

ISSUER INFORMATION AND DISCLOSURE STATEMENT

PURSUANT TO

RULE 15C2-11

August 15, 2005

**HEE CORPORATION, INC.
6209 N K61 HIGHWAY
HUTCHINSON, KS 67205**

INFORMATION AND DISCLOSURE STATEMENT

August 15, 2005

ALL INFORMATION FURNISHED HEREIN HAS BEEN PREPARED FROM BOOKS AND RECORDS OBTAINED FROM THE COMPANY IN ACCORDANCE WITH RULE 15c2-11(a)(5) PROMULGATED UNDER THE SECURITIES AND EXCHANGE ACT OF 1934, AS AMENDED.

NO DEALER, SALESMAN OR ANY OTHER PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATIONS NOT CONTAINED HEREIN OR IN CONNECTION WITH THE COMPANY. ANY REPRESENTATIONS NOT CONTAINED HEREIN MUST NOT BE RELIED UPON AS HAVING BEEN MADE OR AUTHORIZED BY THE COMPANY.

The undersigned hereby certifies that the information herein is true and correct to the best of his knowledge and belief.

Date: August 15, 2005

HEE CORPORATION, INC.

By: s/s Frank Stuckey
Chairman

COPIES OF THIS INFORMATION AND DISCLOSURE STATEMENT ARE AVAILABLE FROM THE ISSUER UPON REQUEST.

HEE CORPORATION, INC.

INFORMATION AND DISCLOSURE STATEMENT

August 15, 2005

ITEM 1: The exact name of the issuer and its predecessor (if any).

HEE Corporation, Inc. formerly The Goldberg Report, Ltd
(hereinafter referred to as the “Company” or “HEE”).

ITEM 2: The address of its principal executive offices.

6209 North K61 Highway
Hutchinson, KS 67502
Phone: (620) 663-3333
Fax: (620) 663-3358
www.HEE-CORP.com

Web site for HEE Corporation, Inc.

www.HEE-CORP.com

Additional Web sites maintained by the Company:

www.HPB84.net

www.hpbWL2000.net

Investor Relations Contact for the Issuer:

Darci Brooks
HEE Corporation, Inc.
6209 North K61 Highway
Hutchinson, KS 67502
Phone: (620) 663-3333
Fax: (620) 663-3358
darci@hee-corp.com

ITEM 3: The state and date of incorporation, if it is a corporation.

HEE Corporation, Inc. (formerly The Goldberg Report, Ltd) was incorporated in the State of Delaware on December 11, 2003. The filing was based upon a ‘name change’ and did not represent a new corporation.

ITEM 4: The exact title and class of each class of securities outstanding.

**Security Symbol: HCCF
CUSIP Number: 42279X 10 3
Common Stock - \$0.00001**

**Security Symbol: HCCFP
CUSIP Number: - 42279X 20 2
Preferred Stock - \$0.00001**

ITEM 5: The par or stated value of the security.

Two Hundred Million (200,000,000) shares of common stock was authorized to be issued in the Articles of Incorporation filed on December 11, 2003. The Company increased this to Five Hundred Million (500,000,000), par value \$0.00001 shares of common stock authorized by Board Resolution on November 12, 2004.

The Company, by Board Resolution, increased the authorized shares from Five Hundred Million (500,000,000) shares of common stock par value \$0.00001, to One Billion (1,000,000,000) shares of common stock with a par value of \$0.00001 on January 12, 2005.

Three Hundred Million (300,000,000), par value \$0.00001 shares of preferred stock was authorized in the Articles of Incorporation on December 11, 2003

On August 25, 2004 the Board of Directors voted to declare a stock dividend of one new preferred share of HEE Corporation, Inc. for each common share held by the common shareholders of record on September 6, 2004. On August 26, 2004 the Board of Directors authorized an additional Fifty Million (50,000,000) shares of Preferred Stock for this stock dividend.

ITEM 6: The number of shares or total amount of the securities outstanding for each class of securities outstanding and a list of securities offerings in the past two years.

A. The number of Shares Outstanding year ended December 31, 2004.

1. HCCF was originally authorized by the Articles of Incorporation of the company to issue Two Hundred Million (200,000,000) shares of common stock and Three

Hundred Million (300,000,000), shares of preferred stock, both with a par value of \$0.00001.

On August 25, 2004 the Board of Directors adopted a Resolution declaring a stock dividend to its common shareholders of one non-transferable preferred share for each common share held on September 6, 2004.

On November 12, 2004 the Board of Directors adopted a Resolution increasing the authorized number of common shares from Two Hundred Million (200,000,000) to Five Hundred Million (500,000,000).

On January 12, 2005 the Board of Directors adopted a Resolution increasing the authorized number of common shares from Five Hundred Million (500,000,000) to One Billion (1,000,000,000).

- 2. There were Nine Hundred Eighty-Seven Million Eight Hundred Thirty-One Thousand and Fifty-Six (987,831,056) common shares issued and outstanding and Seventy-nine Million Three Hundred Forty-Eight Thousand Three Hundred and eighty-five (79,348,385) preferred shares issued and outstanding as of June 30, 2005.**
- 3. Nine Hundred Eighteen Million Eight Hundred Six Thousand and Fifty-Six (918,806,056) shares of the common stock in HCCF are issued and designated as free trading. There are approximately 4,455 shareholders as of June 30, 2005.**
- 4. Sixty-One Million (61,000,000) shares of the Nine Hundred Eighty-Seven Million Eight Hundred Thirty-One Thousand and Fifty-Six (987,831,056) shares of common stock in HCCF are issued and restricted from trading until:**

December 2, 2005 - Thirty Million (30,000,000) Shares

March 11, 2007 - One Million (1,000,000) Shares

March 11, 2007 - Thirty Million (30,000,000) Shares

- B. The number of preferred shares, par value \$0.00001, outstanding on June 30, 2005 is Seventy-Nine Million Three Hundred Forty-Eight Thousand Three Hundred and Eighty-Five (79,348,385).**

C. Securities offerings in the past two years were:

- 1. The Company completed a 504 offering in the State of Texas pursuant to the Securities Act of 1933, Regulation D, rule 504 promulgated thereunder by the Commission. The offering, consisted of One Million Five Hundred Thousand (1,500,000) shares of common stock of the company for \$15,000.00. The securities issued pursuant to the offering, were registered with the State of Texas on April 28, 2004.**
- 2. The Company completed a 504 offering in the State of Texas pursuant to the Securities Act of 1933, Regulation D, rule 504 promulgated thereunder by the Commission. The offering, along with the securities issued pursuant to the offering, were registered with the State of Texas on May 7, 2004 and consisted of One Hundred Fifty-Five Thousand (155,000) shares of common stock of the Company; and, on May 26, 2004 and consisting of Sixty-Nine Thousand Seven Hundred Fifty (69,750) shares of common stock of the Company; and, on June 3, 2004 and consisting of Three Hundred Fifty-Seven Thousand One Hundred Forty-Three (357,143) shares of the common stock of the Company with an aggregated value of \$54,837.50.**
- 3. The Company completed a 504 offering in the States of Texas and Colorado pursuant to the Securities Act of 1933, Regulation D, rule 504 promulgated thereunder by the Commission. The offering, consisting of Four Hundred Fifty-Five Thousand (455,000) shares of the common stock of the Company for \$25,000.00 together with the securities issued pursuant to the offering were registered with the State of Texas on June 7, 2004.**
- 4. The Company completed a 504 offering in the State of Texas pursuant to the Securities Act of 1933, Regulation D, rule 504 promulgated thereunder by the Commission. The offering, consisting of Four Hundred Seventy-Six Thousand One Hundred Ninety (476,190) shares of the common stock of the Company for \$50,000.00 together with the securities issued pursuant to the offering were registered with the State of Texas on June 7, 2004.**

