BLACKROCK CALIFORNIA INSURED MUNICIPAL INCOME TRUST
Form 4
March 10, 2010

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
UBS AG

(Last) (First) (Middle)

BAHNHOFSTRASSE 45, PO BOX CH-8021.

(Street)

ZURICH, V8

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
BLACKROCK CALIFORNIA INSURED MUNICIPAL INCOME TRUST [BCK]

3. Date of Earliest Transaction (Month/Day/Year)
02/28/2010

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
_____ Officer (give title below) __X__ Other (specify below)
Former 10% owner

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Auction Preferred Stock (CUSIP Nos.) 092484203	02/28/2010		J		335	D	$ 0 (3)	0 (2)	I	By subsidiary - see footnote (1)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474 (9-02)

displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
UBS AG BAHNHOFSTRASSE 45 PO BOX CH-8021. ZURICH, V8				Former 10% owner

Signatures

/s/ Anthony DeFilippis	03/10/2010
**Signature of Reporting Person	Date
/s/ Paul J. Sitarz	03/10/2010
**Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) This Statement is filed jointly by UBS AG for the benefit and on behalf of UBS Securities LLC and UBS Financial Services Inc., two-wholly owned subsidiaries of UBS AG to which UBS AG has delegated portions of its performance obligations with respect to the Auction Rate Securities Rights issued by UBS AG to certain clients and pursuant to which the securities reported herein have been purchased from such clients.

(2) Pursuant to the Global Relief Letter referred to below, this filing reports holdings of the Series of Auction Preferred Stock identified in Item 1 of this Table I on an aggregated basis.

(3) At par

Remarks:
*The relevant APS was called for redemption by the issuer.

The Shares reported herein represent UBS AG's combined holdings in multiple series of auction preferred securities of the issu are treated herein as one class of securities in accordance with the Auction Rate Securities -- Global Exemptive Relief letter (" Relief Letter") issued by the staff of the Securities and Exchange Commission (SEC) on September 22, 2008. UBS AG undertakes to provide, upon request by the SEC staff, the issuer, or a security holder of the issuer, complete information regarc the transaction(s) outlined above as required by the Global Relief Letter.

