

Edgar Filing: NOVEX SYSTEMS INTERNATIONAL INC - Form 10QSB/A

NOVEX SYSTEMS INTERNATIONAL INC  
Form 10QSB/A  
January 23, 2004

FORM 10-QSB/A-2

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

- QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE QUARTERLY PERIOD ENDED AUGUST 31, 2003 or
- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE TRANSITION PERIOD FROM \_\_\_\_\_ TO \_\_\_\_\_.

NOVEX SYSTEMS INTERNATIONAL, INC.  
(Exact name of registrant as specified in its charter)

|                         |                             |                                      |
|-------------------------|-----------------------------|--------------------------------------|
| New York                | 0-26112                     | 41-1759882                           |
| (State of Jurisdiction) | (Commission<br>File Number) | (IRS Employer<br>Identification No.) |

16 Cherry Street Clifton, New Jersey 07014  
(Address of Principal Executive offices) (Zip Code)

Registrant's telephone number, including area code 973-777-2307

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to filing requirements for the past 90 days. Yes  No .

The Company had 26,245,187 shares of its \$.001 par value common stock and 1,644,133 shares of its \$.001 par value preferred stock issued and outstanding on August 31, 2003.

DOCUMENTS INCORPORATED BY REFERENCE

| Location in Form 10-Q<br>----- | Incorporated Document<br>----- |
|--------------------------------|--------------------------------|
| Part II, Item 6                | None                           |

NOVEX SYSTEMS INTERNATIONAL, INC.

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PART I

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Item 1. Financial Information (Unaudited)

Item 1. Financial Statements (Unaudited)

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NOVEX SYSTEMS INTERNATIONAL, INC.  
BALANCE SHEET  
August 31, 2003

ASSETS

CURRENT ASSETS:

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|                             |            |
|-----------------------------|------------|
| Cash                        | \$ 23,584  |
| Royalty/Licensee receivable | 21,844     |
|                             | -----      |
| Total Current Assets        | 45,428     |
| GOODWILL - at cost, net     | 579,067    |
|                             | -----      |
|                             | \$ 624,495 |
|                             | =====      |

LIABILITIES AND SHAREHOLDERS' DEFICIENCY

CURRENT LIABILITIES:

|  |           |
|--|-----------|
| Current portion of long term debt              | 1,511,000 |
| Accounts payable                               | 513,402   |
| Loans payable - shareholder                    | 152,827   |
| Accrued expenses and other current liabilities | 332,755   |
| Accrued Taxes                                  | 396,609   |
|  | -----     |
| Total Current Liabilities                      | 2,906,592 |
|  | -----     |

COMMITMENTS AND CONTINGENCY

SHAREHOLDERS' DEFICIENCY:

|   |              |
|---|--------------|
| Preferred stock - \$0.001 par value, 10,000,000 shares authorized,<br>1,644,133 shares issued and outstanding (liquidation value \$1,644,133) | 1,644,133    |
| Common stock - \$0.001 par value, 50,000,000 shares authorized<br>26,245,187 shares issued and outstanding                                    | 26,245       |
| Additional paid-in capital  | 6,413,267    |
| Accumulated deficit   | (10,365,743) |
|   | -----        |
| Total shareholders' deficiency  | (2,282,098)  |
|   | -----        |
|   | \$ 624,495   |
|   | =====        |

See notes to financial statements.

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NOVEX SYSTEMS INTERNATIONAL, INC.  
STATEMENTS OF OPERATIONS

|                               |      |
|-------------------------------|------|
| Three Months Ended August 31, |      |
| 2003                          | 2002 |
| ----                          | ---- |

(Unaudited)

(Unaudited)

