

ENTRUST FINANCIAL SERVICES INC  
Form 10QSB  
May 14, 2004

U.S. 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 the quarter ended ended March 31, 2004

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

*Commission File No. 0-23965*

**Entrust Financial Services, Inc.**

(Exact name of small business issuer in its charter)

Colorado  
(State of incorporation)

84-1374481  
(I.R.S. Employer File Number)

Fifth Floor, 6795 E. Tennessee Ave., Denver, Colorado 80224  
(Address of principal executive offices)

(303) 322-6999  
(Issuer's telephone number, including area code)

Securities Registered Under Section 12(b) of the Exchange Act: None

Securities Registered Under Section 12(g) of the Exchange Act:

Common Stock, \$.0000001 per share par value

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 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  No

State the number of shares outstanding of each of the issuer's common equity as of the last practicable date:

<u>Class</u>	<u>Outstanding at March 31, 2004</u>
Common Stock, No Par Value, net of Treasury Stock	2,576,795

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Transitional Small Business Disclosure Format (check one): Yes [ ] No [X]

References in this document to us, we, our, or the Company refer to Entrust Financial Services, Inc. its predecessors and its subsidiaries.

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ITEM 1. Financial Statements:

**ENTRUST FINANCIAL SERVICES, INC.  
CONSOLIDATED BALANCE SHEETS**

	<b>March 31, 2004 (unaudited)</b>	<b>December 31, 2003</b>
	<hr/>	<hr/>
<u>ASSETS</u>		
CURRENT ASSETS		
Cash and cash equivalents	\$ 1,227,254	\$ 1,042,742
Cash, restricted	801,062	500,050
Accounts receivable	69,064	94,773
Mortgage loans held for sale	6,877,113	25,506,524
Prepaid expenses and other current assets	106,853	141,511
	<hr/>	<hr/>
Total current assets	9,081,346	27,285,600
	<hr/>	<hr/>
Property and equipment, net	408,983	398,833
	<hr/>	<hr/>
OTHER ASSETS		
Intangibles, net	1,357,500	1,380,000
Deposits	278,069	389,278
	<hr/>	<hr/>
Total other assets	1,635,569	1,769,278
	<hr/>	<hr/>
TOTAL ASSETS	\$ 11,125,898	\$ 29,453,711
	<hr/>	<hr/>
	<hr/>	<hr/>
<u>LIABILITIES AND STOCKHOLDERS' EQUITY</u>		
CURRENT LIABILITIES		
Warehouse lines of credit	\$ 6,404,743	\$ 24,670,295
Accounts payable	100,069	105,270
Accrued other expenses	1,192,844	1,247,091
Loan indemnification reserve, current portion	159,359	159,359
Convertible Promissory Note, current portion	600,000	2,000,000
Capital lease obligations, current portion	70,622	70,622
	<hr/>	<hr/>
Total current liabilities	8,527,637	28,252,637
Convertible Promissory Note, less current portion	1,400,000	--
Loan indemnification reserve, less current portion	1,035,225	962,707
Capital lease obligations, less current portion	118,023	135,026
	<hr/>	<hr/>
Total liabilities	11,080,885	29,350,370
	<hr/>	<hr/>
STOCKHOLDERS' EQUITY		
Common stock, \$.0000001 par value, 50,000,000 shares authorized, 2,576,795 issued and outstanding for 2004 and 2,576,795 issued and outstanding for 2003	1	1
Paid-in capital	7,583,655	7,583,655
Retained earnings	(7,538,642)	(7,480,315)
	<hr/>	<hr/>
Total stockholders' equity	45,013	103,341
	<hr/>	<hr/>
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$ 11,125,898	\$ 29,453,711
	<hr/>	<hr/>
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See accompanying notes to the unaudited financial statements.