 43,000 Purchase of Marketable Securities 0 0 Purchase of Promissory Note 0 0 _______________ _______________ Net Cash Flows Provided By (Used In) Investing Activities (3,437) (216,490) _______________ _______________ Cash Flows From Financing Activities Loans from Related Companies 145,090 0 Loans to Related Companies (net) 0 (142,913) Repayment of Loans from Related Companies (416,145) (270,698) Payment for Debtor in Possession financing (115,186) 0 Proceeds from Sale of Stock 939,527 1,030,000 Payments on Notes Payable (601,007) 200,000 _______________ _______________ Net Cash Flows Provided By Financing Activities (47,721) 816,389 _______________ _______________ Net Increase / (Decrease) in Cash (245,168) 11,873 Cash and Cash Equivalents at Beginning of Period, June 1, 2005 and 2004 400,488 22,614 _______________ _______________ Cash and Cash Equivalents at End of Period, February 28, 2006 and 2005 $ 155,320 $ 34,487 =============== =============== Read accompanying summary of accounting policies, notes to financial statements and independent accountants' review report. 8 AMERICAN CAPITAL HOLDINGS, INC. CONSOLIDATED STATEMENTS OF CASH FLOWS - RESTATED FOR THE NINE MONTHS ENDED FEBRUARY 28, 2006 AND 2005 Reconciliation of Net Loss to Net Cash Flows Used in Operating Activities FEBRUARY 28, 2006 FEBRUARY 28, 2005 Net Income (Loss) $ (640,148) $ (3,474,046) Cash was increased by: Loss on Sale of Marketable Securities 206,403 343,364 Other Comprehensive Income 61,016 2,510,202 Depreciation 7,531 9,128 Increase in Accrued Expenses 105,846 20,765 Increase in Accounts Payable 49,069 15,869 Decrease in Prepaid Expenses 17,848 10,401 Cash was decreased by Decrease in Accounts Payable 0 0 Increase in Prepaid Expenses 0 0 Increase in Accounts Receivable (1,575) (23,709) _______________ _______________ Net Cash Flows Used in Operating Activities $ (194,010) $ (588,026) =============== =============== Non-Cash Transactions The Company pays expenses on behalf of the spin off companies. In substance, the Company loaned money to the spin off companies. American Capital converted its accounts receivable to common stock of the spin off, a non-cash transaction. American Capital distributed the common shares it received to its own stockholders in the form of a dividend, a non-cash transaction. The total non-cash dividends paid for the nine months ended February 28, 2006 is $622,927, total dividends paid since May 31, 2005 is $1,025,669. Read accompanying summary of accounting policies, notes to financial statements and independent accountants' review report. 9 AMERICAN CAPITAL HOLDINGS, INC. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS NOTE A - DESCRIPTION OF BUSINESS American Capital Holdings, Inc. (American Capital Holdings) is a Florida Corporation whose primary business consists of insurance and proprietary financial products designed to utilize tax incentives, and mitigate the impact of balance sheet liabilities. The Company's main office is located at 100 Village Square Crossing, Suite 202, Palm Beach Gardens, Florida 33410, and the telephone number is (561) 207-6395. NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES Basis of Presentation, Use of Estimates The Company maintains its accounts on the accrual basis of accounting. The preparation of financial statements in conformity with U.S. generally accepted accounting principles 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 revenues and expenses during the reporting period. Actual results could differ from those estimates. Revenue Recognition Revenue and dividends from investments are recognized at the time the investment dividends are declared payable by the underlying investment. Capital gains and losses are recorded on the date of sale of the investment. Cash Cash consists of deposits in banks and other financial institutions having original maturities of less than ninety days. Allowance for Doubtful Accounts It is the policy of management to review the outstanding accounts receivable at year end, as well as the bad debt write-offs experienced in the past, and establish an allowance for doubtful accounts for uncollectible amounts. Depreciation Property and equipment are recorded at cost and depreciated over the estimated useful lives of the related assets. Depreciation is computed using the straight-line method. Amortization The accounting for a recognized intangible asset acquired after June 30, 2001 is based on its useful life to the Company. If an intangible asset has a finite life, but the precise length of that life is not known, that intangible asset shall be amortized over management's best estimate of its useful life. An intangible asset with a indefinite useful life is not amortized. The useful life to an entity is the period over which the asset is expected to contribute directly or indirectly to the future cash flows of that entity. Investments Investments are stated at the lower of cost or market value. 10 AMERICAN CAPITAL HOLDINGS, INC. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS NOTE C - NOTES RECEIVABLE Notes Receivable at February 28, 2006 consist of the following: 2006 2005 8% non-collateralized notes due on demand. --------- --------- Interest is payable quarterly. Included in the balance is $21,945 of accrued interest receivable. $ 123,935 $ 117,924 A 4% note convertible to common stock of Solid Imaging, LTD, interest is payable at maturity. - 27,737 Nine 8% promissory notes purchased from holders of notes with Air Media Now, Inc. 11,906 11,906 A 5% non-collateralized surplus note that Cosmopolitan Life Insurance has the right to repay, provided Cosmopolitan has sufficient capital to operate as a stipulated premiums life insurance company. Management made the decision that the note receivalbe and accrued interest receivable was not collectable in the immediate future and, therefore, wrote it off. - 252,083 --------- --------- Total Notes Receivable $ 135,841 $ 409,650 ========= ========= Management made the determination that the convertible note receivable and accrued interest of approximately $28,000 was not collectable and, therefore, wrote the amount off at May 31, 2005. Management has made a determination that the $250,000 note receivable from Cosmopolitan Life Insurance Company was uncollectible, and has written off the amount due and accrued interest of $12,238 as a loss on investment on August 31, 2005. All of the other notes receivable have been determined to be collectable and therefore, management has not established an allowance for doubtful accounts. NOTE D - LOANS RECEIVABLE RELATED PARTIES The loans receivable from related corporate entities are non-collateralized, non-interest bearing and are due on demand. As of February 28, 2006, eCom, a related party, owed American Capital $196,432. As of November 29, 2004, eCom has been adjudicated as a Chapter 11 Debtor in the involuntary bankruptcy proceedings of the United States Bankruptcy Court - Southern District of Florida (In Re: Case No. 04-34535 BKC-SHF). Pending bankruptcy court approval of eCom's Reorganization Plan, which is expected in due course, there should not be a material affect on the financial condition of American Capital. 11 AMERICAN CAPITAL HOLDINGS, INC. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS NINE MONTHS ENDED FEBRUARY 28, 2006 NOTE D - LOANS RECEIVABLE RELATED PARTIES - CONTINUED The loans due American Capital as of February 28, 2006 are as follows: eCom eCom.com Inc. 196,432 American Environmental,Inc. 52,098 USA Performance Products 3,783 US Insurance Management 25,533 Other 1,279 --------- Total $ 279,125 ========= NOTE E - INVESTMENTS The assets acquired by ACHI from Spaulding, and subsequently acquired by the Company from ACHI, consisted primarily of equity ownership positions in ten developing companies. The companies included: Smart Pill Holding Corp., Brilliant Roadways, Inc., @Visory, LLC., eSmokes, Inc., Efficien, Inc., IS Direct Agency, Inc., Solid Imaging, Ltd., Century Aerospace Corporation, Traffic Engine, Inc. and Metroflex, Inc. American Capital wrote off its remaining interests in these companies with the exception of IS Direct Agency, Inc., as a charge to Accumulated Comprehensive Loss of $(2,279,500) for the period ending May 31, 2005. Available-for-Sale Securities: eCom eCom.com, Inc. is a Florida Corporation and trades on the OTC/PINK:ECEC. The company, which was the former parent of USA SportsNet Company, now American Capital Holdings, Inc., owns 1,437,100 common shares of eCom. The Company's investment amounts to 2.9% of the outstanding shares of eCom. The cost for this investment as of February 28, 2006 was $254,869. On February 28, 2006 the market value based on a closing bid price of 0.0125 per share was $20,339. The difference in cost versus market value is recorded as a deficit in Accumulated Other Comprehensive Income of $234,530. The majority stockholder of American Capital Holdings contributed 53,660,374 shares of common stock of Air Media Now, Inc. to the Company. The Company owned approximately 90% of the outstanding common shares of Air Media Now, Inc. subsequent to the capital contribution. There are no assets or liabilities in Air Media Now. American Capital owned the rights to market certain intellectual property that had never been fully developed by the previous stockholders of Air Media Now. Air Media Now is publicly traded (AMNW:PK)and last had a bid of $.007. An intangible asset entitled "Intellectual Property" had incorrectly been recorded on the Company's books in prior periods at the available per share price times the total shares outstanding. The Company determined prior to May 31, 2005 that it cannot sell any of its holdings (available for sale stock) in Air