5. The Company completed a Regulation S offering in Canada pursuant to the Securities Act of 1933 promulgated thereunder by the Commission. The offering, consisting of Two Hundred Thousand (200,000) shares of the common stock of the Company for \$35,000.00 were registered with Province of Ontario, Canada on July 5, 2004.
6. The Company completed a 504 offering in the State of Pennsylvania pursuant to the Securities Act of 1933, Regulation D, rule 504 promulgated thereunder by the Commission. The offering, consisting of Two Hundred Seventy-Five Thousand (275,000) shares of the common stock of the Company for \$24,750.00 together with the securities issued pursuant to the offering were registered with the State of Pennsylvania on June 14, 2004.
7. The Company completed a 504 offering in the State of Pennsylvania pursuant to the Securities Act of 1933, Regulation D, rule 504 promulgated thereunder by the Commission. The offering, consisting of Two Hundred Eighty-Six Thousand Four Hundred and Fifty-Eight (286,458) shares of the common stock of the Company for \$27,500.00 together with the securities issued pursuant to the offering were registered with the State of Pennsylvania on June 22, 2004.
8. The Company completed a 504 offering in the State of Texas pursuant to the Securities Act of 1933, Regulation D, rule 504 promulgated thereunder by the Commission. The offering, consisting of Two Million Five Hundred Thousand (2,500,000) shares of common stock of the Company for \$7,312.50 together with the securities issued pursuant to the offering, were registered with the State of Texas on January 19, 2005.
9. The Company entered into a Consulting Agreement with Stoneridge Capital, LLC on March 11, 2004 in consideration of 24,000 shares of the common stock of the Company. Stoneridge Capital, LLC is located at 13215 Verde River Drive, Suite 1, Fountain Hills, Arizona. The purpose of the Consulting Agreement was to

research and develop a corporate profile for the Company; provide web site information and distribution services; and, was for a period of four (4) months.

10. The Company entered into a Consulting Agreement with Equitilink, LLC on April 17, 2004 in consideration of 1,500,000 shares of the common stock of the Company. Equitilink, LLC is located at 4275 Executive Square, Suite 220, LaJolla, CA 92037. The purpose of the Consulting Agreement was to obtain public relations and corporate communications services with shareholders and the investment banking community.
11. The Company entered into a Consulting Agreement with Avalon Partners, Inc., 60 Broad Street, Suite 3403, New York, NY 10004 for a two-year period in consideration for 12,000,000 shares of the common stock of the Company. The purpose of the Consulting Agreement was to provide financial consulting services and advice pertaining to the Company's business affairs and, specifically, to assist the Company in developing, studying and evaluating financing, merger and acquisition proposals; prepare reports and studies when advisable, and assist in negotiations and discussions pertaining thereto.

ITEM 7: The name and address of the transfer agent.

The Issuer's Stock Transfer Agent during 2004 was:

**David Corwin
First Public Securities Transfer Corporation
4546 B-10 El Camino Real #288
Los Altos, CA 94022
Phone: (310) 770-6689
Fax: (310) 861-5311
adman@firstpublicsecurities.com**

The address in Canada for the Stock Transfer Agent is:

**David Corwin
First Public Securities Transfer Corporation
3266 Yonge Street
Suite 1203
Toronto, Ontario M4N3P6**

The former transfer agent is registered under the Exchange Act and is regulated by the Securities and Exchange Commission.

On February 11, 2005 the Company entered into an agreement with a new Stock Transfer Agent. The Company's Stock Transfer Agent is:

Michael Ajzenman
Madison Stock Transfer
P. O. Box 145
Brooklyn, New York 11229-0145
Phone: (718) 627-4453
Fax: (718) 627-6341
msti@verizon.net

The current transfer agent is registered under the Exchange Act and is regulated by the Securities and Exchange Commission.

ITEM 8: The nature of the issuer's business.

HEE Corporation (OTCPK:HCCF) is a publicly-traded company committed to improving the quality of life through the research, development and distribution of products, services and nutraceuticals that address many of the causes of metabolic syndrome. Metabolic syndrome is quickly being recognized by the medical community as one of the most prevalent health conditions in the United States.

HEE Corporation has developed several breakthrough nutraceuticals that address disease states resulting from metabolic syndrome, namely diabetes and obesity. These include HPB-84, which safely and effectively stabilizes and maintains normal blood glucose levels for diabetics; and HPB-WL2000, that can help those suffering obesity-related health problems lose weight.

By addressing the root causes of metabolic syndrome, instead of using prescription medications that mask the effects or simply treating symptoms, HEE Corporation is poised to become the recognized leader in herbal supplements and nutraceuticals. According to the Centers for Disease Control, metabolic syndrome affects 1 in 4 adults and 44 percent of people 50 years and older. More than 18 million Americans of

all ages have diabetes, the most common metabolic syndrome-related disease. This includes more than 13 million people already diagnosed and an estimated 5.2 million undiagnosed people.

The cost of treating patients with conventional therapies is skyrocketing. *Health Affairs*, an online journal of health policy and research, recently reported that spending for metabolic syndrome-related conditions, such as obesity and obesity-related illness, grew to 11.4 percent of all health care spending in 2002. According to the American Diabetes Association, total and indirect cost of diabetes care and medical services topped \$132 billion. Direct costs totaled \$92 billion with an additional \$40 billion in indirect costs, including disability, work loss and premature mortality. Overall, the risk for death among people with diabetes is about two times that of people without diabetes.

A. Business Development. Describe the development of the issuer and material events during the last three years so a potential investor can clearly understand the history and development of the business. If the issuer has not been in business for three years, provide this information for any predecessor company. This business development description should also specifically include:

1. the form of organization of the issuer (e.g., corporation, partnership, limited liability company, etc.);

HCCF was incorporated under General Corporate Law of the State of Delaware on December 11, 2003 under the name of HEE Corporation, Inc.

2. the year that the issuer (or any predecessor) was organized;

HEE Corporation, Inc. was organized by the filing of Articles of Incorporation with the State of Delaware on December 11, 2003. The predecessor company, The Goldberg Report, Ltd, was organized on September 19, 2002 as a Canadian Company.

3. the issuer's fiscal year end date;

The fiscal year end date for the company is December 31.

4. whether the issuer (and/or any predecessor) has been in

bankruptcy, receivership or any similar proceeding;

The predecessor company and HEE Corporation, Inc. has not and is not in the process of filing bankruptcy, receivership or any similar proceeding.

