HISTORICAL AUTOGRAPHS USA INC
Form 10QSB
October 30, 2003

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-QSB

[x] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES AND EXCHANGE ACT OF 1934

For the Quarter ended September 30, 2003

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES AND EXCHANGE ACT OF 1934

Commission File No. 000-32603

Historical Autographs U.S.A., Inc.
(Name of Small Business Issuer in its charter)

Nevada	91-1955323
(State or other jurisdiction of incorporation or organization	(I.R.S. Employer Identification No.)

516 W. Sprague Ave., Spokane, WA 99201
(Address of principal executive offices)

(509) 744-8590
(Issuer's Telephone Number Including Area Code)

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

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 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 past 90 days.

Yes x No

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practical date:

Title of each class of Common Stock	Outstanding at October 28, 2003
Common Stock, $0.001 par value	1,220,000

Transitional Small Business Disclosure Format (check one):

Yes ___ No x ___

TABLE OF CONTENTS

FORM 10-QSB REPORT - FOR QUARTER ENDED SEPTEMBER 30, 2003

Historical Autographs U.S.A., Inc.

PART I

ITEM 1. FINANCIAL STATEMENTS

HISTORICAL AUTOGRAPHS U.S.A., INC.
BALANCE SHEETS

	September 30, 2003 (unaudited)	December 31, 2002

ASSETS		
CURRENT ASSETS		
Cash	$ 237	$ 30
Accounts receivable	--	6,000
Inventory	74,860	72,960
TOTAL CURRENT ASSETS	75,097	78,990
TOTAL ASSETS	$ 75,097	$ 78,990
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES		
Accounts payable	$ 6,304	$ 1,200
Commissions payable - related party	1,020	660
Sales tax payable	--	--
Interest payable	15	--
Loan	500	500
Loan from officer	50	--
TOTAL CURRENT LIABILITIES	7,889	2,360
COMMITMENTS AND CONTINGENCIES	--	--
STOCKHOLDERS' EQUITY		
Preferred stock, 5,000,000 shares authorized, $0.001 par value; no shares issued and outstanding	--	--
Common stock, 25,000,000 shares authorized, $0.001 par value; 610,000 shares issued and outstanding	610	610
Additional paid-in capital	114,390	114,390
Accumulated deficit	(47,792)	(38,370)
TOTAL STOCKHOLDERS' EQUITY	67,208	76,630
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 75,097	$ 78,990

See accompanying notes.

HISTORICAL AUTOGRAPHS U.S.A., INC.
STATEMENTS OF OPERATIONS

	Three Months Ended		Nine Months End	
	September 30, 2003 (unaudited)	September 30, 2002 (unaudited)	September 30, 2003 (unaudited)	Septe 2 (una

SALES	$ 6,000	$ -	$ 6,000	$
COST OF GOODS SOLD	3,500	-	3,500	
GROSS PROFIT	2,500	-	2,500	
EXPENSES				
Marketing	80	120	357	
Rent	900	900	2,700	
General and administrative	160	76	392	
Legal and accounting	2,879	3,255	7,222	
Consulting	-	116	-	
Stock transfer and resident agent fees	-	27	819	
Commissions	360	-	360	
TOTAL EXPENSES	4,379	4,494	11,850	
LOSS FROM OPERATIONS	(1,879)	(4,494)	(9,350)	(
OTHER EXPENSE				
Interest expense	(29)	-	(72)	
TOTAL OTHER EXPENSES	(29)	-	(72)	
LOSS BEFORE INCOME TAXES	(1,908)	(4,494)	(9,422)	(
INCOME TAXES	-	-	-	
NET LOSS	$ (1,908)	$ (4,494)	$ (9,422)	$ (
NET LOSS PER COMMON SHARE, BASIC AND DILUTED	$ (0.00)	$ (0.01)	$ (0.02)	$
WEIGHTED AVERAGE NUMBER OF COMMON STOCK SHARES OUTSTANDING, BASIC AND DILUTED	610,000	610,000	610,000	5

See accompanying notes.

