

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

FORM 10-QSB

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

For Quarter Ended: August 31, 2002

Commission File Number 000-49908

REXRAY CORPORATION

(Exact name of registrant as specified in its charter)

COLORADO

75-3056237

(State or other jurisdiction of
incorporation or organization)

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

10077 E. County Line Road, Longmont, Colorado

80501

(Address of principal executive offices)

(Zip code)

(303) 772-3316

(Registrant's telephone number, including area code)

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

Indicate by check 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 X No
--- ---

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

Common stock, no par value

1,160,000

Class

Number of shares outstanding
at October 11, 2002

This document is comprised of 10 pages.

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Part 1. Item 1. Financial Information

REXRAY CORPORATION
(A Development Stage Company)
Condensed Balance Sheet
(Unaudited)

August 31, 2002

Assets

Cash \$ 811
=====

Liabilities and Shareholders' Equity

Liabilities:

Accounts payable and accrued liabilities 750

Total liabilities 750

Shareholders' equity:

Preferred stock --
Common stock 11,600
Additional paid-in capital 1,245
Deficit accumulated during development stage (12,784)

Total shareholder's equity 61

\$ 811
=====

See accompanying notes to condensed financial statements

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REXRAY CORPORATION
(A Development Stage Company)
Condensed Statements of Operations
(Unaudited)

	Three Months Ended August 31, 2002 *	May 2, 2002 (Inception) Through August 31, 2002
	-----	-----
Operating expenses:		
Stock-based compensation:		
Incorporation and organization services ...	\$ --	\$ 8,000
Professional fees	1,535	3,035
Contributed services (Note 2)	1,245	1,245
Rent, related party (Note 2)	300	400
Other	18	104
	-----	-----
Total operating expenses	3,098	12,784
	-----	-----
Loss before income taxes	(3,098)	(12,784)
Income tax provision (Note 3)	--	--
	-----	-----
Net loss	\$ (3,098)	\$ (12,784)
	=====	=====
Basic and diluted loss per share	\$ (0.00)	
	=====	

Basic and diluted weighted average
common shares outstanding 1,156,667
=====

* The Company was incorporated on May 2, 2002; therefore, no comparative period for the three months ended August 31, 2001 is presented.

See accompanying notes to condensed financial statements

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<TABLE>

REXRAY CORPORATION
(A Development Stage Company)
Condensed Statements of Cash Flows
(Unaudited)

<CAPTION>

	Three Months Ended August 31, 2002 *	May 2, 2002 (Inception) Through August 31, 2002
	-----	-----
<S>	<C>	<C>
Net cash used in operating activities	\$(1,103)	\$(2,789)
	-----	-----
Cash flows from financing activities:		
Proceeds from the sale of common stock (Note 4)	200	3,600
	-----	-----
Net cash provided by financing activities	200	3,600
	-----	-----
Net change in cash	(903)	811
Cash, beginning of period	1,714	--
	-----	-----
Cash, end of period	\$ 811	\$ 811
	=====	=====
Supplemental disclosure of cash flow information:		
Income taxes	\$ --	\$ --
	=====	=====
Interest	\$ --	\$ --
	=====	=====

</TABLE>

* The Company was incorporated on May 2, 2002; therefore, no comparative period for the three months ended August 31, 2001 is presented.

See accompanying notes to condensed financial statements

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REXRAY CORPORATION
(A Development Stage Company)

Notes to Unaudited Condensed Financial Statements

Note 1: Basis of Presentation

The condensed financial statements presented herein have been prepared by the Company in accordance with the instructions for Form 10-QSB and the accounting policies in its Form 10-SB for the period ended May 31, 2002 and should be read in conjunction with the notes thereto.

In the opinion of management, the accompanying condensed financial statements contain all adjustments (consisting only of normal recurring adjustments) which are necessary to provide a fair presentation of operating results for the interim periods presented. The results of operations presented for the three months ended August 31, 2002 are not necessarily indicative of the results to be expected for the year.

The Company is in the development stage in accordance with Statements of

Financial Accounting Standards (SFAS) No. 7 "Accounting and Reporting by Development Stage Enterprises". As of August 31, 2002, the Company has devoted substantially all of its efforts to financial planning and raising capital.

Financial data presented herein are unaudited.

Note 2: Related Party Transactions

The Company paid rent to Amery Coast Corporation, an affiliate under common control, for all periods presented. The office space was valued at \$100 per month based on the market rate in the local area and is included in the accompanying financial statements as rent, related party.

An officer contributed time and effort to the Company valued at \$1,245 for the three months ended August 31, 2002. The time and effort was valued by the officers between \$20 and \$75 per hour based on the level of services performed and is included in the accompanying condensed financial statements as contributed services with a corresponding credit to additional paid-in capital.

Note 3: Income taxes

The Company records its income taxes in accordance with SFAS No. 109, "Accounting for Income Taxes". The Company incurred net operating losses during the three months ended August 31, 2002 resulting in a deferred tax asset, which was fully allowed for; therefore, the net benefit and expense resulted in \$-0-income taxes.