5. any material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets not in the ordinary course of business;

The Company has not made any material reclassifications, mergers, consolidations, or purchases or sales of any significant amount of assets.

6. any default of the terms of any note, loan, lease, or other indebtedness or financing arrangement requiring the issuer to make payments;

No.

7. any change of control;

No. HEE Corporation, Inc. has not had any change of control but will notify Pinksheets if any changes occur.

HEE Corporation, Inc. does state that Sandy Winick resigned as President of HEE Corporation, Inc. on December 1, 2004. On December 8, 2004, Radley Brooks was named as the President/CEO of HEE Corporation, Inc. to serve in an interim capacity until a new Chairman or President was selected.

On January 19, 2005, Herbert L. Becker was named as Interim Chairman/CEO of HEE Corporation, Inc.

On March 25, 2005, Herbert L. Becker resigned as interim Chairman/CEO of HEE Corporation, Inc.

On March 28, 2005, Frank A. Stuckey was named Chairman of HEE Corporation, Inc. and Radley A. Brooks was reaffirmed as President/CEO of the company.

8. any increase in 10% or more of the same class of outstanding equity securities;

On August 25, 2004 the company's Board of Directors declared a stock dividend of one preferred share for each common share held on September 6, 2004.

On November 12, 2004 the company increased the number of authorized shares of common stock from 200,000,000 to 500,000,000. There was no change in the number of authorized preferred shares.

On January 12, 2005 the company increased the number of authorized shares of common stock from 500,000,000 to 1,000,000,000. There was no change in the number of authorized preferred shares.

9. describe any past, pending or anticipated stock split, stock dividend, re-capitalization, merger, acquisition, spin-off, or reorganization;

On August 25, 2004 the company's Board of Directors declared a stock dividend of one preferred share for each common share held on September 6, 2004.

On November 12, 2004 the company increased the number of authorized shares of common stock from 200,000,000 to 500,000,000.

On January 12, 2005 the company authorized an increase in the number of shares of common stock from 500,000,000 to 1,000,000,000.

10. any delisting of the issuer's securities by any securities exchange or NASDAQ; and

The company's securities have not been de-listed and are not in the process of being de-listed by the Securities and Exchange Commission or NASDAQ.

11. any current, past, pending or threatened legal proceedings or administrative actions either by or against the issuer that could have a material effect on the issuer's business, financial condition, or operations. State the names of the principal parties, the nature and current status of the matters, and the amounts involved.

No, there are no current, past, pending, or threatening

legal proceedings or administrative actions.

B. Business of Issuer. Describe the issuer's business so a potential investor can clearly understand it. Please also include, to the extent material to an understanding of the issuer, the following specific items:

1. the issuer's primary and secondary SIC Codes;

The Primary SIC Code for the company is 5090 and the secondary SIC Code is 8071.

2. if the issuer has never conducted operations, is in the development stage or is currently conducting operations;

The company is currently in the developmental stage. It is anticipated the Company will begin actively marketing products within the 3rd quarter of 2005.

3. state the names of any parent, subsidiary, or affiliate of the issuer, and describe its business purpose, its method of operation, its ownership, and whether it is included in the financial statements attached to this disclosure document;

Not applicable.

4. the effect of existing or probable governmental regulations on the business;

The company's primary interest in health care products subjects it to an ever changing body of law, rules, regulations, and supervision. Most notable is the flagship product HPB-84, a nutraceutical, which is subject to review of the Food and Drug Administration (FDA) and all marketing materials are further subject to the review, rules, and regulations of the Federal Trade Commission (FTC). The Company has retained the services of Buchanan Ingersoll, P.C., a law firm well experienced in representing clients who manufacture, distribute and import herbal supplements and nutraceuticals. Buchanan Ingersoll PC is one of the 120 largest law firms in the nation, and has 340 attorneys practicing in its offices throughout the United States. Their attorneys have experience in a range of industries such as pharmaceutical and biomedical, technology, financial institutions, construction, security alarm,

franchise and real estate. Within these and other industries, their attorneys focus on more than 65 different practice areas including corporate finance, litigation, tax, government relations and health care. The firm serves national and international clients that include Fortune 500 corporations, start-ups, technology companies and financial institutions. The law firm advises and informs the company as to any pending or proposed legislation or laws that might effect the ability of the company to market and distribute its product(s).

HEE Corporation, Inc. can not use the word “treatment” in any of its marketing or promotional materials. Structure/function claims are not subject to FDA (Food & Drug Administration) review and approval but they are subject to FTC (Federal Trade Commission) enforcement.

If a dietary supplement or nutraceutical makes such a claim, it must state in a disclaimer that the FDA has not evaluated the claim, and that the dietary supplement is not intended to “diagnose, treat, cure or prevent any disease,” because only a drug can legally make such a claim.

Before the Company can make a “Qualified Health Claim” it must first have obtained “Significant Scientific Agreement” and petition the FDA for approval of the qualified health claim. In simple terms, we are unable to submit such a petition until we have completed at least one double-blinded placebo controlled study. That study, at a major university in a south central state, is awaiting IRB approval before it can commence. The Company is prohibited from disclosing the name of the University or Chief Investigator due to an Agreed Confidentiality and Non-Disclosure Agreement.

As a matter of information, since 1993, the FDA has approved a total of only 12 health claims. (Calcium and osteoporosis; Dietary fat and cancer; Sodium and hypertension; Dietary saturated fat and cholesterol and risk of coronary heart disease; Fiber-containing grain products, fruits, and vegetables, and cancer; Fruits, vegetables, and grain products that contain fiber, particularly soluble fiber, and risk of coronary heart disease; Fruits and vegetables and cancer; Folate and neural tube defects; Dietary noncariogenic

carbohydrates sweeteners and dental caries; Soluble fiber from certain foods and risk of coronary heart disease; Soy protein and risk of coronary heart disease; and Plant/stenol/stanol esters and risk of coronary heart disease.)

Essentially, all of these QHCs (Qualified Health Claims) contain qualifiers such as “may reduce..., do not promote tooth decay..., and, most recently in the case of walnuts ...” [D]iets including walnuts can reduce the risk of heart disease.

Contact information for Buchanan Ingersoll, P.C. is:

Donald Segal
Buchanan Ingersoll, P.C.
1776 K Street N.W.,
Suite 800
Washington, DC 20006-2365
Phone: (202) 452-7959
Fax: (202) 452-6057
siegalde@bipc.com

The FDA has been authorized and empowered by Congress to implement new rules and regulations governing Good Manufacturing Processes. Although the FDA has not yet published or announced the rules and regulations pertaining to Good Manufacturing Processes, the Company, on its own initiative has and does require the manufacturer of HPB-84 to provide the appropriate Seal of Good Manufacturing.

5. an estimate of the amount spent during each of the last two fiscal years on research and development activities, and, if applicable, the extent to which the cost of such activities are borne directly by customers;

The Company has spent a great deal of time, preparation, labor, and money on the research and development of the Company and it can only give an estimate of the amount of time and preparation spent for the Research and Development of the Company. The company estimates the value and cost of Research and Development for Company product(s) to be in excess of \$1,000,000. The cost of Research and Development,

together with the cost of acquiring the product(s) of the Company is one of the considerations in establishing the market price of Company product(s). It is expected the cost of Research and Development will ultimately be passed through to potential customers over a period of time, generally five to seven years.