HISTORICAL AUTOGRAPHS U.S.A., INC.
STATEMENT OF STOCKHOLDERS' EQUITY

	Common Stock				
	Number		Additional Paid-in	Accumulated	St

	of Shares	Amount	Capital	Deficit
Balance, December 31, 2001	$ 585,000	$ 585	$ 89,415	$ (18,116) $
Common stock issued for cash at $1.00 per share	25,000	25	24,975	-
Net loss for the year ended December 31, 2002	-	-	-	(20,254)
Balance, December 31, 2002	610,000	610	114,390	(38,370)
Net loss for the period ended September 30, 2003	-	-	-	(9,422)
Balance, September 30, 2003 (unaudited)	610,000	$ 610	$ 114,390	$ (47,792) $

See accompanying notes.

5

HISTORICAL AUTOGRAPHS U.S.A., INC.
STATEMENTS OF CASH FLOWS

	Nine Months Ended	
	September 30, 2003 (unaudited)	September 2002 (unaudited
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	$ (9,422)	$(18,186)
Adjustments to reconcile net loss to net cash provided (used) in operating activities:		
Decrease (increase) in inventory	(1,900)	(239)
Increase in accrued rent	--	--
Increase (decrease) in accounts payable	5,104	(1,236)
Decrease in Accounts Receivable	6,000	
Increase (decrease) in sales tax payable	--	(1,546)
Increase in interest payable	15	--
Increase (decrease) in commissions payable	360	(4,158)
Net cash provided (used) in operating activities	157	(25,365)
CASH FLOWS FROM INVESTING ACTIVITIES:	--	--
CASH FLOWS FROM FINANCING ACTIVITIES:		
Decrease in loans payable	50	--
Common stock issued for cash	--	25,000
Net cash provided (used) by financing activities	50	25,000
Change in cash	207	(365)

Cash, beginning of period	30	1,703
Cash, end of period	$ 237	$ 1,338
SUPPLEMENTAL CASH FLOW DISCLOSURES:		
Interest paid	$ --	$ --
Income taxes paid	$ --	$ --

See accompanying notes.

6

HISTORICAL AUTOGRAPHS U.S.A., INC.
Condensed Notes to Financial Statements
September 30, 2003

NOTE 1 - BASIS OF PRESENTATION OF UNAUDITED INTERIM FINANCIAL INFORMATION

The accompanying unaudited financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial statements and with instructions to Form 10-QSB pursuant to the rules and regulations of the Securities and Exchange Commission. Accordingly, they do not include all of the information required by accounting principles generally accepted in the United States of America for complete financial statements. The accompanying financial statements should be read in conjunction with the audited financial statements of the Company included in the Company's December 31, 2002 Annual Report on Form 10-KSB.

In the opinion of management, all adjustments, consisting only of normal recurring accruals considered necessary for a fair presentation, have been included. The results of operations for the nine-month period ended September 30, 2003 are not necessarily representative of operating results to be expected for the entire fiscal year.

NOTE 2 - ACCOUNTING POLICIES

Use of Estimates

The process of preparing financial statements in conformity with accounting principles generally accepted in the United States of America requires the use of estimates and assumptions regarding certain types of assets, liabilities, revenues, and expenses. Such estimates primarily relate to unsettled transactions and events as of the date of the financial statements. Accordingly, upon settlement, actual results may differ from estimated amounts. At September 30, 2003, the Company had not participated in consignment or conditional sales; therefore, there are no unsettled transactions related to sales or cost of sales.

Reclassifications

Certain amounts from prior periods have been reclassified to conform with the current period presentation. These reclassifications have resulted in no changes to the Company's accumulated deficit or net losses presented.

Inventories

Inventories are accounted for using the specific identification method, and stated at the lower of cost or market, with market representing the lower of replacement cost or estimated net realizable value. The Company has no insurance coverage on its inventory.

The Company has no inventory on consignment at September 30, 2003. In the future, if the Company consigns inventory, it will retain title and will insure the inventory until the inventory is sold, returned, lost, stolen, damaged, or destroyed.

Revenue and Cost Recognition

Revenues from retail sales are recognized at the time the products are delivered.

NOTE 2 - ACCOUNTING POLICIES (continued)

Revenue and Cost Recognition (continued)

Although the Company does not provide a written warranty on its items sold, the Company will refund the purchase price paid to any customer in those instances when an item sold is proven to be non-authentic. In a majority of instances, the Company receives a certificate of authenticity for documents (items) purchased from its vendors and is reasonably assured as to the provenance of its products. Since inception, the Company has made no refunds for the sale of any non-authentic items nor has the Company received any claims or notice of prospective claims relating to such items. Accordingly, the Company has not established a reserve against forgery or nonauthenticity.

