

ENVIRONMENTAL CONTROL CORP.
Form 10-Q
August 14, 2008

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

Form 10-Q

(Mark One)

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

For the quarterly period ended **June 30, 2008**

or

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

For the transition period from _____ to _____

Commission File Number **333-120682**

ENVIRONMENTAL CONTROL CORP.

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of incorporation or
organization)

20-3626387

(IRS Employer Identification No.)

Suite 605 - 1525 Robson St. Vancouver, BC

(Address of principal executive offices)

V6G 1C3

(Zip Code)

604.669.3532

(Registrant's telephone number, including area code)

N/A

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

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 past 90 days.

YES NO

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a small reporting company. See the definitions 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 (Do not check if a smaller reporting company) 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

**APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY
PROCEEDINGS DURING THE PRECEDING FIVE YEARS**

Check whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Exchange Act after the distribution of securities under a plan confirmed by a court.

YES NO

APPLICABLE ONLY TO CORPORATE ISSUERS

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

43,592,222 common shares issued and outstanding as of August 4, 2008

PART I - FINANCIAL INFORMATION

Item 1. Financial Statements.

These financial statements have been prepared by Environmental Control Corp. without audit, pursuant to the rules and regulations of the Securities and Exchange Commission (SEC). Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been omitted in accordance with such SEC rules and regulations. In the opinion of management, the accompanying statements contain all adjustments necessary to present fairly the financial position of our company as of June 30, 2008, and our results of operations, and our cash flows for the six month period ended June 30, 2008. The results for these interim periods are not necessarily indicative of the results for the entire year. The accompanying financial statements should be read in conjunction with the financial statements and the notes thereto filed as a part of our company s Form 10-KSB.

Environmental Control Corp.
(A Development Stage Company)

June 30, 2008

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

	June 30, 2008 \$ (unaudited)	December 31, 2007 \$
ASSETS		
Current Assets		
Cash	60,698	46,192
Amounts receivable	2,501	2,478
Prepaid expenses	4,335	1,446
Total Current Assets	67,534	50,116
Property and equipment (Note 3)	17,633	20,344
Total Assets	85,167	70,460
LIABILITIES AND STOCKHOLDERS DEFICIT		
Current Liabilities		
Accounts payable	83,138	16,292
Accrued liabilities	5,992	6,150
Accrued interest payable	43,351	27,526
Due to related parties (Note 4)	1,906	3,863
Convertible debentures, net of unamortized discount of \$104,635 (Note 5)	212,744	
Total Current Liabilities	347,131	53,831
Convertible debentures, net of unamortized discount (Note 5)		133,725
Total Liabilities	347,131	187,556
Contingencies and Commitments (Notes 1 and 8)		
Stockholders Deficit		
Common stock, 200,000,000 shares authorized, US\$0.001 par value; 39,983,085 shares issued and outstanding (December 31, 2007 39,012,500 shares)	46,328	45,202
Additional paid-in capital	942,021	778,147
Common stock issuable (Note 8)	32,684	32,684
Deficit accumulated during the development stage	(1,282,997)	(973,129)
Total Stockholders Deficit	(261,964)	(117,096)
Total Liabilities and Stockholders Deficit	85,167	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)
(Unaudited)

	Accumulated from March 26, 1999 (Date of Inception) to June 30, 2008 \$	For the Three Months Ended June 30, 2008 \$	For the Three Months Ended June 30, 2007 \$	For the Six Months Ended June 30, 2008 \$	For the Six Months Ended June 30, 2007 \$
Revenue					
Expenses					
Depreciation	8,734	1,356	997	2,711	2,069
Foreign exchange loss (gain)	7,525	219	1,274	(449)	(241)
General and administrative	957,733	103,702	103,202	209,007	152,138
Research and development	51,821	3,755		3,755	
Total Operating Expenses	1,025,813	109,032	105,473	215,024	153,966
Loss From Operations	(1,025,813)	(109,032)	(105,473)	(215,024)	(153,966)
Other Expenses					
Accretion of discounts on convertible debentures	(212,744)	(39,510)	(39,509)	(79,019)	(53,837)
Interest expense	(44,440)	(7,912)	(9,112)	(15,825)	(12,021)
Recovery of research and development costs			14,870		14,870
Total Other Expenses	(257,184)	(47,422)	(33,751)	(94,844)	(50,988)
Net Loss for the Period	(1,282,997)	(156,454)	(139,224)	(309,868)	(204,954)
Net Loss Per Share Basic and Diluted				(0.01)	(0.01)
Weighted Average Shares Outstanding		39,983,000	38,563,000	39,754,000	38,538,000