6. costs and effects of compliance with environmental laws (federal, state and local); and

The company is not producing any products that are hazardous to the environment and does not foresee any changes that could adversely affect the environment. All products and services are environmentally friendly.

7. number of total employees and number of full-time employees.

The company currently has a total of five (5) employees, of which five employees of the company are considered full time.

C. Investment Policies. For any investments that the issuer has, provide clear descriptions of the investments, any restrictions or impairments the investments may have and the policies used to value and/or depreciate such assets from a financial and tax perspective. State whether there are any limitations of the percentage of assets which may be invested in any one investment, or type of instrument, and indicate whether such policy may be changed without a vote of security holders. State whether the issuer's policy is to acquire assets primarily for possible capital gain or primarily for income.

The company plans to continue to fund its efforts through borrowings and all assets that will possibly be acquired will be used to generate income for the company. The company does not own any property, other than intellectual property, and currently does not plan to invest in securities, real estate, or operating facilities.

On August 30, 2004 the company entered into an agreement to purchase the land, buildings, and assets of the Hertzler Halstead Hospital in Halstead, Kansas. Due to legal, environmental, and related issues, the Company determined on October 28, 2004 that it would

not be in the best interest of the company to continue to pursue the purchase of the facility. Accordingly, the Company forfeited an earnest money deposit in the amount of \$100,000.00 as liquidated damages in order to secure a release from the Purchase Agreement.

In October 2004 the company examined and considered an additional Office Building in the Kansas City, Kansas area. After further consideration and deliberation, the Company discontinued the search for additional real estate.

It is the current opinion of Company management that investments in real estate would not be in the best interests of the Company and its capital can be put to better use and purpose.

ITEM 9: The nature of products or services offered.

In responding to this item, please describe the following so that a potential investor can clearly understand the products and services of the issuer:

1. principal products or services, and their markets;

HEE Corporation, Inc. has the exclusive world wide distribution rights to a nutraceutical known as HPB-84. An herbal supplement, HPB-84 has been shown to be effective and has demonstrated significant promise when used as part of an overall treatment protocol for Type II Diabetic patients.

Diabetes is the 5th leading cause of death in the US and is growing at alarming proportions. By 2012, diabetes is predicted to be the number one leading cause of death in the U.S. By 2012, diabetes is expected to affect over 33 million people in the US alone at a cost of more than \$200 billion per year.

Currently, diabetics rely on various combinations of medications and dietary restrictions in order to keep their diabetic symptoms in check. However, as the illness progresses, sufferers are often forced to add 2nd and 3rd or more medications to their treatment regimens and/or resort to painful insulin injections. Furthermore, many medications have undesirable side effects such as weight gain, nausea, and restlessness.

The HEE (Health Excellence through Exploration) Corporation (“HEE Corp”, “HEE”, or “Company”) is a publicly traded company that was founded to provide a promising herbal supplement (nutraceutical) for Type 2 diabetes. HEE has named the product “HPB-84”.

HPB-84 – a combination of natural ingredients known to promote metabolic health – was developed in Southwest Asia where it has received widespread acclaim for its perceived ability to effectively stop diabetes. HPB-84 testing was completed during the first half of 2005.

Over the past few months the Company has developed a new nutraceutical for weight loss. The product, HPB WL-2000, completed the testing during the 2nd quarter of 2005; has been manufactured and is now being offered for sale through an e-commerce website, www.hpbWL2000.net

HPB-WL2000: This weight loss nutraceutical helps improve the quality of life for sufferers of metabolic syndrome by helping them lose weight, which is often the first step patients can take to improve their health. HPB-WL200’s proprietary blend of herbal ingredients help patients reduce the formation of fatty tissue, normalize food cravings, and help maintain a normal cholesterol level. Obesity, the traveling companion and major precursor of Type II Diabetes has become a major health problem in the United States.

There are currently in excess of 18.1 million Type II Diabetics in the United States. Diabetes is today, the 5th leading cause of death in the United States. Current forecasts predict that Diabetes will be the leading cause of death in the United States by 2012.

HEE (Health Excellence through Exploration) Corporation will continue to seek out and bring to market other health care products, devices and services to the domestic and international market place.

2. distribution methods of the products or services;

HEE Corporation, Inc. has developed new websites, www.hpb84.net and www.hpbWL2000.net for the marketing of its products and is currently negotiating to establish ‘affiliate programs’ with major internet

marketers for the sale of the Company's products. It is anticipated those agreements will become effective not later than the end of August 2005.

The Company is nearing completion of its planning to utilize Sales Consultants/Manufacturing Representatives for its direct sales/marketing programs for physicians, related health care providers, and retail sales outlets.

3. status of any publicly announced new product or service;

The HPB-84 nutraceutical as well as HPB WL-2000 are now available for sale through the Company operated web sites.

4. competitive business conditions, the issuer's competitive position in the industry, and methods of competition;

The Company aims to become a market leader in the field of diabetes treatment and metabolic syndrome. HEE seeks to maximize revenues from its HPB-84 diabetes product on the shoulders of a national network of Wellness Centers. At the same time, HEE strives to use the availability of its diabetes targeted nutraceutical as a means to generate widespread demand for the Wellness Centers.

HPB-84 currently drives the Company's business engine and its distribution must be handled effectively to promote exposure and sales revenues. The HPB-84 product will be sold through several distribution channels.

5. sources and availability of raw materials and the names of principal suppliers;

Raw materials for the manufacture of HPB-84 are found in India and other areas in middle eastern countries.

6. dependence on one or a few major customers;

The method of distributing the company's product through controlled distribution networks with broad geographic locations will permit the company to avoid becoming dependent upon only a few major customers.

7. patents, trademarks, licenses, franchises, concessions, royalty agreements or labor contracts, including their duration; and

It is likely if not probable that other companies will attempt to imitate HEE's products and/or services as HEE gains market acceptance. Successful attempts could erode market share, depress prices, and potentially soil HEE's name (in cases where consumers mistake HEE for inferior competitors). Accordingly, protecting its intellectual property is a top priority which HEE is pursuing on several fronts.

Secrecy: HEE will maintain as much secrecy about its product formulas and business practices as is permitted by law. Additionally, it will take all possible measures to conceal the sources of its rare ingredients.

Credibility: By the time any direct competitors enter the arena, HEE will have already established a solid footprint bolstered by reviews from prestigious journals and a network of on-board medical professionals. Furthermore, HEE will have significant control over its distribution channels. HEE plans to use its accumulated credibility as a means to further improve its position against competitors and/or discredit competing products.

Legal: HEE consults with IP-related counsel and is currently in the process of developing a national IP protection strategy. While full Rx patent protection may not be a viable short-term goal, HEE plans to use legal means to slow or stop its competitors' advance. In essence, HEE will apply for a myriad of trademarks, process patents, and product patents in numerous jurisdictions for the primary purpose of creating a legal high ground for itself when disputes arise.

8. the need for any government approval of principal products or services. Discuss the status of any requested government approvals.