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**ENTRUST FINANCIAL SERVICES, INC.**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
(unaudited)

	<u>March 31,</u> <u>2004</u>	<u>March 31,</u> <u>2003</u>
<b>REVENUE</b>		
Loan origination fees and gain on sale of loans, net of direct costs of \$1,726,643 and \$1,034,729, respectively	\$ 1,930,417	\$ 1,167,735
Interest income	406,853	436,761
Interest expense, warehouse and other debt	(250,621)	(286,019)
	<u>2,086,649</u>	<u>1,318,477</u>
<b>EXPENSES</b>		
Salaries, commissions, and benefits	1,173,962	1,000,942
Occupancy, equipment and communication	149,142	126,794
General and administrative	205,131	254,545
Provision for loan losses	317,908	136,000
Interest Expense, convertible promissory note	241,234	66,662
Depreciation expense	35,101	30,301
Amortization expense	22,500	22,500
	<u>2,144,978</u>	<u>1,637,744</u>
<b>INCOME (LOSS) BEFORE INCOME TAXES</b>	(58,329)	(319,267)
<b>PROVISION FOR INCOME TAXES</b>	--	--
<b>NET LOSS</b>	<u>\$ (58,329)</u>	<u>\$ (319,267)</u>
Basic Earnings per share	<u>\$ (0.02)</u>	<u>\$ (0.13)</u>
Diluted earnings per share	<u>\$ (0.02)</u>	<u>\$ (0.12)</u>
Basic Weighted Average Shares Outstanding	<u>2,576,795</u>	<u>2,396,051</u>
Diluted Weighted Average Shares Outstanding	<u>3,206,795</u>	<u>2,726,051</u>

See accompanying notes to the unaudited financial statements.

**ENTRUST FINANCIAL SERVICES, INC.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(unaudited)

	<b>March 31, 2004</b>	<b>March 31, 2003</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net income (loss)	\$ (58,328)	\$ (319,267)
Non-cash items-		
Depreciation and amortization	57,601	26,562
Provision for loan losses	72,518	(199,664)
Other	--	4,000
(Increase) decrease in-		
Accounts receivable	25,709	55,704
Mortgage loans held for sale	18,629,411	4,137,971
Prepaid expenses and other assets	145,866	138,281
Increase (decrease) in-		
Accounts payable	(5,201)	(86,150)
Accrued other expenses	(54,247)	(212,582)
Net cash provided (used) by operating activities	18,813,329	3,544,855
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Purchase of property and equipment	(45,250)	27,148
Increase in restricted cash	(301,012)	
Net cash provided (used) by investing activities	(346,262)	27,148
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Net borrowings (repayments), warehouse lines of credit	(18,265,552)	(4,346,992)
Repayment of long-term debt	--	(406,711)
Repayments, capital lease obligations	(17,003)	--
Net cash provided (used) by financing activities	(18,282,555)	(4,753,703)
<b>INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>184,512</b>	<b>(1,181,700)</b>
<b>CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR</b>	<b>1,042,742</b>	<b>2,458,425</b>
<b>CASH AND CASH EQUIVALENTS, END OF YEAR</b>	<b>\$ 1,227,254</b>	<b>\$ 1,276,725</b>
<b><u>SUPPLEMENTAL INFORMATION</u></b>		
Cash Paid For Income Taxes	\$ None	\$ None
Cash Paid For Interest	\$ 329,115	\$ 11,723

March 31, 2004	March 31, 2003
_____	_____
_____	_____
_____	_____

See accompanying notes to the unaudited financial statements.

**ENTRUST FINANCIAL SERVICES, INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
 March 31, 2004  
 (unaudited)

**NOTE 1 - BASIS OF PRESENTATION**

Entrust Financial Services, Inc. (the Company) was incorporated on November 8, 1996, under the laws of the State of Colorado as Centennial Banc Share Corporation. The name of the Company was changed to Entrust Financial Services, Inc. as of April 6, 2001. The Company was formed for the purpose of developing and maintaining the business associated with mortgage banking.

Entrust Mortgage, Inc. was incorporated in Colorado in 1999 and is a wholly owned subsidiary of the Company. Entrust Mortgage engages primarily in the origination and wholesale purchase of non-conforming residential mortgage loans in thirty-eight states. The Company's headquarters is located in Denver, Colorado and it has regional sales forces in Colorado, Florida, California and Nevada.

