

CHINA EDUCATION ALLIANCE INC.

Form 10KSB/A

February 28, 2006

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

FORM 10-KSB/A

AMENDMENT NO. 4

- x **ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934
for the period ended December 31, 2004**
- o **TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934
for the transition period from _____ to _____**

COMMISSION FILE NUMBER: 333-101167

**CHINA EDUCATION ALLIANCE, INC.
f/k/a ABC REALTY CO.**

(Exact name of small business issuer as specified in its charter)

North Carolina
(State or other jurisdiction of
incorporation or organization)

56-2012361
(IRS Employer identification No.)

**80 Heng Shan Rd. Kun Lun Shopping Mall
Harbin, P.R. China 150090**

(Address of principal executive offices)

(86451) 8233-5794
(Issuer's telephone number)

Securities registered pursuant to Section 12(b) of the Exchange Act:

None

Securities registered pursuant to Section 12(g) of the Exchange Act:

\$0.001 Par Value Common Voting Stock

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(Title of Class)

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes ☒ No ☐

Check if there is no disclosure of delinquent filers in response to Item 405 of Regulation S-B contained in this form, and no disclosure will be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-KSB or an amendment to this Form 10-KSB. ☒

State issuer's net revenues for its most recent fiscal year: \$51,700

As of March 31, 2005, there were 57,915,000 common shares outstanding and the aggregate market value of the common shares (based upon the close price of \$.33 reported by brokers) held by non-affiliates was approximately \$3,255,450.

Transitional Small Business Disclosure Format (check one): Yes ☐ No ☒

Number of shares of common stock outstanding as of March 31, 2005: 57,915,000

Number of shares of preferred stock outstanding as of March 31, 2005: -0-

EXPLANATORY NOTE

China Education Alliance, Inc., is filing this Amendment No. 4 on Form 10-KSB/A to our Annual Report on Form 10-KSB, solely for the purpose of filing the following exhibits herewith:

31.1 Certification required by Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934,

31.2 Certification required by Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934,

32.1 Statement Furnished Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1340

32.2 Statement Furnished Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1340

Except as specifically indicated herein, no other information included in the Annual Report on Form 10-KSB/A is amended by this Agreement.