Pre-market clearance is required for most medical products, devices, procedures, and drugs. Herbal Supplements, Dietary Supplements, and Nutraceuticals do not require pre-market clearance if the products

and/or ingredients were marketed in the United States prior to 1994. All of the ingredients in the Company's proprietary products, HPB-84 and HPB WL-2000, were marketed prior to 1994 and do not require pre-market clearance from the FDA.

ITEM 10: The nature and extent of the issuer's facilities.

The Company sub-leases approximately 2,600 square foot Office Building from A.A.T. Investments, Inc. on a triple net basis at the rate of \$10.85 per square foot. The amount of the annual rent is \$28,250.00 and the company is responsible for taxes, insurance, maintenance, utilities, and grounds keeping. The lease is a one-year lease and expired in March 2005. The Company has renewed the lease for a three-year term. The Office Building is located at 6209 North K61 Highway, Hutchinson, Kansas 67502.

The Company owns no real estate nor does it have any current plans to acquire any.

ITEM 11: The name of the chief executive officer, members of the board of directors, as well as counsel, accountant and public relations consultant.

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant shareholders. In responding to this item, please provide the full names, business addresses, employment histories (which should list all previous employers for the past 10 years, positions held, responsibilities and employment dates), board memberships, other affiliations, and number of securities (and of which class) beneficially owned by each such person, which information must be no older than the end of the most recent fiscal year, for the issuer's:

The company recognizes the importance of having experienced management and top advisors on board. HEE Corp is in the process of establishing an independent Board of Directors comprised of top experts from scientific, academic, private industry fields, licensed professionals, and consultants. They will provide important guidance and independent advice for the successful operation of the Company's business activities. Upon the successful testing of its HPB-84

product, the Company expects to add a top diabetes expert to serve on its Board.

a. Executive Officers;

The following list sets forth the name, address and position of each executive officer and director of the Issuer as of the date hereof.

<u>Name</u>	<u>Position</u>
Frank A. Stuckey HEE Corporation, Inc. 6209 N K61 Highway Hutchinson, KS 67502 Phone: (620) 663-3333 Fax: (620) 663-3358	Chairman
Radley Brooks HEE Corporation, Inc. 6209 N K61 Highway Hutchinson, KS 67502 Phone: (620) 663-3333 Fax: (620) 663-3358	President/CEO
Darci Brooks Director Investor Relations HEE Corporation, Inc. 6209 N K61 Highway Hutchinson, KS 67502 Phone: (620) 663-3333 Fax: (620) 663-3358	Secretary
Debbie George HEE Corporation, Inc. 6209 N K61 Highway Hutchinson, KS 67502 Phone: (620) 663-3333 Fax: (620) 663-3358	VP Operations

b. Directors;

Frank A. Stuckey
HEE Corporation, Inc.

**6209 N K61 Highway
Hutchinson, KS 67502
Phone: (620) 663-3333
Fax: (620) 663-3358**

**Radley Brooks
6209 N K61 Highway
Hutchinson, KS 67502
Phone: (620) 663-3333
Fax: (620) 663-3358**

c. General Partners;

N/A

d. Investment Banker

N/A

e. Promoters;

N/A

f. Control Persons;

N/A

g. Counsel;

Richard Benjes/Carmin Bua

h. Accountant or Auditor; and

Currently examining candidates for Accountant and Auditor

i. Public Relations Consultant (s).

Media ImPRessions

j. Any other advisor (s) that assisted, advised, prepared or provided information with respect to this disclosure documentation.

Wayne Clark, JD

Please also identify whether any of the foregoing persons have, in the last five years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

None of the officers, control persons, consultants and advisors have been convicted or named as a defendant in any criminal proceeding.

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

None

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the SEC, the CFTC, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

None

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended or otherwise limited such person's involvement in any type of business or securities activities.

None of the officers, control person, consultants or advisors has a finding or judgment by a court of competent jurisdiction (in a civil action), the SEC, the CFTC, or a state securities regulator of a violation of federal or state securities or commodities law.

The following table sets forth the ownership for each class of equity securities of the Issuer owned beneficially and of record by all directors and officers of the Issuer.

<u>Name and Position</u>	<u>Common Stock Owned</u>	<u>Percentage Owned</u>
Frank A. Stuckey, Chairman	341,500	less than 1%
Radley Brooks, President	113,000	less than 1%
Darci Brooks, Secretary	20,000	less than 1%
Debbie George, VP	47,000	less than 1%

To the extent not otherwise disclosed in response to the foregoing, provide a list of the name, address and shareholdings all persons holding more than five percent (5%) of any class of the issuer's equity securities.

The following table sets forth the ownership for each class of equity securities of the Issuer owned beneficially and of record on June 24, 2005 of the name and shareholdings of all persons holding more than five percent (5%) of any class of the issuer's equity securities.

<u>Name</u>	<u>Common Stock Owned</u>	<u>Percentage</u>
Cede & Company P. O. Box 222 Bowling Green Station New York, N.Y. 10274	905,939,248	91.81%

<u>Name</u>	<u>Preferred Stock Owned</u>	<u>Percentage</u>
Cede & Company P. O. Box 222 Bowling Green Station New York, N.Y. 10274	72,448,771	91.31%

To the extent not otherwise disclosed, if any of the above shareholders are corporate shareholders, provide the disclosure requested in this item as to person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders.

To the extent not otherwise disclosed, describe any relationships existing among and between the issuer's officers, directors and shareholders.

To the extent not otherwise disclosed, describe all relationships and affiliations among and between the shareholders and the issuer, its predecessors, its present and prior officers and directors, and other shareholders.

ITEM 12: The issuer's most recent balance sheet and profit and loss and retained earnings statements.

The issuer should include the below financial statements in the disclosure document or if attached provide a list in the disclosure document describing the attached financial statements, the balance sheet date and the date published. The issuer should provide a summary of the types of information that the Company will provide to security holders in the future and the schedule for providing this information.

The financial statements requested pursuant to this item should be prepared in accordance with U.S. generally accepted accounting principles (U.S. GAAP)². For information regarding U.S. GAAP, see <http://cpaclass.com/gaap/gaap-us-01a.htm>. The issuer should provide adequate disclosure of their current financial position which should include for the most recent fiscal year and any interim quarters:

- 1) a balance sheet,
- 2) a statement of income,
- 3) a statement of cash flows and
- 4) a statement of changes in stockholders' equity.

The balance sheet should be of the end of the issuer's (or its predecessor's) most recent fiscal year and the other financial statements (2, 3 and 4) should be for the 12 months preceding the date of such balance sheet.

The issuer should also provide interim financial statements as of the most recent fiscal quarter, which include a balance sheet as of the end of the most recent fiscal quarter and statements of income, cash flows and changes in shareholder's equity for the interim period up to the date of such balance sheet and the comparable period of the preceding fiscal year.

Information contained in annual financial statements will not be considered current more than 90 days after the end of the issuer's fiscal year immediately following the fiscal year for which such statement are provided, or with respect to quarterly financial statements, more than 45 days after the end of the quarter immediately following the quarter for which such statements are provided.