(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)
(Unaudited)

	For the Six Months Ended June 30, 2008 \$	For the Six Months Ended June 30, 2007 \$
Operating Activities		
Net loss for the period	(309,868)	(204,954)
Adjustments to reconcile net loss to net cash used in operating activities:		
Accretion of discounts on convertible debentures	79,019	53,837
Depreciation	2,711	2,069
Changes in operating assets and liabilities:		
Amounts receivable	(23)	(14,403)
Prepaid expenses	(2,889)	(3,418)
Accounts payable and accrued liabilities	66,688	(21,585)
Accrued interest payable	15,825	
Due to related parties	(1,957)	
Net Cash Used In Operating Activities	(150,494)	(188,454)
Investing Activities		
Net cash acquired on business acquisition		178,365
Net Cash Provided by Investing Activities		178,365
Financing Activities		
Proceeds from issuance of shares	165,000	
Proceeds from share subscriptions received		240,953
Net Cash Provided by Financing Activities	165,000	240,953
Increase in Cash	14,506	230,864
Cash - Beginning of Period	46,192	1,191
Cash - End of Period	60,698	232,055
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)
Notes to the Financial Statements
(Expressed in Canadian Dollars)
(Unaudited)

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.

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 is dependent upon the ability of the Company to obtain necessary equity/debt financing and/or generate revenue and attain profitable operations. As at June 30, 2008, the Company has working capital deficit of \$279,597, has incurred losses totalling \$1,282,997 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 \$110,000 for research and development activities, and approximately \$215,000 for other operational costs. The Company had \$60,698 in cash on hand at June 30, 2008. The Company currently has no revenues and must rely on the sale of equity or debt 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) Interim Financial Statements

The interim unaudited financial statements have been prepared in accordance with accounting principles generally accepted in the United States for interim financial information and with the instructions for Securities and Exchange Commission (SEC) Form 10-QSB. They do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. Therefore, these financial statements should be read in conjunction with the Company's audited financial statements and notes thereto for the year ended December 31, 2007, included in the Company's Annual Report on Form 10-KSB filed on April 15, 2008 with the SEC.

The financial statements included herein are unaudited; however, they contain all normal recurring accruals and adjustments that, in the opinion of management, are necessary to present fairly the Company's financial position at June 30, 2008, and the results of its operations and consolidated cash flows for the six months ended June 30, 2008 and 2007. The results of operations for the six months ended June 30, 2008 are not necessarily indicative of the results to be expected for future quarters or the full year.

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

2. Summary of Significant Accounting Policies (continued)

c) 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.

d) 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.

e) 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.

f) Financial Instruments

The fair values of cash, amounts receivable, accounts payable, accrued liabilities, convertible debt and amounts due to related parties approximate their carrying values due to the immediate or short-term maturity of these financial instruments. 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.

g) 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 June 30, 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.

h) Foreign Currency Translation

The Company's functional and reporting currency is 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.

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

2. Summary of Significant Accounting Policies (continued)

i) Stock-based Compensation

The Company records stock-based compensation in accordance with SFAS No. 123R, *Share Based Payments*, using the fair value method. 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.

j) 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.

k) 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.

l) 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.

m) 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.

n) Recent 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 No. 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 No. 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.

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

2. Summary of Significant Accounting Policies
(continued)

n) Recent Accounting Pronouncements
(continued)

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.

In March 2008, the 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 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 No. 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 No. 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.