If a product proves not to be authentic, a full refund is given to the purchaser and a charge against sales and related costs is recorded.

Going Concern

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. For the nine months ended September 30, 2003, the Company has a net loss of $9,422, an accumulated deficit of $47,792 and limited cash resources. These conditions raise substantial doubt about the Company's ability to continue as a going concern. The future of the Company is dependent upon its ability to obtain financing and upon future profitable operations from the commercial success of its retail venture. Management's plans are to seek additional capital through sales of the Company's stock.

The financial statements do not include any adjustments relating to the recoverability and classification of recorded assets, or the amounts and classification of liabilities that might be necessary in the event the Company cannot continue in existence.

Recent Accounting Pronouncements

In May 2003, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 150, "Accounting for Certain Financial Instruments with Characteristics of Both Liabilities and Equity" (hereinafter "SFAS No. 150"). SFAS No. 150 establishes standards for classifying and measuring certain financial instruments with characteristics of both liabilities and equity and requires that those instruments be classified as liabilities in statements of financial position. Previously, many of those instruments were classified as equity. SFAS No. 150 is effective for financial instruments entered into or modified after May 31, 2003 and otherwise is effective at the beginning of the first interim period beginning after June 15, 2003. The Company has not yet determined the impact of the adoption of this statement.

In April 2003, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 149, "Amendment of Statement 133 on Derivative Instruments and Hedging Activities" (hereinafter "SFAS No. 149"). SFAS No. 149 amends and clarifies the accounting for derivative instruments, including certain derivative instruments embedded in

----

NOTE 2 - ACCOUNTING POLICIES (continued)

Recent Accounting Pronouncements (continued)
----

other contracts, and for hedging activities under SFAS No. 133, "Accounting for Derivative Instruments and Hedging Activities". This statement is effective for contracts entered into or modified after June 30, 2003 and for hedging relationships designated after June 30, 2003. The adoption of SFAS No. 149 is not expected to have a material impact on the financial position or results of operations of the Company.

In January 2003, the Financial Accounting Standards Board issued FASB Interpretation No. 46 "Consolidation of Variable Interest Entities, an Interpretation of ARB No. 51" (hereinafter "FIN 46"). FIN 46 requires certain variable interest entities to be consolidated by the primary beneficiary of the entity if the equity investors in the entity do not have the characteristics of a controlling financial interest or do not have sufficient equity at risk for the entity to finance its activities without additional subordinated financial support from other parties. FIN 46 is effective for all new variable interest entities created or acquired after January 31, 2003. The provisions of FIN 46 must be applied for the first interim or annual period beginning after June 15, 2003. The Company does not have any entities that require disclosure or new consolidation as a result of adopting the provisions of FIN 46.

NOTE 3 - PREFERRED AND COMMON STOCK

The Company has 5,000,000 shares of preferred stock authorized and none issued. The Company has 25,000,000 shares of common stock authorized. Upon incorporation, the Company issued 500,000 shares of common stock to officers and directors for $5,000 in cash. During 1999, the Company issued 67,900 shares of common stock for cash at $1.00 per share and 17,100 shares at $1.00 per share for subscriptions receivable, which were paid in January of 2000.

During 2002, the Company issued 25,000 shares of common stock for cash at $1.00 per share.

All shares of preferred and common stock are non-assessable and non-cumulative. The common stock has no preemptive rights.

NOTE 4 - STOCK OPTION PLAN

The Company's board of directors approved the adoption of the "2001 Non-Qualified Stock Option and Stock Appreciation Rights Plan" by unanimous consent on March 5, 2001. This plan was initiated to encourage and enable officers, directors, consultants, advisors and other key employees of the Company to acquire and retain a proprietary interest in the Company by ownership of its common stock. A total of 1,000,000 of the authorized shares of the Company's common stock may be subject to, or issued pursuant to the terms of the plan. No options have been issued under the plan as of September 30, 2003.

9

HISTORICAL AUTOGRAPHS U.S.A., INC.
Condensed Notes to Financial Statements
September 30, 2003

NOTE 5 - COMMITMENTS AND CONTINGENCIES

Rental Agreement

The Company has a month-to-month rental agreement for office space in Spokane, Washington. The minimum monthly rent is $300.

Concentration

As of September 30, 2003, the Company had $74,860 of its total assets of $75,097 invested in inventory.