Media Now, a shell company, due to rules relating to insider information. The Company has therefore, written off its entire investment in Air Media Now in the restated financial statements at May 31, 2004 and 2005. Air Media Now is a consolidated subsidiary of American Capital Holdings at February 28, 2006 and 2005. 12 AMERICAN CAPITAL HOLDINGS, INC. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS NOTE F - PROPERTY AND EQUIPMENT Equipment is stated at cost less depreciation. As of February 28, 2006, equipment consisted of computer hardware, software, and office furniture and equipment. Depreciation expense of $7,531 and 9,128 has been recorded for the nine months ending February 28, 2006 and 2005 respectively. NOTE G - PREPAID EXPENSES Prepaid expenses consist primarily of amounts paid for auditing work for the Company, along with marketing and research material to be used for investor relations. NOTE H - INTANGIBLE ASSETS Intangible assets consist of website and software development costs for IS Direct, and fees related to applications for patents and trademarks. Air Media Now!, Inc. is a Florida Corporation and trades on the OTC/PINK:AMNW. On February 29, 2004, a stockholder of the Company contributed 53,660,374 shares of Air Media Now!, Inc. to the Company as additional paid in capital. American Capital Holdings, Inc. owns 53,660,374 common shares of Air Media Now!, Inc. which amounts to approximately 90% of the outstanding shares of Air Media Now!, Inc. The cost for this investment as of August 31, 2005 was $3,469,622. On August 31, 2005 the market value based on a closing bid price of .007 per share was $433,956. The only asset of Air Media Now!, Inc. is the right to certain intellectual property. NOTE I - OTHER ASSETS Other assets consist primarily of security deposits on the lease of office facilities. NOTE J - LOAN PAYABLE RELATED PARTY A non-interest bearing, non-collateralized loan payable to a related company in the amount of $29,511 is due on demand. As of February 28, 2006 loans payable to shareholders in the amount of $350,489 are due on demand. NOTE K - NOTES PAYABLE Promissory Notes as of February 28, 2006 consisted of Feb. 28, 2006 Feb. 28, 2005 -------------- ------------- Four interest bearing, non-collateralized loans. The loans have various maturities throughout 2006. $ 325,450 $ 444,950 ---------- --------- Total Notes Payable 325,450 444,950 Less Current Portion (325,450) (444,950) ---------- --------- Net Long-term Debt $ 0 $ 0 ========== ========= 13 AMERICAN CAPITAL HOLDINGS, INC. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS NOTE K - NOTES PAYABLE - CONTINUED Feb. 28, 2006 Feb. 28, 2005 -------------- ------------- The short-term notes payable mature as follows: November 30, 2005 $ 325,450 $ 444,950 Two non-interest bearing, non-collateralized loans due on demand $ 0 $ 590,027 ---------- --------- Total Notes Payable $ 325,450 $1,034,977 ========== ========= The notes and loans can be converted to shares of the Company's $.0001 par value common stock at the option of the holder. The notes pay interest at 10% per annum. Interest is paid quarterly. The loan can be converted at 80% of the average closing price of Company's common stock for the preceding five (5) consecutive trading days with a floor of $1. The holder of a $500,000 10% note payable with accrued interest of $9,315 agreed on May 7, 2004 to convert their debt to common shares. During the quarter ending August 31, 2005 this debt was converted into 590,027 shares of common stock. NOTE L - WARRANTS The Company has issued 1,005,000 detachable warrants for each dollar of debt as described in Note K above. Management has determined that the value of the detachable warrants to be $.01 on the date of issuance and have charged paid in capital $10,050 during the period. Each warrant entitles the holder to purchase one (1) share of common stock at $.01. The Company also issued 400,000 warrants to one of the former owners of IS Direct Agency for providing his insurance licensing in all fifty states. The warrants can be exercised for $.01 each. An additional 216,209 warrants were issued in connection with the Spaulding acquisition, one warrant for every ten shares owned. Each unit of Spaulding entitled the owner to one warrant with an exercise price of $6.00 each. The following is a summary of warrants through: Feb. 28, 2006 Feb. 28, 2005 Outstanding warrants at the beginning of the year 1,621,209 0 Warrants issued 0 1,621,209 Warrants expired 50,000 0 Warrants exercised 0 0 ------------ ------------ Warrants outstanding at the end of the year 1,571,209 1,621,209 ============ ============ NOTE M - DIVIDENDS The Company pays certain expenses on behalf of the various related companies that were spun off from eCom eCom.com, Inc. The payable on the books of the spin off company, which is an account receivable on the books of American Capital Holdings, is then converted to common stock of that company. It is not 14 AMERICAN CAPITAL HOLDINGS, INC. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS NOTE M - DIVIDENDS - CONTINUED the intention of American Capital to be a holding company so it, therefore, distributes the newly acquired shares of common stock, pro-rata to the current stockholders of American Capital. See Note Q. The Company has converted approximately $1,060,000 and $623,000 from a receivable to common stock of the spin off companies in each of the respective periods. The Company then distributes those shares to its own shareholders in the form of dividends paid. NOTE N - COMMITMENTS AND