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|  |            |            |
|--|------------|------------|
| NET SALES  | 75,804     | 557,526    |
| COST OF GOODS SOLD   | 0          | 361,098    |
|  | -----      | -----      |
| GROSS PROFIT   | 75,804     | 196,428    |
| SELLING, GENERAL AND ADMINISTRATIVE  | 62,149     | 260,722    |
|  | -----      | -----      |
| INCOME (LOSS) FROM OPERATIONS  | 13,655     | (64,294)   |
|  | -----      | -----      |
| OTHER INCOME (EXPENSES):   |            |            |
| Interest expense   | (40,986)   | (86,178)   |
| Gain on Exchange of Assets   | 393,500    | 0          |
|  | -----      | -----      |
| OTHER EXPENSES, net  | 352,514    | (86,178)   |
|  | -----      | -----      |
| NET INCOME (LOSS)  | 366,169    | (150,472)  |
| Less: Preferred stock dividend   | 45,214     | 38,235     |
|  | -----      | -----      |
| NET INCOME (LOSS) TO COMMON SHAREHOLDERS                                   | 320,955    | (188,707)  |
|  | =====      | =====      |
| INCOME (LOSS) PER COMMON SHARE, basic and diluted                          | \$ 0.01    | \$ (0.01)  |
|  | =====      | =====      |
| WEIGHTED AVERAGE NUMBER OF COMMON<br>SHARES OUTSTANDING, basic and diluted | 26,245,187 | 26,870,187 |
|  | =====      | =====      |

See notes to financial statements.

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NOVEX SYSTEMS INTERNATIONAL, INC.  
STATEMENTS OF CASH FLOWS

|  |  |         |
|--|--|---------|
|  |  | Three M |
|  |  | -----   |
|  |  | 2003    |
|  |  | -----   |
| CASH FLOWS FROM OPERATING ACTIVITIES:  |  | (Unaudi |
| Net income (loss)  |  | \$ 366  |
| Adjustments to reconcile net loss to net cash<br>used in operating activities: |  |         |
| Depreciation and amortization  |  | 12      |
| Gain on Exchange of Assets.  |  | (393    |
| Reversal of excess accruals  |  | (25     |
| Amortization of debt discount  |  |         |
| Changes in assets and liabilities, net of the<br>effect from acquisition:      |  |         |
| Accounts receivable  |  | 68      |
| Royalty/Licensee receivable  |  | (21     |

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|   |          |
|---|----------|
| Inventories   |          |
| Prepaid and other current assets                          |          |
| Accounts payable  | (6)      |
| Accrued expenses and other current liabilities            | (25)     |
| Accrued payroll taxes                                     | 19       |
| NET CASH USED IN OPERATING ACTIVITIES                     | (5)      |
| CASH FLOWS FROM INVESTING ACTIVITIES:                     |          |
| CASH FLOWS FROM FINANCING ACTIVITIES:                     |          |
| (Repayment of) proceeds from loans payable - shareholders | 26       |
| (Repayment of) proceeds from bank line of credit          |          |
| Proceeds from debt financing                              |          |
| (Repayment) of debt obligations                           |          |
| NET CASH PROVIDED BY FINANCING ACTIVITIES                 | 26       |
| NET INCREASE (DECREASE) IN CASH                           | 20       |
| CASH AT BEGINNING OF YEAR                                 | 3        |
| CASH AT END OF PERIOD                                     | \$ 23    |
| SUPPLEMENTAL CASH FLOW INFORMATION:                       |          |
| Cash paid during the period for:                          |          |
| Interest  | \$ 40    |
| Income taxes  |          |
| Non-cash flow and investing and financing activities:     |          |
| Accrued preferred stock dividend                          |          |
| Foreclosure of property and equipment                     | 767      |
| Reversal of accrued liabilities related to foreclosure    | 72       |
| Satisfaction of bank debt via foreclosure                 | \$ 1,118 |

See notes to financial statements.

