,000 net cash provided was primarily attributable to increases in accrued expenses, deferred revenue and the reserve for refunds and decreases in restricted cash and prepaid assets, offset by our net loss. The $3,880,000 of net cash provided by operations in the first half of 2002 was primarily attributable to net income and increases in deferred revenue, accounts payable and accrued liabilities and decreases in prepaid expenses, offset by an increase in restricted cash.

Cash Flows from Investing Activities: Our investing activities used $347,000 in the first half of 2003 and $174,000 in the first half of 2002, primarily for purchases of computer equipment.

Cash Flows from Financing Activities: Our financing activities used $446,000 in the first half of 2003 and $650,000 in the first half of 2002. The use in 2003 was primarily attributable to the repayment of notes payable issued in connection with the 2001 acquisition of DietSmart and to the repayment of capital lease obligations offset by proceeds from the exercise of stock options. As of June 30, 2003, the Company s debt totaled $162,000 and consists primarily of capital

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lease obligations.

Available Cash: At June 30, 2003, we had $2,477,000 of unrestricted cash and cash equivalents and $210,000 in restricted cash. Management believes that cash on hand and cash flows from operations will be sufficient to fund its working capital and capital expenditures for at least the next twelve months. To the extent we require additional funds to support our operations or the expansion of our business, we may seek to undertake additional equity financing. There can be no assurance that additional financing, if required, will be available to us in amounts or on terms acceptable to us or at all.

Contractual Obligations: The following summarizes future cash outflows related to our contractual obligations at June 30, 2003 (in thousands):

	Total	Less than 1 year	1-3 years	After 3 years
Contractual obligations:				
Capital lease obligations	178	130	48	
Operating leases	536	186	301	49
Online advertising	11,849	11,849		
Total contractual cash obligations	$ 12,563	$ 12,165	$ 349	$ 49

Letter of Credit: We have an irrevocable standby letter of credit from a bank in the amount of $200,000 that expires in January 2004. The letter of credit is collateralized by certain cash equivalents and is being used to guarantee our obligations under our capital leases for computer servers. As of June 30, 2003, we had approximately $138,000 in leased equipment against the letter of credit.

NEW ACCOUNTING PRONOUNCEMENTS

In January 2003, The FASB issued Interpretation No. 46, *Consolidation of Variable Interest Entities*. This pronouncement is an interpretation of Accounting Research Bulletin No. 51 which establishes new consolidation guidelines for entities that qualify as variable interest entities effective and is for the Company in the third quarter of 2003. The Company is currently assessing whether this new guidance will require the consolidation of eDiets Europe, Limited which is currently recorded under the equity method of accounting as described in Note 5.

In April 2003, the FASB issued SFAS 149, *Amendment of Statement 133 on Derivative Instruments and Hedging Activities.* The amendments to SFAS 133 *Accounting for Derivative Instruments and Hedging Activities*, improve financial reporting by requiring that contracts with comparable characteristics be accounted for similarly. This Statement is effective for contracts entered into or modified after June 30, 2003. Management does not believe the adoption of SFAS 149 will have any material impact on the Company s financial statements.

In May 2003, the FASB issued SFAS 150, *Accounting for Certain Financial Instruments with Characteristics of both Liabilities and Equity.* This Statement establishes standards for how an issuer classifies and measures certain financial instruments with characteristics of both liabilities and equity. Management does not believe the adoption of SFAS 150 will have any material impact on the Company s financial statements.

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ITEM 3. CONTROLS AND PROCEDURES

Our Chief Executive Officer and Chief Financial Officer (collectively, the Certifying Officers) are responsible for establishing and maintaining disclosure controls and procedures for us. Such officers have concluded (based upon their evaluation of these controls and procedures as of the end of the period covered by this report) that our disclosure controls and procedures are effective to ensure that information required to be disclosed by us in this report is accumulated and communicated to management, including our principal executive officers as appropriate, to allow timely decisions regarding required disclosure.

The Certifying Officers also have indicated that there were no significant changes in our internal controls or other factors that could significantly affect such controls subsequent to the date of their evaluation, and there were no corrective actions with regard to significant deficiencies and material weaknesses.

Our management, including each of the Certifying Officers, does not expect that our disclosure controls or our internal controls will prevent all error and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. In addition, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within a company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people or by management override of the control. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Over time, control may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate. Because of these inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

PART II. OTHER INFORMATION

Items 1, 2, 3, 4 and 5 are omitted as they are either not applicable or have been included in Part I.

Item 6. Exhibits and Reports on Form 8-K.

(a) The following exhibits are included herein:

31.1 Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer of the Company

31.2 Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer of the Company

32.1 Section 1350 Certification of Chief Executive Officer of the Company

32.2 Section 1350 Certification of Chief Financial Officer of the Company

(b) Reports on Form 8-K:

1. A report on Form 8-K was filed with the Securities and Exchange Commission on April 11, 2003 furnishing one exhibit under Item 7, Exhibits, and furnishing information under Item 9, Regulation FD Disclosure.

2. A report on Form 8-K was filed with the Securities and Exchange Commission on April 28, 2003 furnishing one exhibit under Item 7, Exhibits, and furnishing information under Item 9, Regulation FD Disclosure

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SIGNATURE

In accordance with the requirements of the Securities Exchange Act of 1934, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

eDIETS.COM, INC.

/s/ ROBERT T. HAMILTON

Robert T. Hamilton

Chief Financial Officer

(Principal Financial Officer)

DATE: August 13, 2003

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Exhibit Index

Exhibit Number	Exhibit Description
31.1	Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer of the Company
31.2	Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer of the Company
32.1	Section 1350 Certification of Chief Executive Officer of the Company
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