The Company, through its subsidiary, Entrust Mortgage, Inc. is engaged in mortgage banking activities in 37 states. The Company's mortgage banking business is principally focused on wholesale and retail residential mortgage origination activities. The Company primarily originates non-conforming mortgage loans, which are loans that do not conform to FNMA, FHLMC, FHA and VA requirements. The principal deviation from such standards relate to the lower documentation standards where there is a lower loan-to-value ratio, although some do not conform because of the size of the mortgage loan. The Company's underwriting guidelines are based upon the underwriting standards established by investors to whom such loans are sold.

Wholesale loan origination involves the funding by the Company of loans submitted by non-affiliated mortgage brokers. The Company has active contractual relationships with over 600 brokers firms and supports this clientele with traditional telemarketing and a web-based, proprietary automated underwriting system that supports the loan application process 24 hours a day, 7 days a week. In addition, the Company has a regional sales force in Florida, California, Nevada and Colorado supporting the wholesale division. The Company realizes revenue from the sale of such loans to investors for a price greater than the amount paid to the mortgage broker.

Retail loan origination involves the direct solicitation of realtors, builders and prospective borrowers for the origination of mortgage loans. The Company derives revenues from the loan origination fees and the loan premium fee that is received from the purchaser of the loan. Generally, the revenue is shared on a negotiated basis with loan officers and others who procure the loan and assist in the loan origination process. The financial benefits to the Company of the retail division is both as a source of loans for the wholesale division and as a source of loan fees to improve total profits.

Company's management monitors the revenue streams of the various products and services. Operations are managed and financial performance is evaluated on a company-wide basis. Accordingly, all of the Company's mortgage banking operation is considered by management to be aggregated in one reportable operating segment.

**ENTRUST FINANCIAL SERVICES, INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
 March 31, 2004  
 (unaudited)

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The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and with the instructions to Form 10-QSB and Regulation S-B. Accordingly, they do not include all of the information and notes required by accounting principles generally accepted in the United States of America for complete financial statements and should be read in conjunction with the Company's Annual Report on Form 10-KSB for the fiscal year ended December 31, 2003. In the opinion of management, all adjustments considered necessary for a fair presentation of the results of operations have been included. Operating results for the three months ended March 31, 2004 are not necessarily indicative of the results that might be expected for the 12 months ending December 31, 2004.

### Principles of Consolidation

The accompanying financial statements include the accounts of the Company and its wholly owned subsidiary, Entrust Mortgage, Inc. All intercompany balances and transactions have been eliminated.

### Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Actual results could differ from those estimates.

### Cash, Restricted

In connection with the \$2,000,000 convertible promissory note agreement between Entrust Financial Services, Inc. and the lender, the Company has been required to deposit \$100,000 per month into a cash escrow account until it cures the default under the agreement. Under an agreement entered into subsequent to the end of the fiscal quarter, the lender waived the default, and the Company has ceased making further deposits.

### Mortgage Loans Held for Sale

Mortgage loans held for sale are stated at the lower of cost or market determined on an aggregate loan basis. Mortgage loans are stated net of premiums or discounts and deferred net loan costs. Market value for mortgage loans covered by investor commitments is based on commitment prices. Market value for uncommitted loans is based upon current delivery prices.

### Loan Indemnification Reserve

Loans sold to investors by the Company and which met investor and agency underwriting guidelines at the time of sale may be subject to repurchase in the event of specific default by the borrower or subsequent discovery that underwriting standards were not met. The Company may, upon mutual agreement, indemnify the investor against future losses on such loans. The Company has established a reserve for losses related to these representations and warranties.

As of March 31, 2004, the Company has outstanding indemnification agreements with investors totaling \$898,873, requiring current aggregate monthly payments of \$36,316 and expiring October 2004 through July 2006. These liabilities are included as part of the loan indemnification reserve.

### Revenue Recognition

Loan origination fees, net of direct costs, are deferred and recognized over the term of the loan or at the time the loan is sold. Gains or losses from the sale of mortgages are recognized when the proceeds are received from the purchaser. Interest income is accrued and credited to income based on the principal amount outstanding.

Reclassifications

Certain reclassifications have been made to prior year balances to conform to the current year financial statement presentation.