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NOVEX SYSTEMS INTERNATIONAL, INC.  
 NOTES TO CONDENSED FINANCIAL STATEMENTS  
 THREE MONTHS ENDED AUGUST 31, 2003  
 (UNAUDITED)

PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

NOTE 1. BASES OF COMPENSATION

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The accompanying unaudited condensed financial statements of Novex Systems International, Inc. (the "Company") have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-QSB and Regulation S-B. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments considered necessary for a fair presentation (consisting of normal recurring accruals) have been included. The preparation of financial statements in conformity with 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. Operating results for expected for the three months ended August 31, 2003 are not necessarily indicative of the results that may be expected for the year ending May 31, 2004. For further information, refer to the financial statements and footnotes thereto included in the Company's Annual Report on Form 10-KSB for the year ended May 31, 2003. Per share data for the periods are based upon the weighted average number of shares of common stock outstanding during such periods, plus net additional shares issued upon exercise of options and warrants.

### NOTE 2. ACCOUNTING POLICIES

#### GOING CONCERN

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. The Company has suffered from recurring losses from operations, and has a negative working capital and shareholder deficiency as of August 31, 2003. The Company is also in default of its bank lines of credit and in arrears with paying payroll taxes. These factors raise substantial doubt as to the Company's ability to continue as a going concern. The financial statements do not include any adjustments that might be necessary should the Company be unable to continue as a going concern.

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#### STOCK-BASED COMPENSATION PLANS

The Company accounts for its stock-based compensation plans under Accounting Principles Board Opinion 25, (APB25) Accounting for Stock Issued to Employees and the related interpretation, for which no compensation cost is recorded in the statement of operations for the estimated fair value of stock options issued with an exercise price equal to the fair value of the common stock on the date of grant. Statement of Financial Accounting Standards No. 123 (SFAS 123) Accounting for Stock-Based Compensation, as amended by Statement of Financial Accounting Standards No. 148 (SFAS 148) Accounting for Stock-Based Compensation - Transition and Disclosure, requires the companies, which do not elect to account for stock-based compensation as prescribed by this statement, disclose the pro-forma effects on earnings and earnings per share as if SFAS 123 has been adopted. No options or warrants have been granted to employees, officers and directors during fiscal year ended 2003 and through August 31, 2003.

### NOTE 3. GAIN ON PROPERTY CONVEYANCE

In March 2001, Dime Commercial Corp. commenced a legal action against Novex to secure payment on the two outstanding notes and a separate action to seek foreclosure on the real property in an attempt to force the company to pay-off the notes in a reasonable time period. In April 2003 Dime received a judgment

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for \$1,336,000 and a judgment in foreclosure on Novex's real property, which was conveyed to Dime, along with Novex's personal tangible property located at the real property on July 1, 2003 in what Novex believes to be full satisfaction of the judgment.

### NOTE 4. LICENSE AGREEMENT

On January 31, 2003, Novex entered into a licensing agreement, until December 2004, with C.G.M., Inc. of Ben Salem "Licensee", Pennsylvania to market and distribute Novex's Por-Rok, Dash Patch and Sta-Dri products in exchange for monthly royalty payments ranging from 15% to 25% of the net invoice value to the customer. In addition the Licensee shall purchase at cost the inventory on hand from the Company, payable in three installments through March 15, 2003. The Licensee has the right to terminate the agreement within 180 days from the commencement date of the agreement. In the event the Licensee elects to terminate this licensing agreement, the Company shall be obligated to purchase all inventory that cannot be used by the Licensee due to the termination of the licensing agreement. Licensor reserves the right to terminate the licensing agreement for the following reasons; failure to ship a minimum of \$375,000 of merchandise in two consecutive quarters, Licensee having become subject to a 50% change in control, Licensee becoming subject to involuntary or voluntary bankruptcy.

### NOTE 5. DEBT AND EQUITY TRANSACTION

In September 2002, the Dime Bank put option agreement expired. The remaining recorded value of such put option liability of \$22,364 was reclassified to additional paid in capital.

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In December 2002, a noteholder signed an agreement to forbear from pursuing any claims against Novex to seek repayment of outstanding principal and interest due on promissory notes purchased from Novex. In consideration for signing the agreement, Novex agreed to pay the noteholder \$50,000 on the additional condition that the noteholder tender to Novex for cancellation, 625,000 shares of Novex's \$.001 par value common stock it is holding. The \$50,000 payment was allocated \$40,625 to interest expense and \$9,375 to the repurchase of the common stock.