CONTINGENCIES The Company leases approximately 1,231 square feet office facilities in Palm Beach Gardens, Florida under an operating lease of $2,331 per month which expires on January 31, 2007. ISDA leases approximately 200 square feet of office facilities in Buffalo, NY under a month to month agreement of $425.00 per month. Future minimum lease payments including sales tax as of February 29, 2006 are: Fiscal Years ending: May 31, 2006 $ 8,268 May 31, 2007 18,648 -------- Total Minimum Lease Payments $ 26,916 Rent expense for the nine month period ending February 28, 2006 was $35,124. NOTE O - INCOME TAXES No provision for federal and state income taxes has been recorded because the Company has incurred net operating losses since inception. The Company's net operating loss carry-forward as of February 28, 2006 totals approximately $11,000,000. These carry-forwards, which will be available to offset future taxable income, and expire beginning in May 31, 2024. The Company does not believe that the realization of the related net deferred tax asset meets the criteria required by generally accepted accounting principles and, accordingly, the deferred income tax asset arising from such loss carry forward has been fully reserved. The Company accounts for income taxes in accordance with FASB Statement No. 109, Accounting for Income Taxes (FASB 109). Under FASB 109, income taxes are provided for the tax effects of transactions reported in the financial statements and consist of taxes currently due plus deferred taxes related to certain income and expenses recognized in different periods for financial and income tax reporting purposes. Deferred tax assets and liabilities represent the future tax return consequences of those differences, which will either be taxable or deductible when the assets and liabilities are recovered or settled. Deferred taxes also are recognized for operating losses and tax credits that are available to offset future taxable income and income taxes, respectively. A valuation allowance is provided if it is more likely than not that some or all of the deferred tax assets will not be realized. 15 AMERICAN CAPITAL HOLDINGS, INC. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS NOTE P - STOCKHOLDERS' EQUITY To facilitate the purchase of the assets of ACHI, the Company recorded a one for twenty reverse split on the Effective Date of the currently outstanding common stock, while maintaining the conversion and exercise prices of the Senior Notes, the Secured Notes, the Subordinated Notes and the related warrants. All prior period share and per-share amounts have been restated to account for the reverse split. Any fractional shares remaining after the reverse split will be paid out in cash to the shareholder on the Effective Date. Warrants were granted to Promissory Noteholders with detachable warrants. Management has determined that the fair value of each warrant is $0.01. The computation of diluted loss per share before extraordinary item for the year ended May 31, 2005 does not include shares from potentially dilutive securities as the assumption of conversion or exercise of these would have an antidilutive effect on loss per share before extraordinary items. In accordance with generally accepted accounting principles, diluted loss per share from extraordinary item is calculated using the same number of potential common shares as used in the computation of loss per share before extraordinary items. NOTE Q - DEFERRED TAX ASSET Deferred income taxes are provided for temporary differences between the financial reporting and income tax basis of the Company's assets and liabilities. Temporary differences, net operating loss carry forwards and valuation allowances comprising the net deferred taxes on the balance sheets is as follows: Feb. 28, 2006 Feb. 28, 2005 ------------- -------------- Loss carry forward for tax purposes $ 11,000,000 $ 1,959,000 ============= ============== Deferred tax asset (34%) 3,740,000 666,000 Valuation allowance (3,740,000) (666,000) ------------- -------------- Net deferred tax asset $ - $ - ============= ============== No provision for federal and state income taxes has been recorded because the Company has incurred net operating losses since inception. The Company's net operating loss carry-forward as of February 28, 2006 was approximately $11,000,000. These carry-forwards, which will be available to offset future taxable income, will expire through the year 2024. The Company does not believe that the realization of the related net deferred tax asset meets the criteria required by generally accepted accounting principles and, accordingly, the deferred income tax asset arising from such loss carry forward has been fully reserved. 16 AMERICAN CAPITAL HOLDINGS, INC. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS NOTE R - CHANGE IN ACCOUNTING PRINCIPLE/ERROR For the year ended May 31, 2004, management determined that goodwill in the amount of $7,229,071 was impaired, and marketable securities in the amount of $2,933,019 had no value and, therefore, recognized impairment loss and a loss on investment in common stock in the May 31, 2004 Restated Consolidated Statement of Operations. These individual assets were purchased on February 29, 2004 from ACHI and included numerous equity interests and other holdings of Spaulding Ventures, Inc. In addition, Goodwill in the amount of $980,000 was reclassified as Insurance Licenses. The Insurance Licenses are an asset of the wholly owned subsidiary of IS Direct, Inc. The Net Loss for the period ended May 31, 2004 was increased by $10,152,040, the deficit in Retained