Recently Issued Accounting Pronouncements

The Securities and Exchange Commission (SEC) has issued Staff Accounting Bulletin (SAB) 105, Loan commitments, on valuing mortgage loan rate lock commitment derivatives. The SAB states that a rate lock commitments are written options that should be recorded at zero or recorded as a liability if market interest rates move above the rate committed to the borrower.

The SAB is effective for loan commitments entered into April 1, 2004 or later. The SEC view is consistent with the Company's accounting policy in a stable or rising interest rate environment and would have no effect on the Company in such rate environments. However, the Company generally records a rate lock derivative asset in a falling rate environment, and this asset would not be recordable under the SAB. Accordingly, while the impact of this SAB at April 1, 2004 is currently unknown, the Company expects that net income would decline during periods of falling interest rates due to the inability to record rate lock derivative assets.

**NOTE 2 - WAREHOUSE LINES OF CREDIT**

The Company has a \$23,000,000 warehouse line of credit agreement dated July 2, 2003, expiring May 31, 2004, which provides financing for the Company's origination of mortgage loans. The line of credit bears interest at LIBOR plus 2.25% to 3.75% depending on the underlying collateral. Purchase proceeds are withdrawn from the Company's bank account as funding proceeds from investors are deposited. The underlying mortgages and related documents and instruments collateralize the line of credit. At March 31, 2004, the outstanding principal balance of the warehouse line of credit amounted to \$6,404,743.

The agreement contains certain financial covenants, including maintenance of minimum tangible net worth and equity base, maximum debt to tangible net worth and equity base ratios, minimum current ratio, and limitations on transactions with affiliates and stockholder distributions, as defined in the agreement. As of March 31, 2004 the Company was in compliance with the financial covenants.

The Company entered into a \$30,000,000 Loan Purchase Agreement dated January 9, 2004, expiring on December 31, 2004, which provides 100% funding of the Company's mortgage loans originated. Entrust receives a fee for providing interim servicing functions until the ultimate sale of such loans to the ultimate investor and a service release premium paid by the ultimate investor. The Company has not recorded these loans as Mortgages Loans Held for Sale because these loans are being assigned at the time of closing to the lender and held in the lenders name until the ultimate sale to the investor. At March 31, 2004, the mortgage loans originated and held by the lender for sale to the ultimate investors is \$16,557,450.

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**ENTRUST FINANCIAL SERVICES, INC.**  
NOTES TO FINANCIAL STATEMENTS  
March 31, 2004  
(unaudited)

**NOTE 3 -- CONVERTIBLE PROMISSORY NOTE**

As of March 31, 2004, the Convertible Promissory Note ( Note ) had interest payable at 12% per annum, payable monthly, in arrears, and a 33% final interest payment only upon maturity or prepayment of the Note. The Note is secured by all the assets (e.g. accounts, contracts, intangible assets, furniture & fixtures) of Entrust Mortgage, Inc. In addition, the Company entered into a Pledge Agreement, whereby all the shares of the common stock of Entrust Mortgage, Inc. are held by the lender to ensure timely payment and performance of the obligation. The Note contains financial covenants, which the Company is not in compliance with as of March 31, 2004. In accordance with the Note, the Company has deposited \$800,000 into the sinking fund. As of April 1, 2004, the Company and the Note Holder agreed to restructure the Note by amending and restating the Note. In exchange for the restructuring, the Holder agrees to waive the Company's uncured Events of Default existing under the Note. In addition, the outstanding Principal Amount will bear interest at a rate of 12% per annum, payable monthly in arrears. The Principal Amount will be paid in 20 installments and ending on May 1, 2006 (\$50,000 shall be paid on the first day of each month commencing on April 1, 2004 and ending on September 1, 2004; and \$100,000 shall be paid on the first day of each month commencing on January 1, 2005 and ending on May 1, 2006). As of March 31, 2004, the Final Interest Payment has accrued interest of



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\$822,000. The Company agreed to pay the Note Holder \$500,000 upon execution of the agreement, \$22,000 before July 1, 2004 and \$100,000 on the first day of each month commencing on October 1, 2004 and ending on December 1, 2004. The Note Holder will have the right to convert the principal amount to common stock at \$.50 per share in lieu of payment of principal amount. The Company has the right to prepay the Note at any time.