All such financial statements should either be audited or contain a certification by the chief financial officer of the issuer, or any other person responsible for the preparation of such statements, that such statements, and the notes thereto, present fairly, in all material respects, the financial position of the issuer and the results of its operations and cash flows for the periods presented, in conformity with accounting principles generally accepted in the United States, consistently applied. In the event that the person providing such certification did not prepare all or some of such statements, disclose the names, position and responsibilities of any persons or entities that were engaged to prepare or provide such information.

Financial information for the Issuer for the period ending December 31, 2004; March 31, 2005; and, June 30, 2005 is attached.

ITEM 13: Similar financial information for such part of the 2 preceding fiscal years as the issuer or its predecessor has been in existence.

Attached

Please refer to the instructions to item (xii) above in responding to this requirement that adequate financial information be made publicly available for the issuers preceding two years.

ITEM 14: Whether any quotation is being submitted or published directly or indirectly on behalf of the issuer, or any director, officer or any person, directly or indirectly the beneficial owner of more than 10 percent of the outstanding units or shares of any equity security of the issuer, or at the request of any promoter for the issuer, and, if so, the name of such person, and the basis for any exemption under the federal securities laws for any sales of such securities on behalf of such person.

To the best of Company's knowledge, information and belief, quotations with respect to the Issuer's common stock are not being submitted or published, directly or indirectly, on behalf of the Issuer or on behalf of a director, officer, or beneficial owners of more than 10% percent of the common stock that is issued and outstanding.

CERTIFICATION

I, Frank A. Stuckey, hereby certify that I have reviewed the Information and Disclosure statement, Exhibits, and all notes thereto and; I, having full authority to sign on behalf of the company hereby certify that the information is complete and presented fairly, in all material respects.

Dated the 15th day of August, 2005.

**Certified by: /s/ Frank A. Stuckey
Chairman**

HEE Corporation

Financial Statements

For the Period Ending 3/31/2005

Consolidated Balance Sheets

March 31, 2005 and December 31, 2004

(Expressed in United States Dollars)

(Unaudited)

	2005	2004
ASSETS		
Current		
Cash	\$ 16,458	\$ 38,982
Other	\$ 104,022	\$ 209,787
Initial Investment	\$ 3,000,000	\$ 3,000,000
	<u>\$ 3,120,480</u>	<u>\$ 3,248,769</u>
LIABILITIES		
Current		
Accounts payable	\$ 22,254	\$ -
Other	\$ 260,749	\$ 85,848
	<u>\$ 283,003</u>	<u>\$ 85,848</u>
Long Term		
Convertible Debentures	\$ 3,000,000	\$ 3,000,000
	<u>\$ 3,283,003</u>	<u>\$ 3,085,848</u>
STOCKHOLDERS' DEFICIENCY		
Capital Stock	645,684,800	604,685,073
Accumulated Deficit	<u>\$ (1,517,008)</u>	<u>\$ (1,183,617)</u>

APPROVED ON BEHALF OF THE BOARD

"Frank A. Stuckey"

Director, Chairman

"Radley Brooks"

Director, President**HEE Corporation**

Consolidated Statement of Changes in Stockholders' Deficiency

(Expressed in United States Dollars)

	Number of Shares	Accumulated Deficit	Shareholders' Deficiency
Balance, January 1, 2005	604,685,073	\$ (1,183,617)	\$ (1,183,617)
Net Loss		\$ (333,391)	\$ (333,391)
Shares Issued	40,999,727		
Balance, March 31, 2005	645,684,800	\$ (1,517,008)	\$ (1,517,008)

HEE Corporation

Consolidated Statement of Operations

Three Months Ended March 31, 2005 and 2004

(Expressed in United States Dollars)

(Unaudited)

	2005	2004
Revenue	\$ -	\$ -
Expenses		
Professional fees	\$ 27,600	\$ 94,143
General and administrative	\$ 305,791	\$ 1,088,474
	<u>\$ 333,391</u>	<u>\$ 1,182,617</u>
Net Loss	<u>\$ (333,391)</u>	<u>\$ 1,182,617</u>
Loss per weighted average number of shares outstanding- basic and diluted	<u>\$ (0.000533)</u>	
Weighted average number of shares outstanding- basic and diluted	<u>626,004,931</u>	

HEE Corporation

Consolidated Statement of Cash Flows
Three Months Ended March 31, 2005 and 2004
(Expressed in United States Dollars)
(Unaudited)

	Jan 1- Mar 31	
	2005	2004
Cash Flows from Operating Activities		
Net Loss	\$ (333,391)	\$ (1,182,617)
Adjustments to reconcile net loss to net used in operating activities:		
Notes Receivable	\$ 105,765	
Accounts Payable	\$ 22,254	
Notes Payable	\$ 132,688	
Payroll Liabilities	\$ 42,847	
	<hr/>	
	\$ (29,837)	
 Cash Flows from Financing Activities		
Equity Investments	\$ 7,313	
 Net Cash Used in Operating Activities	 \$ (22,524)	
 Cash - beginning of period	 \$ 38,982	
 Cash - end of period	 \$ 16,458	
 Supplement Cash Flow Information		
Interest paid	\$ -	\$ -
Income taxes paid	\$ -	\$ -

HEE Corporation

Financial Statements

For the Period Ending 6/30/2005

HEE Corporation

Consolidated Balance Sheets

June 30, 2005, March 31, 2005 and December 31, 2004

(Expressed in United States Dollars)

(Unaudited)

	June 30, 2005	March 31, 2005	2004
ASSETS			
Current			
Cash	\$ 27,108	\$ 16,458	\$ 38,982
Other	\$ 62,592	\$ 104,022	\$ 209,787
Initial Investment	\$ 1,000,000	\$ 3,000,000	\$ 3,000,000
	<u>\$ 1,089,700</u>	<u>\$ 3,120,480</u>	<u>\$ 3,248,769</u>
LIABILITIES			
Current			
Accounts payable	\$ 65,256	\$ 22,254	\$ -
Other	\$ 711,205	\$ 260,749	\$ 85,848
	<u>\$ 1,000,000</u>	<u>\$ 3,000,000</u>	<u>\$ 3,000,000</u>
Long Term			
Convertible Debentures (Note 14)	\$ 1,000,000	\$ 3,000,000	\$ 3,000,000
	<u>\$ 1,776,461</u>	<u>\$ 3,283,003</u>	<u>\$ 3,085,848</u>
STOCKHOLDERS' DEFICIENCY			
Capital Stock	987,831,056	645,684,800	604,685,073
Accumulated Deficit (Note 4c))	<u>\$ (1,998,147)</u>	<u>\$ (1,517,008)</u>	<u>\$ (1,183,617)</u>

APPROVED ON BEHALF OF THE BOARD

"Frank A. Stuckey"

Director, Chairman

"Radley Brooks"

Director, President

HEE Corporation

Consolidated Statement of Changes in Stockholders' Deficiency

(Expressed in United States Dollars)

