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Part 1. Item 1. Financial Information

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

February 28, 2003

Assets

Cash .....	\$ 94
	=====

Liabilities and Shareholders' Deficit

Liabilities:

Accounts payable and accrued liabilities .....	650
	-----
Total liabilities .....	650
	-----

Shareholders' deficit:

Preferred stock .....	--
Common stock .....	11,800
Additional paid-in capital .....	4,130
Deficit accumulated during development stage .....	(16,486)
	-----
Total shareholders' deficit .....	(556)
	-----

\$ 94
=====

See accompanying notes to condensed financial statements

<TABLE>

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

<CAPTION>

	Three Months Ended February 28, 2003 *	Nine Months Ended February 28, 2003 *	May 2, 2002 (Inception) Through February 28, 2003
	-----	-----	-----
<S>	<C>	<C>	<C>
Operating expenses:			
Stock-based compensation:			
Incorporation and organization services	\$ --	\$ --	\$ 8,000

Professional fees .....	1,025	3,115	4,615
Contributed services (Note 2) .....	240	2,730	2,730
Contributed rent (Note 2) .....	300	500	500
Rent paid to related party (Note 2) .....	--	400	500
Other .....	19	55	141
	-----	-----	-----
Total operating expenses ..	1,584	6,800	16,486
	-----	-----	-----
Loss before income taxes ..	(1,584)	(6,800)	(16,486)
Income tax provision (Note 3) .....	--	--	--
	-----	-----	-----
Net loss .....	\$ (1,584)	\$ (6,800)	\$ (16,486)
	=====	=====	=====
Basic and diluted loss per share .....	\$ (0.00)	\$ (0.01)	
	=====	=====	
Basic and diluted weighted average common shares outstanding .....	1,180,000	1,156,667	
	=====	=====	

</TABLE>

\* The Company was incorporated on May 2, 2002; therefore, no comparative periods for the three and nine months ended February 28, 2002 are 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>

	Nine Months Ended February 28, 2003 *	May 2, 2002 (Inception) Through February 28, 2003
	-----	-----
<S>	<C>	<C>
Cash flows from operating activities:		
Net loss .....	\$ (6,800)	\$ (16,486)
Adjustments to reconcile net loss to net cash used by operating activities:		
Contributed rent and services (Note 2) ..	3,230	3,230
Common stock issued for services .....	200	200
Stock-based compensation .....	--	8,000
Changes in operating liabilities:		
Accounts payable and accrued liabilities	650	650
	-----	-----
Net cash used in operating activities .....	\$ (2,720)	\$ (4,406)
	-----	-----
Cash flows from financing activities:		
Capital contributed by officer (Note 2) .....	900	900
Proceeds from the sale of common stock (Note 4)	200	3,600
	-----	-----
Net cash provided by financing activities .....	1,100	4,500
	-----	-----
Net change in cash .....	(1,620)	94
Cash, beginning of period .....	1,714	--
	-----	-----

Cash, end of period .....	\$ 94	\$ 94
	=====	=====
Supplemental disclosure of cash flow information:		
Income taxes .....	\$ --	\$ --
	=====	=====
Interest .....	\$ --	\$ --
	=====	=====

</TABLE>

\* The Company was incorporated on May 2, 2002; therefore, no comparative period for the nine months ended February 28, 2002 is presented.

See accompanying notes to condensed financial statements

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 and nine months ended February 28, 2003 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 February 28, 2003, 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 ("ACC"), an affiliate under common control, from May 2002 through September 2002. 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 paid to related party".

During the period from October 2002 through February 28, 2003, ACC contributed office space to the Company. 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 "contributed rent" expense with a corresponding credit to "additional paid-in capital".

An officer contributed time and effort to the Company valued at \$2,730 for the nine months ended February 28, 2003. 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.

During the three months ended February 28, 2003, an officer contributed \$900 to the Company for working 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 nine months ended February 28, 2003 resulting in a deferred tax asset, which was fully allowed for; therefore, the net benefit and expense resulted in \$-0-

income taxes.

REXRAY CORPORATION  
(A Development Stage Company)

Notes to Unaudited Condensed Financial Statements

Note 4: Shareholders' Equity

During the nine months ended February 28, 2003, 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.

During the nine months ended February 28, 2003, the Company issued 20,000 shares of its common stock to a vendor in exchange for financial printing services. The transaction was valued at the cost of the services rendered. The number of shares issued was based on the contemporaneous sale of common stock to unrelated third parties and other analysis, or \$.01 per share (\$200).

Following is a schedule of changes in shareholders' equity for the nine months ended February 28, 2003:

<TABLE>  
<CAPTION>

	Common Stock		Additional Paid-in	Deficit Accumulated During Development	Total
	Shares	Amount	Capital	Stage	
<S>	<C>	<C>	<C>	<C>	<C>
Balance 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
Shares issued in exchange for financial printing services .....	20,000	200	--	--	200
Working capital contribution by an officer .....	--	--	900	--	900
Services contributed by an officer .....	--	--	2,730	--	2,730
Office space contributed by an affiliate .....	--	--	500	--	500
Net loss for the nine months ended February 28, 2003 .....	--	--	--	(6,800)	(6,800)
	-----	-----	-----	-----	-----
Balance, February 28, 2003	1,180,000	\$ 11,800	\$ 4,130	\$ (16,486)	\$ (556)
	=====	=====	=====	=====	=====

</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. The Company is currently operating on working capital

contributed by the Company's president. 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's president will continue to provide working capital or that 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

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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

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##### REXRAY CORPORATION (A Development Stage Company)

#### Item 1 - Legal Information.

No response required.

#### Item 2 - Changes in Securities.

During the nine months ended February 28, 2003, 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.

During the nine months ended February 28, 2003, the Company issued 20,000 shares of its common stock to a vendor in exchange for financial printing services. The transaction was valued at the cost of the services rendered. The number of shares issued was based on the contemporaneous sale of common stock to unrelated third parties and other analysis, or \$.01 per share (\$200).

#### 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 and nine months ended February 28, 2003 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: April 28, 2003  
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BY: /s/ James B. Wiegand  
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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 February 28, 2003, 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

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James B. Wiegand  
Chief Executive Officer  
April 28, 2003



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 February 28, 2003, 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

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James B. Wiegand  
Chief Financial Officer  
April 28, 2003