### NOTE 4 - INTANGIBLE ASSETS

Intangible assets represent the excess of acquisition costs over the fair value of the net assets of acquired businesses, which have been allocated to identifiable intangible assets as follows at December 31, 2003:

Description	Estimated Life	Acquisition Cost	Accumulated Amortization	Net Carrying Value
Client contracts	20 Years	\$1,200,000	\$(280,000)	\$ 920,000
Technology rights	10 Years	200,000	(92,000)	108,000
State licenses	40 Years	400,000	(48,000)	352,000
		<u>\$1,800,000</u>	<u>\$(420,000)</u>	<u>\$1,380,000</u>

Amortization expense will amount to \$90,000 for each of the next five years.

### NOTE 5 - INCOME TAXES

The Company has net operating losses of approximately \$6,800,000 available to offset future consolidated federal and state taxable income through 2023. Based upon the Company's current operating losses and the uncertainty as to future taxable income, a full valuation allowance has been provided for the Company's net deferred tax asset as of March 31, 2004.

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## ENTRUST FINANCIAL SERVICES, INC.

### NOTES TO FINANCIAL STATEMENTS

March 31, 2004

(unaudited)

### NOTE 6 - COMMITMENTS AND CONTINGENCIES

#### Commitments to Originate Loans

The Company regularly enters into commitments to originate loans at a future date subject to compliance with stated conditions. These commitments have off-balance sheet risk to the extent the Company does not have matching commitments to sell the loans, which expose the Company to market risk if interest rates change. The Company is also exposed to credit loss if the loan is originated and the mortgagor does not perform. The collateral upon extension of credit typically consists of a deed of trust in the mortgagor's residential property.

#### Separation Agreements

On July 5, 2002, the Company's Chairman of the Board resigned. Beginning in July 2002 and continuing for a period of forty-eight months, he shall be entitled to an amount equivalent to 15 basis points on the first \$12,500,000 in monthly funding and 5 basis points on the remaining monthly funding on wholesale and retail loans funded by the Company or the Company's lenders on behalf of the Company. The Company and/or Entrust Mortgage shall make payments on the 15th day of each month thereafter for forty-eight consecutive months.

On July 23, 2002 the Company's Chairman of the Advisory Board resigned. The settlement agreement outlined options for a total of 70,000 shares of common stock issued quarterly. As of June 30, 2004, all shares will have been issued and the obligation paid in full.

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**ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS****Use of Forward-Looking Statements**

Some of the statements in this Form 10-QSB, including some statements in Management's Discussion and Analysis of Financial Condition and Results of Operations and Business are forward-looking statements about what may happen in the future. They include statements regarding our current beliefs, goals, and expectations about matters such as our expected financial position and operating results, our business strategy, and our financing plans. These statements can sometimes be identified by our use of forward-looking words such as anticipate, estimate, expect, intend, may, will, and similar expressions. We cannot guarantee that our forward-looking statements will turn out to be correct or that our beliefs and goals will not change. Our actual results could be very different from and worse than our expectations for various reasons. You are urged to carefully consider these factors, as well as other information contained in this Form 10-QSB and in our other periodic reports and documents filed with the Securities and Exchange Commission.

In our Form 10KSB filed with the Securities and Exchange Commission for the year ended December 31, 2003 and in the Footnotes to the unaudited Financial Statements for this report, we identified critical accounting policies and estimates for our business.

**Results of Operations****Three Months Ended March 31, 2004**

Loan origination fees and gain on sale of loans increased from \$2.2 million for 2003 to \$ 3.7 million in 2004. The increase is attributable to the wholesale Division increased funding from \$38.8 million in 2003 to \$63.6 million in 2004. In addition, the Company's retail division increased funding to \$24.1 million for 2004 compared to \$19.6 million in 2003. The loan volume increased substantially from period to period because of the favorable interest rate environment. Revenue realized on each loan sold in 2004 increased by \$400 per unit compared to loans sold in the same period of 2003. Direct cost increased from \$1.0 million in 2003 to \$1.7 million in 2004. The increase was attributed to the increase in loan origination volume.