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

3. Property and Equipment

	Cost \$	Accumulated Amortization \$	June 30, 2008 Net Carrying Value \$	December 31, 2007 Net Carrying Value \$
Equipment	13,617	3,779	9,838	11,575
Computer equipment	3,283	1,623	1,660	1,953
Office furniture	9,467	3,332	6,135	6,816
	26,367	8,734	17,633	20,344

4. Related Party Transactions

- a) As at June 30, 2008, the Company owes a company in which the President of the Company holds a minority interest \$1,906 (December 31, 2007 - \$1,906) for payment of expenses on behalf of the Company. The amount owing is unsecured, non-interest bearing, and due on demand. On February 26, 2007, the Company issued a convertible debenture in exchange for \$211,179 owed to this company. Refer to Notes 5 and 9.
- b) On February 26, 2007, the Company issued a convertible debenture in exchange for \$106,200 owed to a company controlled by a director of the Company. Refer to Notes 5 and 9.

		Number of Warrants	Weighted Average Exercise Price
Balance	December 31, 2007	4,925,000	US\$0.52
Issued		970,585	US\$0.30
Expired		(4,550,000)	US\$0.50
Balance	June 30, 2008	1,345,585	US\$0.45

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

7. Share Purchase Warrants (continued)

As at June 30, 2008, the following common share purchase warrants were outstanding:

Number of Warrants	Exercise Price	Expiry Date
187,500	US\$0.61	July 28, 2008
187,500	US\$1.04	July 28, 2009
970,585	US\$0.30	February 12, 2010
1,345,585		

8. Commitments

On July 28, 2006, the Company entered into a contract with an employee of the Company for consulting services to be rendered. The employee is to be issued 62,500 shares of common stock and 187,500 share purchase warrants, each on July 28, 2006 (issued), 2007, 2008, and 2009. As at June 30, 2008, the Company had yet to issue 62,500 shares due on July 28, 2007. The fair value of the 62,500 shares of common stock issued is \$32,684 and has been recorded as common stock subscribed.

9. Subsequent Events

- a) On July 10, 2008, the Company issued 3,609,137 shares of common stock pursuant to the redemption 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 the Company holds a minority interest and 1,207,673 shares of common stock were issued to a company controlled by a director of the Company. The shares were issued in satisfaction of all principal and accrued interest due under the two convertible notes. Refer to Notes 4 and 5.
- b) On July 30, 2008, the Company entered into a convertible loan agreement with a company controlled by the President of the Company. The Company received US\$36,376 which bears interest at 10% per annum and is due five years from the advancement date. Proceeds of the loan are to be used to acquire certain patents and intellectual property rights and the loan amount is to be secured against such intellectual property. The loan is convertible into shares of common stock at a conversion price of US\$0.17 per share.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

FORWARD-LOOKING STATEMENTS

This quarterly 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 of these terms or other comparable terminology. These statements are only predictions and involve known and unknown risks, uncertainties and other 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 unaudited financial statements are stated in Canadian Dollars (Cdn\$) and are prepared in accordance with United States Generally Accepted Accounting Principles. The following discussion should be read in conjunction with our financial statements and the related notes that appear elsewhere in this quarterly 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 quarterly report.

In this quarterly report, unless otherwise specified, all dollar amounts are expressed in Canadian dollars. All references to "US\$" refer to United States dollars and all references to "common shares" refer to the common shares in our capital stock.

As used in this quarterly report, the terms "we", "us", "our", "our company" and EVCC mean Environmental Control Corp., unless otherwise indicated.

General 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.

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 title Combined Catalytic Muffler and Reverse Flow Catalytic Muffler and 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.

On July 30, 2008, we entered into a convertible loan agreement with 51644 Newfoundland and Labrador Inc., a company of which a director and officer of our company holds a controlling interest. Under the terms of the convertible loan agreement, 51644 Newfoundland has agreed to loan our company up to \$36,376. The loan is convertible into shares of common stock at a conversion price of \$0.17 per share. The loan will bear interest at 10% per annum. The principal amount of the loan is due and payable five years from the advancement date. Proceeds of the loan are to be used to acquire certain patents and intellectual property rights and the loan amount is to be secured against such intellectual property.