### NOTE 6. SUBSEQUENT EVENTS

On September 3, 2003, The Sherwin-Williams Company ("Sherwin") surrendered for cancellation all of its 1,000,000 shares of common stock and all of its 1,644,133 shares of preferred stock, including accrued dividends after May 31, 2002. The decision was based solely on Sherwin's review of its mandatory right to convert its preferred shares into common stock pursuant to an agreement reached on August 7, 2000, which upon exercise would have resulted in Sherwin owning over 90% of the company's common stock. Under the circumstances Sherwin preference was to terminate its entire ownership interest in the Company, versus having to assume a substantial controlling interest in the Company pursuant to the terms and conditions of the August 7, 2000 agreement.

Effective September 3, 2003, the Company has terminated all of its preferred shares having had a liquidation preference of \$1.00 per share, or a face value of \$1,644,133, and has reduced its issued and outstanding common stock by 1,000,000 shares to 25,245,187.

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### Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis should be read in conjunction with the information contained in the Financial Statements and the Notes to the financial statements appearing elsewhere in this Form 10-QSB. The Financial Statements for the three month period ending August 31, 2003 and August 31, 2002, included in this Form 10-QSB are unaudited; however, this information reflects all adjustments (consisting solely of normal recurring adjustments), which are, in the opinion of management, necessary to present a fair statement of the results for the interim period.

#### Results of Operations

Three months ending August 31, 2003 vs. August 31, 2002

In the three month period ended August 31, 2003, Novex had net sales of \$75,804 versus \$557,526 in the corresponding three month period in 2002. Cost of goods sold in this period was \$0 which generated a gross margin of 100%, versus 35% in 2002. The material change in sales and gross margin was attributable to Novex' conversion of its business from a manufacturing company into a licensing company. On February 1, 2003, Novex entered into an exclusive licensing agreement with CGM, Inc., whereby CGM fulfills all orders for products sold under the trade names that Novex continues to own and thereafter pays Novex a cash royalty on sales ("Licensing Agreement"). All royalty payments are based on actual sales in the previous month and are paid on a monthly basis.

This three month period marks the first quarter whereby Novex did not produce any of sales. In the three month period ending May 31, 2003, Novex was bound by the Licensing Agreement, but still needed to produce a nominal amount of sales at its former Clifton, New Jersey facility. Going forward, and assuming there are no material changes in Novex's business, the operating results will appear similar to the quarter ending August 31, 2003 than in previous quarterly periods whereby Novex recorded much higher net sales and costs of sales that are more in line with a manufacturing entity.

In this three month period, Novex recorded income from operations of \$13,655 and a net income to common shareholders of \$320,955. The net profit was attributable primarily to a one time gain on the disposition of assets of \$393,500. On July 1, 2003, Novex's former bank, Washington Mutual (formerly Dime Commercial Corp.) ("Dime") took title to the company's former manufacturing facility in Clifton, New Jersey as satisfaction of a judgment that the bank secured earlier this year in the amount of \$1,336,000. Novex has not received a final satisfaction of judgment from Dime. Dime and Novex are undertaking settlement discussions. If the settlement discussions do not result in a mutually satisfactory means for securing a satisfaction of judgment, Novex will have to consider filing a bankruptcy petition to stop Dime from executed its judgment against Novex' remaining assets, namely the intangible property that is needed by Novex to perform its obligations under the Licensing Agreement.

In the three month period, Novex incurred financing charges of \$40,986. Until Novex can either refinance its outstanding debt, or merge with another company which will include a refinancing of the debt

it will continue to accrue inordinate debt charges on a monthly basis.

Novex incurred selling, general and administrative costs of \$62,149.



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On August 31, 2003, Novex had \$45,428 in current assets, which consisted primarily of inventory of royalty receivables of \$21,844 and cash of \$23,584. Novex also has goodwill of \$579,067, which represents the book value of its trademarks, trade names and customer list which are the assets that generate the royalty income that the company earns.