Interest income declined from \$436,761 for 2003 to \$406,853 for 2004. Warehouse line of credit interest expense decreased from \$286,019 in 2003 to \$250,621 in 2004. The decreases are the result of the Company selling loans to the secondary investor market faster in 2004 compared to 2003. The average days a Mortgage Loan Held for Sale decreased from 59 days in 2003 to 32 days in 2004.

Salaries, commissions and benefits increased from \$1.0 million in 2003 to \$1.2 million in 2004. This 20% increase is consistent with the increase in the numbers of employees and the continued investment in the expansion of the Company's wholesale organization.

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The loan loss provision increased to \$317,908 in 2004 from \$136,000 in 2003. The Company's loan loss reserve can fluctuate from time to time based on management's most current estimate of risk exposure, using past experience and the most available economic circumstances. The increase is primarily attributable to the increase in wholesale loan fundings during the period compared to the same period last year.

Interest expense related to corporate borrowings increased from \$66,662 to \$241,234 in 2004 was the result of the interest paid and accrued on the \$2,000,000 Convertible Promissory Note.

General and administrative expenses decreased from \$254,545 in 2003 compared to \$205,131 in 2004. This decrease was primarily attributable to the Company spending less on third party services such as consultants.

The Company reported a net loss in 2004 of \$58,329 (approximately \$0.02 per share) compared to a net loss of \$319,267 (approximately \$0.13 per share) in 2003.

The Company intends to continue to expand its operations during 2004 through expanded relationships with its customer base and focus on products such as interest only purchases, investment property purchases and jumbo loans. In addition, the Company continues to focus on operational efficiency by measuring and monitoring the banked loan process, including underwriting, account management, closing, funding and loan servicing. The Company realized operational improvements during the quarter and expects this to continue as we expand in 2004.

## Liquidity and Capital Resources

Loan origination increased substantially for the quarter ending in 2004 compared to 2003. The increase is attributable to the wholesale Division increased funding from \$38.8 million in 2003 to \$63.6 million in 2004. In addition, the Company's retail division increased funding to \$24.1 million for 2004 compared to \$19.6 million in.

As a consequence, during the first quarter of 2004, net cash provided by operating activities was \$18.8 million compared to \$3.5 million in 2003. Net cash provided in operating activities is impacted primarily by the origination of and proceeds from the sale of mortgage loans held for sale.

Net cash used in investing activities was minimal in 2003 and approximately \$350,000 in 2004 because the Company deposited \$300,000 into a sinking fund in connection with the requirement of the Convertible Promissory Note.

Net cash used for financing activities in 2004 was \$18.3 million and in 2003 was \$4.8 million primarily because of the net payments on the warehouse line of credit.

The increase in net cash flow from operating, financing, and investing activities was \$0.2 million in 2004 compared to a decrease in cash of \$1.2 million for the same period in 2003.

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The Company's combined warehouse credit facilities provide for a maximum borrowing capacity of \$56 million. We currently have \$22.9 million outstanding on these facilities. Short term capital has been sufficient to meet our current growth trends, but to continue to grow at our projected pace, we will need to seek equity investments to keep our debt to equity ratios in line with our warehouse credit facilities. There are no plans, proposals, arrangements or understandings with respect to the sale or issuance of additional securities. We do not intend to pay dividends in the foreseeable future.

As of April 1, 2004, the Company and the Convertible Promissory Note Holder agreed to restructure the Note by amending and restating the Note. In exchange for the restructuring, the Holder agrees to waive the Company's uncured Events of Default existing under the Note. In addition, the outstanding Principal Amount will bear interest at a rate of 12% per annum, payable monthly in arrears. The Principal Amount will be paid in 20 installments and ending on May 1, 2006 (\$50,000 shall be paid on the first day of each month commencing on April 1, 2004 and ending on September 1, 2004; and \$100,000 shall be paid on the first day of each month commencing on January 1, 2005 and ending on May 1, 2006). As of March 31, 2004, the Final Interest Payment has accrued interest of \$822,000. The Company agreed to pay the Note Holder \$500,000 upon execution of the agreement, \$22,000 before July 1, 2004 and \$100,000 on the first day of each month commencing on October 1, 2004 and ending on December 1, 2004. The Note Holder will have the right to convert the principal amount to common stock at \$.50 per share in lieu of payment of principal amount. The Company has the right to prepay the Note at any time.