Results of Operations

Three month Summary ending June 30, 2008 and 2007

	Three Months Ended June 30	
	2008	2007
Revenue	\$ Nil	\$ Nil
Operating Expenses	\$ 109,032	\$ 105,473
Net Loss	\$ 156,454	\$ 139,224

Expenses

Our operating expenses for the three month periods ended June 30, 2008 and June 30, 2007 are outlined in the table below:

	Three Months Ended June 30	
	2008	2007
Depreciation	\$ 1,356	\$ 997
Foreign exchange loss	\$ 219	\$ 1,274
General and administrative	\$ 103,702	\$ 103,202
Research and development	\$ 3,755	\$ Nil

Operating expenses for the three months ended June 30, 2008, increased by 3.37% as compared to the comparative period in 2007 primarily as a result of an increase in management fees, accounting fees, and legal fees for services relating to both corporate filings as well as intellectual property.

Six month Summary ending June 30, 2008 and 2007

	Six Months Ended	
	June 30	
	2008	2007
Revenue	\$ Nil	\$ Nil
Operating Expenses	\$ 215,024	\$ 153,966
Net Loss	\$ 309,868	\$ 204,954

Expenses

Our operating expenses for the Six month periods ended June 30, 2008 and June 30, 2007 are outlined in the table below:

	Six Months Ended	
	June 30	
	2008	2007
Depreciation	\$ 2,711	\$ 2,069
Foreign exchange loss (gain)	\$ (449)	\$ (241)
General and administrative	\$ 209,007	\$ 152,138
Research and development	\$ 3,755	Nil

Operating expenses for the Six months ended June 30, 2008, increased by 39.65% as compared to the comparative period in 2007 primarily as a result of an increase in management fees, accounting fees, and legal fees for services relating to both corporate filings as well as intellectual property.

Revenue

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

Equity Compensation

As of June 30, 2008, we had not adopted any equity compensation plans and no stock, options, or other equity securities were awarded to our executive officers.

Liquidity and Financial Condition

Working Capital

	At June 30, 2008	At Dec. 31, 2007	Percentage Increase/ Decrease
Current Assets	\$ 67,534	\$ 50,116	34.76%
Current Liabilities	\$ 347,131	\$ 53,831	544.85%
Working Capital (deficit)	\$ (279,597)	\$ (3,715)	7,426.16%

Cash Flows

	Six Months Ended June 30, 2008	Six Months Ended June 30, 2007
Net Cash Used in Operating Activities	\$ (150,494)	\$ (188,454)
Net Cash Provided by Investing Activities	\$ Nil	\$ 178,365
Net Cash Provided by Financing Activities	\$ 165,000	\$ 240,953
Increase in Cash During the Period	\$ 14,506	\$ 230,864

In the next twelve months we anticipate spending \$110,000 on research and development, \$80,000 on sales and marketing and \$135,000 on administrative expenses. Our cash on hand at June 30, 2008 was \$60,698. We plan to raise additional capital required to meet 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.

We are not aware of any known trends, demands, commitments, events or uncertainties that will result in or that are reasonably likely to result in our liquidity increasing or decreasing in any material way.

Future Financings

We will require additional financing in order to enable us to proceed with our plan of operations, as discussed above, including approximately \$325,000 over the next 12 months to pay for our ongoing expenses. These expenses include sales and marketing, research and development, manufacturing and engineering, and general and administrative expenses. These cash requirements are in excess of our current cash and working capital resources. Accordingly, we will require additional financing in order to continue operations and to repay our liabilities. There is no assurance that any party will advance additional funds to us in order to enable us to sustain our plan of operations or to repay our liabilities.

We anticipate continuing to rely on equity sales of our common stock in order to continue to fund our business operations. Issuances of additional shares will result in dilution to our existing stockholders. There is no assurance that we will achieve any additional sales of our equity securities or arrange for debt or other financing to fund our planned business activities.

We presently do not have any arrangements for additional financing for the expansion of our exploration operations, and no potential lines of credit or sources of financing are currently available for the purpose of proceeding with our plan of operations.