Note 4: Shareholders' Equity

During the three months ended August 31, 2002, the Company sold 20,000 shares of its common stock for \$.01 per share. The Company relied upon exemptions from registration believed by it to be available under federal and state securities laws in connection with the sales. The shares were sold through the Company's officer and director. The Company received proceeds from the offering totaling \$200.

REXRAY CORPORATION
(A Development Stage Company)

Notes to Unaudited Condensed Financial Statements

Following is a schedule of changes in shareholders' equity for the three months ended August 31, 2002:

<TABLE>
<CAPTION>

	Common Stock		Additional Paid-In Capital	Deficit Accumulated During Development Stage	Total
	Shares	Amount			
<S>	<C>	<C>	<C>	<C>	<C>
Balance at June 1, 2002	1,140,000	\$ 11,400	\$ --	\$ (9,686)	\$ 1,714
Shares sold in private placement offering at \$.01 per share	20,000	200	--	--	200
Services contributed by an officer	--	--	1,245	--	1,245
Net loss for the three months ended August 31, 2002	--	--		(3,098)	(3,098)
Balance at May 31, 2002	1,160,000	\$ 11,600	\$ 1,245	\$ (12,784)	\$ 61

</TABLE>

Part I. Item 2. Plan of operation

REXRAY CORPORATION
(A Development Stage Company)

PLAN OF OPERATION

The Company intends to seek out, investigate, and pursue a merger, acquisition, or other business combination with an operating entity. There have been no revenues from operations since inception, and none are anticipated prior to completing a business combination.

The Company has no full-time employees, incurs nominal rent and administrative expenses of approximately \$100 per month, and has no other recurring operational expenses except professional fees incurred as necessary. The Company's president devotes approximately ten hours per month, without compensation, to the affairs of the Company. Should the Company not complete a business combination within the next three to six months, the Company plans to raise additional working capital through the sale of its common stock. There is no assurance that the Company will be able to raise the capital needed to maintain its development stage operations.

The Company has no plans to acquire any assets or make any investments prior to completing a business combination.

To date, the Company has not identified a suitable target entity for any type of business combination, and management has no particular type of merger, acquisition, or business opportunity in mind. No restrictions have been placed on management's discretion to seek out and participate in an appropriate business opportunity. Due to limited financial resources, it is anticipated that only a single potential business venture will be pursued.

Selection of an appropriate business opportunity is complex and risky due to the Company's limited financial resources, the speculative nature of operations, management's limited time commitment to the Company, management's potential conflicts of interest, the burdens of being a reporting company, lack of market research, and competition in the marketplace. The Company's success is dependent upon locating and consummating a business combination, and there are no assurances that this will occur.

Special note regarding forward-looking statements

This report contains forward-looking statements within the meaning of federal securities laws. These statements plan for or anticipate the future. Forward-looking statements include statements about our future business plans and strategies, statements about our need for working capital, future revenues, results of operations and most other statements that are not historical in nature. In this Report, forward-looking statements are generally identified by the words "intend", "plan", "believe", "expect", "estimate", and the like. Investors are cautioned not to put undue reliance on forward-looking statements. Except as otherwise required by applicable securities statutes or regulations, the Company disclaims any intent or obligation to update publicly these forward-looking statements, whether as a result of new information, future events or otherwise. Because forward-looking statements involve future risks and uncertainties, these are factors that could cause actual results to differ materially from those expressed or implied.

Part 2. Other Information

REXRAY CORPORATION
(A Development Stage Company)

Item 1 - Legal Information.

No response required.

Item 2 - Changes in Securities.

No response required.

Item 3 - Defaults Upon Senior Securities.

No response required.

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

No response required.

Item 5 - Other Information.

No response required.

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

(a) Exhibits:

1. 99.1: Certification Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 - CEO
2. 99.2: Certification Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 - CFO

(b) Reports on Form 8-K:

None.

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SIGNATURES

The financial information furnished herein has not been audited by an independent accountant; however, in the opinion of management, all adjustments (only consisting of normal recurring accruals) necessary for a fair presentation of the results of operations for the three months ended August 31, 2002 have been included.

Pursuant to the requirements of the Securities and Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

REXRAY CORPORATION
(Registrant)

DATE: October 14, 2002

BY: /s/ James B. Wiegand

James B. Wiegand
President

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

In connection with the Quarterly Report of Rexray Corporation (the "Company") on Form 10-QSB for the period ending August 31, 2002, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, James B. Wiegand, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/ James B. Wiegand

James B. Wiegand
Chief Executive Officer
October 14, 2002

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

In connection with the Quarterly Report of Rexray Corporation (the "Company") on Form 10-QSB for the period ending August 31, 2002, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, James B. Wiegand, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/ James B. Wiegand

James B. Wiegand
Chief Financial Officer
October 14, 2002