

Form 8-K/A for NEW CENTURY ENERGY CORP.

20-Jun-2005

Entry into Material Agreement, Sale of Equity, Other Events, Financial

ITEM 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT

On June 6, 2005, New Century Energy Corp. (the "Company") entered into a Settlement Agreement and Mutual Release (the "Settlement Agreement") with Core Concepts, LLC ("Core Concepts"), Timothy Novak ("Novak"), a former Director of the Company, and R. Paul Gray, a former Director of the Company ("Gray") (collectively the "Parties"). The parties renegotiated the amount of shares to be issued by the Company in consideration for monies advanced prior to the reverse merger transaction (the "Dispute").

Pursuant to the terms of the Settlement Agreement, the Company agreed to issue two hundred and fifty thousand (250,000) restricted shares of the Company's common stock ("Shares") to Core Concepts in return for Core Concepts, Novak and Gray agreeing to release and forever discharge the Company, its current and former agents, attorney's, officers, directors, servants, representatives, successors, employees and assigns from any and all rights, obligations, claims, demands and causes of action, whether in contract, tort, or state and/or federal securities regulations arising from the Dispute, as well as any other potential claims. Core Concepts, Novak and Gray also agreed that they would not file any litigation or arbitration proceeding in connection with the Dispute.

The Company also gave Core Concepts piggy back registration rights in connection with the Shares, whereby if at any time before June 6, 2006, the Company proposes to file a registration statement with the SEC, Core Concepts can give notice to the Company and have the Shares included in such registration statement.

ITEM 3.02 UNREGISTERED SALES OF EQUITY SECURITIES

In June 2005, the Company issued 250,000 shares of the Company's restricted common stock to Core Concepts in connection with the Settlement Agreement discussed above under Item 1.01 Entry Into a Material Definitive Agreement. The Company claims an exemption from registration afforded by Section 4(2) of the Act for the above issuances, since the foregoing issuances did not involve a public offering, the recipients took the shares for investment and not resale and the Company took appropriate measures to restrict the transfer. No underwriters or agents were involved in the foregoing issuance and no underwriting discounts or commissions were paid by the Company.

In June 2005, the Company agreed to issue 306,688 shares of the Company's restricted Common Stock to 49 investors, in connection with Offshore Subscription Agreements, in a transaction not registered under the Act. The Company received approximately \$138,699 from these issuances after the payment of costs associated with the transaction. The 306,688 shares will be issued subsequent to the filing of this report on Form 8-K. The Company claims an exemption from registration afforded by Regulation S for the above issuances since the issuances were made to a non-U.S. person (as defined under Rule 902 section (k)(2)(i) of Regulation S), pursuant to an offshore transaction, and no directed selling efforts were made in the United States by the issuer, a distributor, any of their respective affiliates, or any person acting on behalf of any of the foregoing.

Item 8.01 OTHER EVENTS

In June 2005, the Company entered into a letter of intent to acquire a working interest and a royalty interest in the Wishbone Field in McMullen County, Texas. Pursuant to the terms of the letter of intent, the Company would pay a significant amount of cash as well as issue restricted shares of its common stock. The Company is currently completing its due diligence and definitive agreements are anticipated to be executed by July 7, 2005. The parties may extend the date of closing by mutual agreement. In order for the Company to close this transaction it must raise significant capital. The Company has entered into a letter of intent with a financing source to fund this transaction. The Company can provide no assurance that the financing transaction will be completed or that the acquisition will close.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

Exhibit 10.1(1) Settlement Agreement and Mutual Release

(1) Filed as exhibit 16.1 to the Company's Form 8-K filed with the Commission on June 16, 2005, and incorporated herein by reference.