	Number of Shares	Accumulated Deficit	Shareholders' Deficiency
Balance, January 1, 2005	604,685,073	\$ (1,183,617)	\$ (1,183,617)
Net Loss		\$ (333,391)	\$ (333,391)
Shares Issued	40,999,727		
Balance, March 31, 2005	645,684,800	\$ (1,517,008)	\$ (1,517,008)
Balance, April 1, 2005	645,684,800	\$ (1,517,008)	\$ (1,517,008)
Net Loss		\$ (481,139)	\$ (481,139)
Shares Issued	342,146,256		
Balance, June 30, 2005	987,831,056	\$ (1,998,147)	\$ (1,998,147)

HEE Corporation

Consolidated Statement of Operations

Three Months Ended June 30, 2005, Year to Date 2005 and 2004

(Expressed in United States Dollars)

(Unaudited)

	4/1 to 6/30 2005	YTD 2005	2004
Revenue	\$ 847	\$ -	\$ -
Expenses			
Professional fees	\$ 54,900	\$ 82,500	\$ 94,143
General and administrative	\$ 427,086	\$ 732,877	\$ 1,088,474
	<u>\$ 481,986</u>	<u>\$ 815,377</u>	<u>\$ 1,182,617</u>
Net Loss	<u>\$ (481,139)</u>	<u>\$ (814,530)</u>	<u>\$ (1,182,617)</u>
Loss per weighted average number of shares outstanding- basic and diluted	<u>\$ (0.000584)</u>		
Weighted average number of shares outstanding- basic and diluted	<u>823,600,853</u>		

Consolidated Statement of Cash Flows

Three Months Ended June 30, 2005, Year to Date 2005 and 2004

(Expressed in United States Dollars)

(Unaudited)

	Apr 1- Jun 30 2005	YTD 2005	2004
Cash Flows from Operating Activities			
Net Income/Loss	\$ (524,238)	\$ (1,338,768)	\$ (1,182,617)
Adjustments to reconcile net loss to net used in operating activities:			
Inventory Asset	(35,000)	(35,000)	
Notes Receivable	\$ 76,430	\$ 182,195	
Accounts Payable	\$ 43,001	\$ 65,255	
Notes Payable (Note 13)	\$ 425,270	\$ 440,270	
Payroll Liabilities	\$ 25,186	\$ 68,033	
	<u>\$ 10,649</u>	<u>\$ (618,015)</u>	
 Cash Flows from Financing Activities			
Equity Investments		\$ 7,313	
 Net Cash Generated/Used in Operating Activities	\$ 10,649	\$ (610,702)	
 Cash - beginning of period	\$ 16,458	\$ 38,982	
 Cash - end of period	\$ 27,108	\$ 27,108	
 Supplement Cash Flow Information			
Interest paid	\$ -	\$ -	\$ -
Income taxes paid	\$ -	\$ -	\$ -

HEE Corporation

NOTES TO FINANCIAL STATEMENTS

June 30, 2005

Note 1 - General Organization and Business

HEE Corporation (“the Company”) was incorporated under the laws of the Province of Ontario on September 19, 2002 as the Goldberg Report Inc. On December 12, 2003, the name of the Company was changed to HEE Corporation and moved its domicile to the State of Delaware, to more accurately reflect present business purposes. The Company was organized with the intent to investigate, develop and bring to market new dietary supplements, nutraceuticals, and related complimentary products for use in the care of diabetes. The Company is in its development stage.

Note 2 - Summary Of Significant Accounting Practices

The relevant accounting policies and procedures are listed below.

Accounting Basis

The statements were prepared following generally accepted accounting principles of the United States of America consistently applied.

Management Certification

The financial statements herein are certified by the officers of the Company to present fairly, in all material respects, the financial position, results of operations and cash flows for the periods presented, in conformity with accounting principles generally accepted in the United States of America, consistently applied.

Earnings per Share

The basic earnings (loss) per share are calculated by dividing the Company’s net income available to common shareholders by the weighted average number of common shares during the year. The diluted earnings (loss) per share is calculated by dividing the Company’s net income (loss) available to common shareholders by the diluted weighted average number of shares outstanding during the year. The diluted weighted average number of shares outstanding is the basic weighted number of shares adjusted as of the first of the year for any potentially dilutive debt or equity. The Company has not issued any options, warrants or similar securities since inception.

Dividends

The Company has not yet adopted any policy regarding payment of dividends. No dividends have been paid during the periods shown.

HEE Corporation, Inc.

Notes to Consolidated Financial Statements
June 30, 2005, March 31, 2005 and 2004
(Unaudited)

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 amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Accounts Receivable

The trade accounts receivable and allowances for bad debt are shown below.

	6/30/2005
Trade Accounts Receivable	\$0
Allowances	\$0
Trade Accounts Receivable, net	\$0

Furniture and Equipment

Furniture and equipment will be stated at cost. Depreciation will be compute using the straight-line method over their estimated useful lives. Maintenance and repairs are charged to expense as incurred.

	6/30/2005
Machinery and equipment	\$0
Accumulated Depreciation	(0)
Machinery and equipment, net	\$0

Revenue Recognition

To date the Company has had no revenue. When the Company does have revenue it will follow industry standards in reporting same.

Advertising

Advertising is expensed when incurred. There has been no advertising since inception.

HEE Corporation, Inc.

Income Taxes

The provision for income taxes is the total of the current taxes payable and the net of the change in the deferred income taxes. Provision is made for the deferred income taxes where differences exist between the period in which transactions affect current taxable income and the period in which they enter into the determination of net income in the financial statements.

Note 3 - Going Concern

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern, which contemplates the realization of assets and the liquidation of liabilities in the normal course of business. However, the Company has accumulated a loss and is in its development stage. This raises substantial doubt about the Company's ability to continue as a going concern. The financial statements do not include any adjustments that might result from this uncertainty.

The Company has sustained losses of \$1,998,147 (2004: \$1,182,617) and has a working capital deficiency of \$481,139. The Company's continuation as a going concern is uncertain and dependent upon obtaining additional sources of financing to sustain its operations and increased sales to achieve future profitability, the outcome of which can not be predicted at this time.

Note 4 – Basis of Financial Statement Presentation and Summary of Significant Accounting Policies

Basis of Financial Statement Presentation

The accompanying unaudited interim financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and the requirements of item 310 (b) of Regulation S-B. Accordingly, certain information and disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted pursuant to the rules and regulations of the Securities and Exchange Commission. The financial statements reflect adjustments (consisting only of normal recurring adjustments), which, in the opinion of management, are necessary for fair presentation of the results for the periods presented. The results from operations for the interim periods are not indicative of the results expected for the full fiscal year or any future period. Certain prior period amounts have been reclassified to conform to current period presentation.

Notes to Consolidated Financial Statements
June 30, 2005, March 31, 2005 and 2004
(Unaudited)

a) Unit of Measurement

The United State currency is being used as the unit of measurement in these financial statements.

b) Fair Value of Financial Instruments

As of June 30, 2005, March 31, 2005, and December 31, 2004, the carrying value of accounts payable and accrued charges and advances from shareholder approximate their fair value due to the short-term maturity of such instruments.

c) Earnings or (Loss) Per Share

The Company adopted FAS No. 128, "Earnings per Share" which requires disclosure on the financial statements of "basic" and "diluted" earnings (loss) per share. Basic earnings (loss) per share are computed by dividing net income (loss) by the weighted average number of common share outstanding for the year. Diluted earnings (loss) per share is computed by dividing net income (loss) by the weighted average number of common shares outstanding plus common stock equivalents (if dilutive) related to stock options and warrants for each year.