Earnings was increased by $10,689,644 and Accumulated Comprehensive Loss of $512,997 changed from $512,997 to an Accumulated Comprehensive Gain of $24,607. For the year ended May 31, 2005, management has determined that marketable securities with a fair value of $433,956 should be written off due to the fact that the American Capital Holdings, Inc., owner of approximately 90% of the outstanding shares of common stock of Air Media Now, Inc., is unable to dispose of any of their controlling interest because there are no remaining assets in Air Media Now and to sell them would be unethical. Air Media now is traded on the pink sheets. This charge off increased the May 31, 2005 Net Loss by $433,956 and the Retained Deficit by a similar amount. In addition, $1,025,699 was in advertently recorded as a "Declared Dividend" in the current asset section of the May 31, 2005 balance sheet. This amount has been correctly reclassified to Retained Earnings. NOTE S - RELATED PARTY TRANSACTIONS The Company has receivables due from nine related entities. eCom eCom.com, Inc. owes $196,431 for services paid to the Company's transfer agent and accountant, including $100,000 of debtor-in-possession financing, as authorized by the United States Bankruptcy Court, Case No. 04-35435-SHF. Freedom 4 Wireless, Inc. owed the Company $670,199 for working capital and inventory purchased by ACHI, and for investments into the company between March 2004 and June 2004. On February 1, 2005, this investment was converted into 47,457,356 shares of MyZipSoft, Inc. common stock. Additional advances were made after February 1, 2005, resulting in a balance due from MyZipSoft of $108,262. On August 31, 2005 10,826,190 of shares of MyZipSoft were issued to American Capital Holdings. These MyZipSoft shares where distributed to the shareholders of American Capital Holdings on August 31, 2005. Additional advances to support operations were made into each of the following eight spin-offs of eCom; A Super Deal.com, Inc, Swap and Shop.net Corp, A Classified Ad, Inc, AAB National Company, Pro Card Corporation, USAS Digital Inc, USA Performance Products, and eSecureSoft Company. These related party transactions totaled $377,664, on August 31, 2005 and an additional $72,767 during the three months ending November 30, 2005. The following shares where issued to American Capital Holdings by the following companies as compensation for these advances and services. 17 AMERICAN CAPITAL HOLDINGS, INC. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS NOTE S - RELATED PARTY TRANSACTIONS - CONTINUED Shares issued to American Capital Holdings during the nine months ended February 28, 2006 and distributed to the shareholders of American Capital Holdings, Inc. to shareholders of record of American Capital Holdings as of August 31, 2005 and November 30, 2005 and February 28, 2006 are as follows: Shares Shares Shares Distributed on Distributed on Distributed on Company name August 31, 2005 November 30, 2005 February 28, 2006 --------------------- -------------- ---------------- ----------------- eSecureSoft Company 6,560,606 483,531 702,425 USAS Digital 4,502,351 1,050,875 1,266,658 Pro Card Corporation 5,265,896 1,463,125 593,125 AAB National 7,099,350 952,500 836,453 A Classified Ad 3,694,725 1,722,500 728,750 Swap and Shop 3,886,226 747,475 869,375 A Super Deal 6,757,351 856,750 916,005 MyZipSoft 10,826,190 0 510,550 The Company has received loans from various Officers and Directors. As of February 28, 2006, the company owes $203,651 to Barney Richmond and $24,880 to Richard Turner. NOTE T - RECENT ACCOUNTING PRONOUNCEMENTS The FASB issued SFAS No. 143, Accounting for Asset Retirement Obligations with an effective date for financial statements issued for fiscal years beginning after June 15, 2002. The statement addresses financial accounting and reporting for obligations related with the retirement of tangible long-lived assets and the costs associated with asset retirement. The statement requires The recognition of retirement obligations which will, therefore, generally increase liabilities; retirement costs will be added to the carrying value of long-lived assets, therefore, assets will be increased; and depreciation and accretion expense will be higher in the later years of an assets life than in earlier years. The Company adopted SFAS No. 143 at January 1, 2002. The adoption of SFAS No. 143 had no impact on the Company's operating results or financial positions. The FASB also issued SFAS No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets and is effective for financial statements issued for fiscal years beginning January 1, 2002. This statement addresses financial accounting and reporting for the impairment or the disposal of long- lived asset. An impairment loss is recognized if the carrying amount of a long-lived group exceeds the sum of the undiscounted cash flow expected to result from the use and eventual disposition of the asset group. Long-lived assets should be tested at least annually or whenever changes in circumstances indicate that its carrying amount may not be recoverable. This statement does not apply to goodwill and intangible assets that are not amortized. The Company adapted SFAS No. 144 in the first quarter of 2002, and there was no impact on the Company's operating results or financial position. 18 AMERICAN CAPITAL HOLDINGS, INC. NOTES TO CONSOLIDATED FINANCIAL STATEMENTS NOTE T - RECENT ACCOUNTING PRONOUNCEMENTS - CONTINUED In April 2002, the FASB issued SFAS No. 145, "Rescission of the FASB Statements No. 4, 44 and 64, Amendment of FASB Statement No. 13, and Technical