NOTE 6 - RELATED PARTY TRANSACTIONS

The occasional usage of used computer equipment, provided to the Company by the Company's officers at no charge, is considered immaterial for financial reporting purposes.

The Company pays a 3% commission on every sale to each of the Company's two officers. Commissions unpaid, but accrued, are unsecured, payable upon demand and non-interest bearing.

On March 28, 2003, Mr. Ray Kuh resigned as president of the Company. Ms. Cindy Swank was voted the new president, and Mr. Scott Wetzel was voted in as the new secretary and vice president.

NOTE 7 - LOAN PAYABLE

In December 2002 the Company borrowed $500. According to the loan agreement, principal and interest, in the amount of 6%, is due on December 12, 2003.

NOTE 8 - SUBSEQUENT EVENTS

Subsequent to the date of these financial statements, on October 20, 2003 the Company executed an agreement to acquire all of the issued and outstanding shares of Arbios Technologies, Inc., a private biomedical device company based in Los Angeles, CA. The Company will acquire all of Arbios' shares through a merger in which the Company will issue approximately 12,000,000 shares of its unregistered common stock to the shareholders of Arbios. After the merger, Historical will change its name to "Arbios Systems, Inc.", and will continue to trade on the Pink Sheets under a new trading symbol. Arbios Technologies, Inc. has worldwide rights to patents issued or pending covering a portfolio of technologies, including two extracorporeal liver assist devices, which are in pre-clinical development. Each of Arbios' devises is considered to be a potential treatment for liver failure.

Also subsequent to the date of these financial statements, on October 6, 2003 the Company declared a 100% stock dividend for all shareholders of record as of that date totaling 610,000 shares of common stock. For each share of common stock held, the shareholders received an additional share of common stock. This transaction will be accounted for as a stock split for accounting purposes, although under Nevada law this was recognized as a stock dividend.

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

FORWARD-LOOKING STATEMENTS

The securities of the Company are speculative and involve a high degree of risk, including, but not necessarily limited to, the factors affecting operating results described in the Form 10KSB which includes audited financial statements for the year ended December 31, 2002. The statements which are not historical facts contained in this report, including statements containing words such as "believes," "expects," "intends," "estimates," "anticipates," or similar expressions, are "forward looking statements" (as defined in the Private Securities Litigation Reform Act of 1995) that involve risks and uncertainties.

The foregoing and subsequent discussion contains certain forward-looking statements within the meaning of Section 27A of the Securities A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, which are intended to be covered by the safe harbors created thereby. These forward-looking statements include the plans and objectives of management for future operations, including plans and objectives relating to the possible further capitalization and the possible acquisition of Arbios Technologies, Inc. The forward-looking statements included herein are based on current expectations that involve numerous risks and uncertainties. Assumptions relating to the foregoing involve judgments with respect to, among other things, future economic, competitive and market conditions and future business decisions, all of which are difficult or impossible to predict accurately and many of which are beyond the control of the Company. Although the Company believes that the assumptions underlying the forward-looking statements are reasonable, any of the assumptions could be inaccurate and, therefore, there can be no assurance that the forward-looking statements included in this Form 10-QSB will prove to be accurate. In light of the significant uncertainties inherent in the forward-looking statements included herein, the inclusion of such information should not be regarded as a representation by the Company or any other person that the objectives and plans of the Company will be achieved.

Overview

Historical Autographs U.S.A., Inc. was organized as a Nevada Corporation on February 1, 1999. The original Articles of Incorporation authorize the issuance of thirty million (30,000,000) shares of stock, including twenty five million (25,000,000) shares of common stock at par value $0.001 per share and five million (5,000,000) shares of Preferred stock at par value $0.001 per share. As of September 30, 2003 the Company has six hundred ten thousand (610,000) shares of its $0.001 par value common voting stock issued and outstanding. As the result of a 100% stock dividend for the benefit of the shareholders of record on October 6, 2003, as of October 6, 2003 there are one million two hundred twenty thousand (1,220,000) shares of its $0.001 par value common voting stock issued and outstanding.

The Company is an e-Commerce firm engaged in the business of acquiring and marketing historical documents such as letters, photographs and signatures of governmental, political and military figures, inventors, Nobel Prize winners, significant physicians, scientists, explorers, aviators and astronauts, entertainers, musicians, composers, authors, artists, clergymen, judges, lawyers, and well-known athletes, among others.