There were no dilutive financial instruments for the period ended March 31, 2005 and 2004.

d) Concentration of Credit Risk

SFAS No. 105, "Disclosure of Information About Financial Instruments with Off-Balance Sheet Risk and Financial Instruments with Concentration of Credit Risk", requires disclosure of any significant off-balance sheet risk and credit risk concentration. The Company does not have significant off-balance sheet risk or credit concentrations.

Note 5 – Basis of Financial Statement Presentation and Summary of Significant Accounting Policies

Preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts reported in the financial statements and related notes to financial statements. These estimates are based on management's best knowledge of current events and actions the Company may undertake in the future. Actual results may ultimately differ from those estimates, although management does not believe such changes will materially affect the financial statements in any individual year.

HEE Corporation, Inc.

Notes to Consolidated Financial Statements
June 30, 2005, March 31, 2005 and 2004
(Unaudited)

Note 6 — Stockholders' Equity

Common Stock - The Company, The Goldberg Report, was organized on September 19, 2002 and on December 12, 2003 moved to the State of Delaware and filed a name change to HEE Corporation. HEE Corporation initially authorized 200,000,000 shares of common stock par value \$0.00001 and 300,000,000 shares of preferred stock par value \$0.00001. The Company increased the number of preferred shares from 300,000,000 to 350,000,000 on August 26, 2004 by Board Resolution to pay a Stock Dividend to shareholders of record as of September 6, 2004. On November 12, 2004, the Company, by Board Resolution increased the authorized number of common shares to 500,000,000 and on January 12, 2005 to 1,000,000,000.

Note 7 — Provision for Income Taxes

The Company provides for income taxes under Statement of Financial Accounting Standards NO. 109 accounting for Income Taxes. SFAS No. 109 requires the use of an asset and liability approach in accounting for income taxes. Deferred tax assets and liabilities are recorded based on the differences between the financial statement and tax bases of assets and liabilities and the tax rates in effect when these differences are expected to reverse.

SFAS No. 109 requires the reduction of deferred tax assets by a valuation allowance if, based on the weight of available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized. In the Company's opinion, it is uncertain whether they will generate sufficient taxable income in the future to fully utilize the net deferred tax asset. Accordingly, a valuation allowance equal to the deferred tax asset has been recorded. The total deferred tax asset is \$177,768, which is calculated by multiplying a 15% estimated tax rate by the items making up the deferred tax account, the Net Operating Loss (NOL) of \$1,185,117

The federal NOL is due to expire 20 years from the date of its creation. The chart below shows the year of creation, the amount of each estimated year's NOL and the year of expiration if not utilized.

Year Created	Amount	Year to Expire
2002	\$1,500	2022
2003	\$1,000	2023
2004	\$ 1,182,617	2024
Total NOL Carry forward	\$ 1,185,117	

The Company has not filed any federal income returns since inception.

HEE Corporation, Inc.

Notes to Consolidated Financial Statements
June 30, 2005, March 31, 2005 and 2004
(Unaudited)

Note 8 — Segment Information

Segment information is presented in accordance with SFAS 131, Disclosures about Segments of an Enterprise and Related Information. This standard is based on a management approach, which requires segmentation based upon the Company's internal organization and disclosure of revenue based upon internal accounting methods. For the period shown there has been no revenue in which to segment.

Note 9 — Operating Leases and other Commitments

The Company has an Office lease obligation in the amount of \$28,200 per year. The lease expiration is March 31, 2008...

Note 11 — The Effect of Recently Issued Accounting Standards

Below is a listing of the most recent accounting standards and their effect on the Company.

SFAS 148 - Accounting for Stock-Based Compensation-Transition and Disclosure

Amends FASB 123 to provide alternative methods of transition for an entity that voluntarily changes to the fair value based method of accounting for stock-based employee compensation.

SFAS 149 - Amendment of Statement 133 on Derivative Instruments and Hedging Activities

This Statement amends and clarifies financial accounting and reporting for derivative instruments, including certain derivative instruments embedded in other contracts (collectively referred to as derivatives) and for hedging activities under FASB Statement NO. 133, Accounting for Derivative Instruments and Hedging Activities.

SFAS 150 - Financial Instruments with Characteristics of both Liabilities and Equity

This Statement requires that such instruments be classified as liabilities in the balance sheet. SFAS 150 is effective for financial instruments entered into or modified after May 31, 2003.

Interpretation No. 46 (FIN 46)

Effective January 31, 2003, The Financial Accounting Standards Board requires certain variable interest entities to be consolidated by the primary beneficiary of the entity if the equity investors in the entity do not have the characteristics of a continuing financial interest or do not have sufficient equity at risk for the entity to finance its activities

HEE Corporation, Inc.

Notes to Consolidated Financial Statements
 June 30, 2005, March 31, 2005 and 2004
 (Unaudited)

without additional subordinated financial support from other parties. The Company has not invested in any such entities, and does not expect to do so in the foreseeable future. The adoption of these new Statements is not expected to have a material effect on the Company's financial position, results or operations, or cash flows.

Note 12 — Reliance on Officers

The Chairman and Consultant have considerable experience in multi-company operations. If they were no longer able or willing to function in that capacity the Company would be negatively affected.

Note 13 – Advances from Shareholder

The advances from a shareholder are secured by the assets and revenue of the Company and bear interest at the rate of one and one-half (1-1/2) percent above New York Prime and are adjusted the first of each calendar month. The advances are payable upon demand at any time after ninety-days following the date of such advances.

Note 14 – Long-term Debt

On November 6, 2002 an investor paid Thomlinson Trading & Investments \$1,000,000.00 on behalf of The Goldberg Report, Inc. for assistance in securing the rights to a diabetic nutraceutical. This payment was secured by four (4) convertible debentures with conversion rights at anytime after twenty-four months.

On November 26, 2002 the company executed a promissory note in the amount of \$2,000,000.00 for the

Note 14 – Long-term Debt (continued)

rights to the diabetic nutraceutical. The promissory note was secured by convertible debentures with rights of conversion contingent upon the commencement of marketing of the diabetic nutraceutical but in no event earlier than two (2) years from the date of the note.

Note 15 – Capital Stock

Authorized
 1,000,000,000 common shares, par value \$ 0.00001 per share
 350,000,000 preferred shares, par value \$ 0.00001 per share

	June 30, 2005	March 31, 2005	December 31, 2004
Common Shares Issued	987,831,056	645,684,800	604,685,073
Preferred Shares Issued	79,348,385	79,348,385	79,348,385

HEE Corporation, Inc.

Notes to Consolidated Financial Statements
June 30, 2005, March 31, 2005 and 2004
(Unaudited)

Note 16 – Related Party Transactions and Balances

Rent amount of \$14,125 was paid to a company owned by a shareholder of the Company during 2005.

Note 17 – Comparative Figures

Certain figures for the prior year have been reclassified to conform to the current year's financial statement presentation.