Corrections ("SFAS No. 145"). SFAS No. 145 eliminates the requirement to classify gains and losses from the extinguishment of indebtedness as extraordinary, requires certain lease modifications to be treated the same as a sale-leaseback transaction, and makes other non-substantive technical corrections to existing pronouncements. SFAS No. 145 is effective for fiscal years beginning after May 15, 2002. SFAS No. 145 was adopted on June 1, 2003 and did not have a material effect on the Company's financial position or results of operations. The FASB issued SFAS No. 150, "Accounting for Certain Financial Instruments with Characteristics of both Liabilities and Equity" and is effective for financial instruments entered into after May 31, 2003. This Statement establishes standards for how an issuer classifies and measures in its statement of financial position certain financial instruments with characteristics of both liabilities and equity. It requires that an issuer classify a financial instrument that is within its scope as a liability because that financial instrument embodies an obligation of the issuer. The Company has adopted SFAS No. 150, and there has been no impact on the Company's operating results or financial position. Goodwill and intangible assets acquired prior to July 1, 2001 will continue to be amortized and tested for impairment in accordance with pre- SFAS No. 142 requirements until adoption of SFAS No. 142. Under the provision of SFAS No.142, intangible assets with definite useful lives will be amortized to their estimated residual values over those estimated useful lives in proportion to the economic benefits consumed. Such intangible assets remain subject to the impairment provisions of SFAS No. 121. Intangible assets with indefinite useful lives will be tested for impairment annually in lieu of being amortized. The impact of adopting SFAS Nos. 141 and 142 will not cause a material change in the Company's consolidated financial statements as of the date of this report. 19 AMERICAN CAPITAL HOLDINGS, INC. ITEM 2. Management's Discussion and Analysis or Plan of Operation American Capital Holdings, Inc., ("ACH") is a holding company which owns five (5) proprietary financial products. These products are known as Guaranteed Principle Insured Convertible Securities ("GPICS (TM)"), Energy Tax Incentive Preferred Securities ("ETIPS(TM)"), Equipment Tax Incentive Convertible Securities ("ETICS(TM)"), Guaranteed Pension Accounting Contract Solutions ("GPACS(TM)") and Government Pension Accounting Contract Solutions ("GPACS(TM)"). The GPACS(TM) products are designed to provide solutions for unfunded government and private sector pension plan liability. The GPICS(TM), ETIPS(TM) and ETICS(TM) products are investment structures designed to facilitate the use of energy and depreciation tax incentives while insuring the capital investment through guarantees of principal. Our Chairman, Barney A. Richmond, has applied for a patent for one of these products, known as Government Pension Accounting Contract Solutions (GPACS(TM)). If and when the patent is granted, Mr. Richmond will assign the patent to ACH. The GPACS(TM) and some of our other products use insurance as a part of their structures. The insurance contracts will be written through several licensed insurance carriers. We intend to underwrite insurance policies through three subsidiaries, through which we intend to conduct our primary business operations. These subsidiaries are IS Direct Agency, Inc. ("IS Direct"), Universe Life Insurance Company ("Universe"). IS Direct is a wholly-owned subsidiary of ACH, and is a licensed insurance agency through which we will sell our products. IS Direct is currently licensed in approximately twenty states. Chris Dillon, president of IS Direct, is authorized to do business as an individual agent in approximately 27 states and in the District of Columbia. Mr. Dillon is currently applying for licenses in the three remaining states of Alaska, Wyoming and Washington. IS Direct expects to obtain the necessary licenses for it to operate in all 50 states. In addition to placing the insurance components of our financial products, IS Direct will also sell term life products, annuities and other traditional insurance products. We expect most of the insurance products sold by IS Direct will be eventually underwritten by Universe. However, we also plan to use IS Direct to sell additional products of other licensed insurance carriers. Universe is another wholly-owned subsidiary of ACH, which has been acquired in escrow pending approval of the change in control by the Insurance Commissioner of the State of Idaho. Universe is a life, health and annuities insurance carrier, which is currently licensed to operate in 3 states. Universe is in the application process to become licensed in all remaining states, and expects to obtain the necessary licenses to operate in all 50 states in the near future. We expect Universe to be domiciled in the State of South Carolina, with its principal offices in Charleston. On October 30, 2004, we entered into an agreement to purchase 80% of Cosmopolitan Life Insurance Company. On July 8, 2005 management withdrew its application to acquire Cosmopolitan Life Insurance. A special meeting of the shareholders of the Company was held on December 7, 2005. A motion was passed to remove Barry M. Goldwater, Jr., Norman E. Taplin and Michael Pickens from the Board of Directors of the Company. The Company 20 AMERICAN CAPITAL HOLDINGS, INC. also accepted the resignations of Michael Camilleri and Matthew Salmon. On January 6, 2006, the Company accepted the resignation of Douglas Sizemore from the Board of Directors of the Company. ACH's principal executive offices are located at 100