The Company's executive offices are located at 516 W. Sprague Ave., Spokane, WA 99201 and its telephone and facsimile numbers are (509) 744-8590 and (509) 623-0121, respectively.

The Company has a limited operational history and from inception (February 1999) has generated limited revenues. The Company has financed its operations during its initial operational stage from the sale of its common stock. Due to our limited operating history, our financial statements are not indicative of anticipated revenues that may be attained or expenditures that may be incurred by the Company in future periods. Our ability to achieve profitable operations is subject to the validity of our assumptions and risk factors within the industry and pertaining to the Company.

Current Status and Operations

Historical Autographs U.S.A., Inc. is in its initial operational stage as an e-Commerce based company engaged in the business of acquiring and marketing historical documents such as letters, photographs and signatures of

governmental, political and military figures, inventors, Nobel Prize winners, significant physicians, scientists, explorers, aviators and astronauts, entertainers, musicians, composers, authors, artists, clergymen, judges, lawyers, and well-known athletes, among others. Our document inventory currently consists of approximately 30 different documents, with an inventory cost of $74,860 at September 30, 2003, including photographs and signatures of entertainers, letters, documents and signatures of political figures, letters and signatures of scientists and signatures of historic sports figures. The Company purchases documents principally at auctions, from private collectors, dealers in historical documents, estates and various individuals who are not collectors but are in possession of documents. These avenues of supply are likely to continue to be the Company's main sources of inventory. Retail sales of documents are primarily facilitated through our web site: http://www.historical-autographs.com.

Marketing efforts principally target individuals who appreciate or collect antiques, paintings, lithographs, other works of art and collectibles, but who may not be aware of the availability of historical documents for purchase. In addition, autograph and document collectors, consignment to auction houses, interior decorators, interior designers, private clients and corporations are being targeted as these groups may have an appreciation for historical documents displayed in aesthetically pleasing presentations. The Company's primary marketing strategy is a direct sales approach via an internet retail site. Upon accessing the site, interested parties are able to read about the Company, browse the majority of inventory items and place orders.

Subsequent to the quarter ended September 30, 2003, the Company entered into an agreement to acquire all of the issued and outstanding shares of Arbios Technologies, Inc. a private biomedical device company based in Los Angles, California. The agreement intends that the Company will acquire Arbios Technologies, Inc. through the issuance of approximately 12,000,000 shares of its unregistered common stock to the shareholders of Arbios Technologies, Inc. If the transaction is completed the current shareholders of the Company will own approximately nine percent of the then outstanding stock. Arbios Technologies, Inc. is an early stage company engaged in the discovery, acquisition and development of proprietary liver assist devices and new technologies useful the diagnosis and treatment of acute liver failure. If the acquisition of Arbios Technologies, Inc. is completed as currently contemplated, the Company will cease its current e-commerce operations and continue the development of the medical technologies that Arbios Technologies, Inc. is currently pursuing. Accordingly, the Company's plan of operations will change from the plan discussed in this Form 10-QSB and in the Company's prior filings with the Securities and Exchange Commission. If the acquisition of Arbios Technologies, Inc. is completed as scheduled on October 30, 2003, the Company will provide information regarding Arbios Technologies, Inc., its business, operations, technologies, officers and directors, and financial condition in filings made by the Company with the Securities and Exchange Commission following the closing. No assurance can be given that the acquisition will be completed, or if completed that the Company's new plan of operations will be successful.

LIQUIDITY AND CAPITAL RESOURCES/RESULTS OF OPERATIONS

Historical Autographs U.S.A., Inc. has limited assets. As of September 30, 2003, our assets consisted of cash of $237 and resale inventories of $74,860 for total assets of $75,097. Our officers own the computer equipment the Company utilizes. Current liabilities totaled $7,889, with available working capital at $67,208. The Company has had minimal operations and limited revenues. From inception the Company accumulated an operating deficit of $47,792. For the nine months ended September 30, 2003, the Company had a net loss of $9,422 on gross revenues of $6,000.

Management currently believes that its existing capital and future funds from operations will be insufficient to fund the Company's activities, and according that the Company may need to raise additional funds through public and private financing. No assurance can be given that additional financing will be available or that, if available, can be obtained on terms favorable to the Company and its stockholders. Failure to obtain such financing could delay or prevent our planned expansion, which could adversely affect our business, financial condition and results of operations. If additional capital is raised through the sale of additional equity or convertible securities, dilution to the Company's stockholders could occur.

