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CYCLO3PSS CORP
Form 8-K/A
May 30, 2002

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 8-KA

CURRENT REPORT

Pursuant to Section 13 or 15(d)
The Securities Exchange Act of 1934

May 30, 2002

Date of Report (Date of earliest event reported)

Cyclo3pss Corporation

(Exact name of Registrant as specified in its charter)

| | | |
|------------------------|---------------------|------------------------------------|
| Delaware ----- | 0-22720 ----- | 87-0455642 ----- |
| State of Incorporation | Commission File No. | IRS Employer Identification No. |

7105 South Highland Drive, Suite #102
Salt Lake City, UT 84121

Address of principal executive offices

(801) 972-9090

(Registrant's telephone number)

Item 4. Changes in Registrant's Certifying Accountants

The Audit Committee of the Board of Directors of Cyclo3pss Corporation (the "Company") annually considers and recommends to the Board the selection of the Company's independent public accountants. As recommended by the Company's Audit Committee, the Company's Board of Directors on May 20, 2002, dismissed Ernst & Young LLP ("Ernst & Young") as the Company's independent public

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accountants, and Squire & Company, PC was asked to serve as the Company's independent public accountants effective immediately.

During the two fiscal years ended February 29, 2000 and February 28, 2001, and through the date of this Form 8-KA, there were no disagreements with Ernst & Young, LLP on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedures, which disagreements if not resolved to Ernst and Young's satisfaction would have caused them to make reference to the subject matter of the disagreement in connection with their reports on the Company's consolidated financial statements for such years; and there were no reportable events as defined in item 304 (a) (1) (v) of Regulation S-K. Ernst & Young has not rendered an opinion on the Company's financial statements for the year ended February 28, 2002. Squire & Co. PC has been engaged to render an opinion on the Company's financial statements for the year then ended.

Except for an explanatory paragraph concerning the Company's ability to continue as a going concern, the audit reports of Ernst & Young, LLP on the financial statements of Cyclo3pss for the years ended February 29, 2000 and February 28, 2001, did not contain any adverse opinion or disclaimer of opinion, nor was it qualified or modified as to uncertainty, audit scope, or accounting principles.

The Company provided Ernst & Young with a copy of the foregoing disclosures. A letter from Ernst & Young, LLP dated May 30, 2002 to the Securities and Exchange Commission stating its agreement with such statements is attached as Exhibit 16.

During the years ended February 29, 2000 and February 28, 2001 and through the date hereof, the Company did not consult with Squire & Company, PC regarding the application of generally accepted accounting principles to a specific transaction, either proposed or completed, or the type of audit opinion that might be rendered on the Company's financial statements or any other matters or reportable events as set forth in items 304 (a) (2) (i) and (ii) of Regulation S-K.

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 30, 2002

CYCLO3PSS

By: William R. Stoddard

/s/William R. Stoddard

CEO & Chairman

Principal Executive Officer

EXHIBIT INDEX

The following exhibits are filed herewith:

| Number | Description |
|--------|-------------|
|--------|-------------|

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Letter from Ernst & Young, LLP to the Securities and
Exchange Commission dated May 30, 2002.