Village Square Crossing, Suite 202, Palm Beach Gardens, FL 33410, and our telephone number is (561) 207- 6395. The Company's fiscal year ends May 31, 2006. Business Strategy We intend to use the financial products of our subsidiaries as solutions, addressing the needs of governmental and private sector businesses regarding unfunded pension liabilities and other post-employment benefit ("OPEB") liabilities. We also plan to sell annuities and other insurance products, through our subsidiaries, to both the public and private sectors. We also intend to invest and/or sell our proprietary ETIPS(TM) and ETICS(TM) products in the public marketplace. Our GPACS(TM) products, which refers to both the Guaranteed Pension Accounting Contract Solutions product and the Government Pension Accounting Contract Solutions product, relate to a business method of adjusting the balance sheet of a business or governmental organization, and particularly to a system for organizing the unfunded obligations of the organization so that the liability on the balance sheet becomes offset by an asset. The product also provides a systematic investing capability to enhance the profitability of the organization and the improved treatment of tax obligations. GPACS was created in response to the General Accounting Standards Board ("GASB") Statement 45, which generally requires state and local governmental employers to account for and report the annual cost of OPEB and the outstanding obligations and commitments related to OPEB in essentially the same manner as currently required pension obligations. Annual OPEB costs for most employers will be based on actuarially determined amounts that, if paid on an ongoing basis, generally would provide sufficient resources to pay benefits as they come due. The provisions of Statement 45 do not require governments to fund their OPEB plans. An employer may establish its OPEB liability at zero as of the beginning of the initial year of implementation. However, the unfunded actuarial liability is required to be amortized over future periods. Statement 45 is effective for periods beginning after December 15, 2006, 2007, or 2008, depending on the size of the government entity based on annual revenues used for GASB 34 implementation requirements. In May of 2004, the GASB issued a corresponding "plan" statement, Statement 43 - Financial Reporting for Postemployement Benefit Plans Other than Pension Plans. Statement 43 is effective one year prior to Statement 45. This statement requires a statement of plan net assets, statement of changes in plan net assets, schedule of funding progress, and schedule of employer contributions in the stand-alone financial reports of OPEB plans, as well as in the financial statements of governments having OPEB trust funds. 21 AMERICAN CAPITAL HOLDINGS, INC. Actuarial services will be required one year earlier if the "plan" Statement 43 is applicable, unless an alternative measurement method is utilized. However, the alternative measurement method is only an option for plans with a total membership of fewer than one hundred. Many OPEB plans are currently paying benefits on a pay-as-you-go basis. If a government does not have an acceptable trust or equivalent arrangement established, actuarial valuations will not be necessary until Statement 45 is effective. Establishing a trust may be an option for funding OPEB benefits; employers should consider the impact of required actuarial services. Our GPICS(TM), ETIPS(TM) and ETICS(TM) products are each investment structures designed to maximize the benefit of energy and equipment tax incentives, in order to facilitate investment in energy related and other business enterprises. An essential feature of these products is a guarantee of the principal invested, as a result of the structuring of the investment. Our plan of operation includes the underwriting of the insurance aspects of our products through our subsidiaries. Pending approvals of our recent acquisitions of Universe and Cosmopolitan, we will use third party insurance carriers. However, upon receiving the approvals, which are expected in due course, we will retain as much premium and commission money as possible within our subsidiaries. IS Direct currently sells primarily term and whole life insurance products. However, upon the completion of our pending proposed acquisition of Universe, the scope of products available for sale by IS Direct is expected to broaden. Universe is a life insurance company which we expect to use to underwrite the insurance policies required by our GPACS products. Results of Operations: Comparison of the nine months ended February 28, 2006 with the nine months ended February 28, 2005. Revenue for the nine month period ended February 28, 2006 was $0 compared to $123 recorded during the same period of the prior year. Revenues were recorded from commission received by our insurance subsidiary IS Direct Agency. Gross profit reflects a loss of $7,531 in the current year versus a loss of $9,005 for the prior years nine month period. Depreciation expense contributed $7,531 to the current years deficit in gross profit and $9,128 to the prior years nine month period deficit. General and administrative costs of $341,461 for the current nine month period reflect costs of staffing our administrative and sales offices. This represents a $571,703 decrease from the administrative costs incurred for the nine months ending February 28, 2005. This decrease is due to the fact that overhead costs were being distributed to the spin-off companies for services rendered by staff and management of American Capital Holdings during the nine months ending February 28, 2006. 22 AMERICAN CAPITAL HOLDINGS, INC. Our operations for the nine months ended February 28, 2006 resulted in a net loss of $350,992 versus 937,526 for the nine months ended February 28, 2005. Unrealized holding losses during the current nine month period of $61,016 was the result of a decline in the market value of the Company's holdings in eCom Liquidity and Capital Resources: As of February 28, 2006 current assets totaled $669,932 compared to $3,899,487 at February 28, 2005. The $3,229,555 decrease in total current assets was the result of distributing $1,648,626 in the stock of the eCom spinoff companies to the shareholders of American Capital Holdings between May 31, 2005 and February 28, 2006 along with the write-down of Air Media Now which had a market value of $185,981 as of February 28, 2005 and the write-off of the investments acquired from Spaulding Ventures which had a market value of 1,834,500 as of February 28, 2005. Accounts Payable increased from $43,675 to $156,067 between February 28, 2005 and February 28, 2006. Current liabilities decreased from $1,368,644 at the end of the prior fiscal year to $990,290 on February 28, 2006, a decrease of $378,354 due to the conversion of short term debt to common stock during the nine months ending February 28, 2006. To the extent that additional funds are required to support operations or to expand our business, we may sell additional equity, issue debt or obtain other credit facilities through financial institutions. Any sale of additional equity securities will result in dilution to our shareholders. ITEM 3. CONTROLS AND PROCEDURES Evaluation of the Company's Disclosure Controls and Internal Controls: Within the 90 days prior to the date of this Quarterly Report on Form 10-QSB, the Company evaluated the effectiveness of the design and operation of its 'disclosure controls and procedures'("Disclosure Controls"). This 'evaluation' ("Controls Evaluation") was done under the supervision and with the participation of management, including the Chief Executive Officer/Chairman ("CEO")and Chief Financial Officer ("CFO"). As a result of this review, the Company adopted guidelines concerning disclosure controls and the establishment of a disclosure control committee made up of senior management. Limitations on the Effectiveness of Controls: The Company's management, including the CEO/CHAIRMAN and CFO, does not expect that its Disclosure Controls or its 'internal controls and procedures for financial reporting' ("Internal Controls")will prevent all error and all fraud. control system, no matter how well conceived and managed, can provide only reasonable assurance that the objectives of the control system are met. The design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of 23 some persons, by collusion of two or more people, or by management override of the control. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions; over time, control may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate. Because of the inherent limitations in a cost- effective control system, misstatements due to error or fraud may occur and not be detected. Conclusions: Based upon the Controls Evaluation, the CEO/CHAIRMAN and CFO have concluded that, subject to the limitations noted above, the Disclosure Controls are effective to timely alert management to material information relating to the Company during the period when its periodic reports are being prepared. In accordance with SEC requirements, the CEO/CHAIRMAN and CFO note that, since the date of the Controls Evaluation to the date of this Quarterly Report, there have been no significant changes in Internal Controls or in other factors that could significantly affect Internal Controls, including any corrective actions with regard to significant deficiencies and material weaknesses. PART II. OTHER INFORMATION ITEM 1. Legal Proceedings. The Company is not a party to any legal proceedings. ITEM 2. Unregistered sales of equity securities and use of proceeds. In July 2005, the Company issued 100,000 shares of common stock to an accredited investor. In August 2005, the Company issued 43,750 shares of common stock to an accredited investor. In August 2005, 1,090,027 shares of commons stock were issued in cancellation of debt. In October 2005, 26,000 shares of common stock to issued to two accredited investors. All above referenced shares were issued in reliance upon Section 4(2) of the Securities Act. A legend was placed on the certificates stating that the securities were not registered under the Securities Act and setting forth appropriate restrictions on their transfer or sale. ITEM 3. Defaults Upon Senior Securities. None ITEM 4. Submission of Matters to a Vote of Security Holders. None ITEM 5. Subsequent Events. None 24 AMERICAN CAPITAL HOLDINGS, INC. ITEM 6. Exhibits and Reports on Form 8-K. (a) Exhibits: Exhibit 31.1 Certification required under Section 302 of the Sarbanes-Oxley Act of 2002 by the CE0 on page . 26 Exhibit 31.2 Certification required under Section 302 of the Sarbanes-Oxley Act of