For the quarter ending September 30, 2003, the Company reported a net loss of $1,908 on revenues of $6,000. compared to sales of $0 and a net loss of $4,494 in the quarter ended September 30, 2002. The Company incurred Operating Expenses of $4,379 in the quarter ended September 30, 2003, almost identical to the quarter ending September 30, 2002, when the Company incurred similar expenses totaling $4,494. The Company's Quarter ended September 30, 2003 financial statements reflect adjustments and nonrecurring cost items and are not indicative of

anticipated revenues which may be attained or expenditures which may be incurred by the Company in future periods.

The Company's independent public accountants have included explanatory paragraphs in their reports on the Company's financial statements for the years ended December 31, 2002 and 2001, which express substantial doubt about the Company's ability to continue as a going concern. As discussed in Footnote 2 to the Company's financial statements, included with the Company's Form 10-KSB, the Company has suffered recurring losses from operations and accumulated deficit that raises substantial doubt about its ability to continue as a going concern.

As a result of the foregoing, the Company decided to acquire Arbios Technologies, Inc. If the acquisition is completed as contemplated, Arbios Technologies, Inc. will, at the time of the acquisition have in excess of $3,500,000 of cash on hand, other assets of approximately $500,000, and liabilities of less than $150,000. Upon the closing of the acquisition, the company will cease its current e-commerce business and will assume the operations of Arbios Technologies, Inc. The financial resources that Arbios Technologies, Inc. is expected to have at the time of the acquisition are currently expected by the Company to be sufficient to fund the working capital needs of the Company (including those of Arbios Technologies, Inc.) for at least the next twelve months.

ITEM 3. CONTROLS AND PROCEDURES

Within 90 days prior to the date of filing of this quarterly report on Form 10-QSB, we carried out an evaluation, under supervision and with the participation of our management, including our CEO and CFO, of the effectiveness of the design and operation of our disclosure controls and procedures pursuant to Exchange Act Rule 13a-14. Based upon that evaluation, our CEO and CFO concluded that our disclosure controls and procedures are effective in timely alerting them to material information relating to us required to be included in our periodic SEC filings. Subsequent to the date of that evaluation, there have been no changes in internal controls or in other factors that could significantly affect internal controls, nor were any corrective actions required with regard to significant deficiencies and material weaknesses.

PART II

ITEM 1. LEGAL PROCEEDINGS

No material legal proceedings to which the Company is a party or to which the property of the Company is subject, is pending or is known by the Company to be contemplated.

ITEM 2. CHANGE IN SECURITIES.

After the end of the fiscal quarter ending September 30, 2003, the Company issued a stock dividend of one share of common stock for each share of common stock outstanding on October 6, 2003.

ITEM 3. Defaults Upon Senior Securities. NONE

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

On October 6, 2003, the holders of over 81% of the then issued and outstanding shares of common stock voted to amend the name of the Company to "Arbios Systems, Inc." if the acquisition of Arbios Technologies, Inc. is completed. The vote was taken by written consent without a meeting, and notice of the action is being provided to the Company's stockholders as required by Nevada law. The name change will be effected after the acquisition of Arbios Technologies, Inc.

ITEM 5. OTHER INFORMATION: NONE

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) Exhibits

31.1 Certification Pursuant to Section 302 of Sarbanes-Oxley Act of 2002.
32.1 Certification Pursuant to Section 906 of Sarbanes-Oxley Act of 2002.

(b) The Company filed the following reports on Form 8-K:

The Company filed no Form 8-K forms during the quarter ended September 30, 2003 but filed one Form 8-K on October 24, 2003, subsequent to the quarter ended September 30, 2003, for the purpose of furnishing a copy of a press release issued October 23, 2003 concerning the execution of an agreement to acquire all of the issued and outstanding shares of Arbios Technologies, Inc., a private biomedical device company.

SIGNATURES

Pursuant to the requirements of the Section 13 or 15(d) of the Securities Exchange Act of 1934, the Company has duly caused this report signed on its behalf by the undersigned, thereunto duly authorized.

HISTORICAL AUTOGRAPHS U.S.A., INC.

Date: October 29, 2003 By: s/Cindy Swank

Cindy Swank, Chief Financial Officer

Date: October 29, 2003 By: s/Cindy Swank

Cindy Swank, Chief Executive Officer