## ITEM 3. CONTROLS AND PROCEDURES

### (a) Evaluation of Disclosure Controls and Procedures

As of the end of the period covered by this annual report on Form 10-KSB, we evaluated the effectiveness of the design and operation of its disclosure controls and procedures (as defined in the Securities Exchange Act of 1934 Rules 13a-15(e) and 15d-15(e)). That evaluation was performed under the supervision and with the participation of its management, including its Chief Executive Officer and its Chief Financial Officer. Based on that evaluation, our Chief Financial Officer concluded that the Company's disclosure controls and procedures are effective in timely alerting him to material information relating to Entrust Financial Services required to be included in its periodic SEC filings.

### (b) Changes in Internal Control over Financial Reporting

The Company has made no significant change in its internal control over financial reporting during the most recent fiscal quarter covered by this annual report on Form 10-KSB that has materially affected, or is reasonably likely to materially affect, its internal control over financial reporting.

**PART II OTHER INFORMATION**

**ITEM 1. Legal Proceedings**

There are no material pending legal proceedings, which the Company is a party other than ordinary routine litigation incidental to their business.

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**ITEM 2. Changes in Securities and Use of Proceeds**

None

**ITEM 3. Defaults Upon Senior Securities**

As of March 31, 2004, the Convertible Promissory Note ( Note ) had interest payable at 12% per annum, payable monthly, in arrears, and a 33% final interest payment only upon maturity or prepayment of the Note. The Note is secured by all the assets (e.g. accounts, contracts, intangible assets, furniture & fixtures) of Entrust Mortgage, Inc. In addition, the Company entered into a Pledge Agreement, whereby all the shares of the common stock of Entrust Mortgage, Inc. are held by the lender to ensure timely payment and performance of the obligation. The Note contains financial covenants, which the Company is not in compliance with as of March 31, 2004. In accordance with the Note, the Company has deposited \$800,000 into the sinking fund.

As of April 1, 2004, the Company and the Note Holder agreed to restructure the Note by amending and restating the Note. In exchange for the restructuring, the Holder agrees to waive the Company's uncured Events of Default existing under the Note. In addition, the outstanding Principal Amount will bear interest at a rate of 12% per annum, payable monthly in arrears. The Principal Amount will be paid in 20 installments and ending on May 1, 2006 (\$50,000 shall be paid on the first day of each month commencing on April 1, 2004 and ending on September 1, 2004; and \$100,000 shall be paid on the first day of each month commencing on January 1, 2005 and ending on May 1, 2006). As of March 31, 2004, the Final Interest Payment has accrued interest of \$822,000. The Company agreed to pay the Note Holder \$500,000 upon execution of the agreement, \$22,000 before July 1, 2004 and \$100,000 on the first day of each month commencing on October 1, 2004 and ending on December 1, 2004. The Note Holder will have the right to convert the principal amount to common stock at \$.50 per share in lieu of payment of principal amount. The Company has the right to prepay the Note at any time.

**ITEM 4. Submission of Matters to a Vote of Security Holders**

None

**ITEM 5. Other Information**

None

**ITEM 6. Exhibits and Reports on Form 8-K**

(a) Exhibits: see the attached Exhibit Index following the signature page.

(b) Reports on Form 8-K: none

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**SIGNATURES**

Pursuant to the requirements 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.

Date: May 14, 2004

**Entrust Financial Services Inc.**

By: /s/ Scott J. Sax  
Scott J. Sax  
Chief Executive Officer

By: /s/ Jeffrey D. Rudolph  
Jeffrey D. Rudolph  
Chief Financial Officer

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**EXHIBIT INDEX**  
Form 10-QSB  
Quarter Ended March 31, 2004

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
31.1	Certification of CEO pursuant to Section 302
31.2	Certification of CFO pursuant to Section 302
32.1	Certification of CEO pursuant to Section 906
32.2	Certification of CFO pursuant to Section 906