2002 by the CFO on page . 27 Exhibit 32 Section 1350 Certification on page . . . . 28 (b) Reports on Form 8-K: None 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 hereunder duly authorized. April 15, 2006 By: /s/ Barney A. Richmond Barney A. Richmond, Chief Executive Officer April 15, 2006 By: /s/ Richard C. Turner Richard C. Turner, Chief Financial Officer 25 EXHIBIT 31.1 CERTIFICATION REQUIRED UNDER SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002 I, Barney A. Richmond, certify that: 1. I have reviewed this quarterly report on Form 10-QSB of American Capital Holdings, Inc.; 2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report; 3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report; 4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have: a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is prepared; b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this report (the "Evaluation Date"); and c) presented in this report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date; 5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function): a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls. 6. The registrant's other certifying officer and I have indicated in this report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses. Date: April 15, 2006 /s/ Barney A. Richmond ------------------------- Barney A. Richmond Principal Executive Officer 26 EXHIBIT 31.2 CERTIFICATION REQUIRED UNDER SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002 I, Richard C. Turner, certify that: 1. I have reviewed this quarterly report on Form 10-QSB of American Capital Holdings, Inc.; 2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report; 3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report; 4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have: a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is prepared; b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this report (the "Evaluation Date"); and c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date; 5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function): a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls. 6. The registrant's other certifying officer and I have indicated in this report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses. Date: April 15, 2006 /s/ Richard C. Turner --------------------------- Richard C. Turner Chief Financial Officer 27 EXHIBIT 32 CERTIFICATIONS OF CEO AND CFO PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT CERTIFICATION PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002 (18 U.S.C. SECTION 1350) In connection with the Quarterly Report of American Capital Holdings Inc., a Florida corporation (the "Company"), on Form 10-QSB for the period ending February 28, 2006 as filed with the Securities and Exchange Commission (the "Report"), Barney A. Richmond, President of the Company and Richard C. Turner, Chief Financial Officer of the Company, respectively, do each hereby certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. 1350), that to his knowledge: (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and (2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company. /s/ Barney A. Richmond --------------------------- Barney A. Richmond Principal Executive Officer Date: April 15, 2006 /s/ Richard C. Turner -------------------------- Richard C. Turner Chief Financial Officer Date: April 15, 2006 [A signed original of this written statement required by Section 906 has been provided to American Capital Holdings, Inc. and will be retained by American Capital Holdings, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.] Exhibits to Form 10-QSB will be provided to shareholders of the Registrant upon written request addressed to American Capital Holdings, Inc., 100 Village Square Crossing, Suite 202, Palm Beach Gardens, Florida 33410. Any exhibits furnished are subject to a reasonable photocopying charge. The Securities and Exchange Commission has not approved or disapproved of this Form 10-QSB nor has it passed upon its accuracy or adequacy. 28