Contractual Obligations

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

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 debt or equity financing.

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.

Critical Accounting Policies

The discussion and analysis of our financial condition and results of operations are based upon our financial statements, which have been prepared in accordance with the accounting principles generally accepted in the United States of America. 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 financial statements is critical to an understanding of our financial statements.

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.

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.

Item 3. Quantitative Disclosures About Market Risks

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

Item 4. Controls and Procedures.

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting as of June 30, 2008 using the criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

A material weakness is a deficiency, or combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of our company's annual or interim financial statements will not be prevented or detected on a timely basis. In its assessment of the effectiveness of internal control over financial reporting as of June 30, 2008, our company determined that there were control deficiencies that constituted material weaknesses, as described below.

1.

Due to the significant number and magnitude of out-of-period adjustments identified during the year-end closing process, management has concluded that the controls over the period-end financial reporting process were not operating effectively. Specifically, controls were not effective to ensure that significant non-routine transactions, accounting estimates, and other adjustments were appropriately reviewed, analyzed, and monitored

on a timely basis. This was evidenced by a significant number of out-of-period adjustments noted during the year-end closing process

Management is currently evaluating remediation plans for the above control deficiencies.

Accordingly, our company concluded that these control deficiencies resulted in a reasonable possibility that a material misstatement of the annual or interim financial statements will not be prevented or detected on a timely basis by our company's internal controls.

As a result of the material weaknesses described above, management has concluded that our company did not maintain effective internal control over financial reporting as of June 30, 2008 based on criteria established in

Internal Control Integrated Framework issued by COSO.

PART II - OTHER INFORMATION

Item 1. 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 shareholder, is an adverse party or has a material interest adverse to our interest.

Item 1A. Risk Factors

Our business operations are subject to a number of risks and uncertainties, including, but not limited to those set forth below:

RISKS RELATED TO OUR PROPOSED BUSINESS

If we are not able to devote adequate resources to product development and commercialization, we may not be able to develop its products.

Our business strategy is to develop, manufacture and market its catalytic muffler. 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 its development of its catalytic muffler; and
- successfully introduce and commercialize its 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 management believes that it will be able to finance the continued development of our catalytic muffler through private placements and other capital sources, if they are unsuccessful in bringing our catalytic muffler to market, our company's 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.

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 our 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 its 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 its 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 our 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 our competitive position. Others may independently develop substantially equivalent proprietary information and techniques or otherwise gain access to those 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 and we may continue to have negative cash flows. We have estimated that we will require approximately \$325,000 to carry out our business plan for the twelve months ending June 30, 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 June 30, 2008, we have incurred aggregate net losses of \$1,282,997 and we had working capital deficit of \$279,597 as of June 30, 2008. There is no assurance that we will ever operate profitably or will ever generate positive cash flow in the future.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

On July 10, 2008, we issued 3,609,137 shares of our common stock pursuant to the redemption of convertible notes issued on February 26, 2007. 2,401,464 shares of common stock were issued to a company in which our president, chief executive officer and chairman, Albert E. Hickman holds a minority interest and 1,207,673 of the common stock was 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.

All of the shares were issued to two 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.

Item 3. Defaults Upon Senior Securities.

None.

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

None.

Item 5. Other Information

None.

Item 6. Exhibits.

Exhibits required by Item 601 of Regulation S-K

**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).

10.4 Convertible Loan Agreement dated July 30, 2008 (incorporated by reference from our Current Report on Form 8-K filed on July 31, 2008).

(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)

(31) Rule 13a-14(d)/15d-14(d) 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 1350 Certifications

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

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

ENVIRONMENTAL CONTROL CORP.

(Registrant)

Dated: August 14, 2008

/s/ Albert E. Hickman

Albert E. Hickman

President, Chief Executive Officer and Director

(Principal Executive Officer)

Dated: August 14, 2008

/s/ Gary Bishop

Gary Bishop

Chief Financial Officer and Director

(Principal Financial Officer and Principal

Accounting Officer)