### Liquidity and Financial Resources at August 31, 2003

As of August 31, 2003 Novex had \$2,906,592 in current liabilities. Of this amount, \$1,990,998 is due to four shareholders that loaned funds to the company since 1998. The remaining liabilities are account payable and accrued expenses of \$483,609 and various taxes payable of \$431,985.

On December 21, 2000, Novex obtained from a private investor, who is referenced above as one of four shareholders, a six-month secured bridge loan in the amount of \$600,000 ("Bridge Note") which has been extended by the investor to provide the company additional time to improve its sales and secure take-out financing on terms that are mutually beneficial to the company and the new investor(s). The bridge loan bears interest at a rate of 10% per annum. In exchange for the bridge financing, Novex issued 600,000 shares of its common stock to the investor. The Bridge Note is secured by Novex assets. During the period from February 21, 2001, through October 4, 2001, the same private investor made three additional bridge loans of \$411,000 for which he received 286,000 shares of common stock as of November 30, 2001 and another 25,000 shares of common stock as of December 31, 2001. The terms of the additional bridge loans are identical to those of the original Bridge Note. He also made an equity investment of \$50,000 on January 21, 2001 for which he received 625,000 shares of Novex' common stock. As part of a forbearance agreement that Novex and the holder entered into the 625,000 shares of common stock were tendered back to the company for cancellation.

### Inflation and Changing Prices

Novex does not foresee any risks associated with inflation or substantial price increase in the near future. In addition, the raw materials that are used in the manufacturing of Novex's products are available locally through many sources and are for the most part commodity products.

### Critical Accounting Policies

The discussion and analysis of our financial condition and results of operations are based upon our financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amount of assets and liabilities, revenues and expenses, and related disclosure on contingent assets and liabilities at the date of our financial statements. Actual results may differ from these estimates under different assumptions and conditions.

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Critical accounting policies are defined as those that are reflective of significant judgments and uncertainties, and potentially result in materially different results under different assumptions and conditions. We believe that our critical accounting policies are limited to those described below. For a detailed discussion on the application of these and other accounting policies see our note 2 to our financial statements.

Long-Lived Assets (including Tangible and Intangible Assets)

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We acquired businesses in recent years, which resulted in tangible assets being recorded. The determination of the value of such intangible assets requires management to make estimates and assumptions that affect our consolidated financial statements. We assess potential impairment to the intangible and tangible assets on a quarterly basis or when evidence that events or changes in circumstances indicate that the carrying amount of an assets may not be recovered. Our judgments regarding the existence of impairment indicators, if any, and future cash flows related to these assets are based on operational performance of our business, market conditions and other factors.

### Accounting for Income Taxes

As part of the process of preparing our financial statements we are required to estimate our income taxes. Management judgment is required in determining our provision of our deferred tax asset. We recorded a valuation for the full deferred tax asset from our net operating losses carried forward due to the Company not demonstrating any consistent profitable operations. In the event that the actual results differ from these estimates or we adjust these estimates in future periods we may need to adjust such valuation recorded.

### Going Concern

The financial statements of the Company have been prepared assuming that the Company will continue as a going concern. The Company has had negative working capital for each of the last two years ended May 31, 2003 and 2002. The Company has recently relinquished title to its property and equipment due to default of its bank line of credit and mortgage on its property. The Company is in arrears with paying payroll taxes for several months. Those conditions raise substantial doubt about the abilities to continue as a going concern. The financial statements of the Company do not include any adjustments that might be necessary should the Company be unable to continue as a going concern.

### Item 3. Controls and Procedures

#### (A) Evaluation of Disclosure Controls and Procedures

Within the 90 days prior to the date of this report, the Company carried out an evaluation under the supervision and with the participation of the Company's management, including the Company's President and Acting Treasurer of the effectiveness of the design and operation of the Company's disclosure controls and procedures pursuant to the Exchange Act Rule 13a-14. Based upon that evaluation, the President and Acting Treasurer concluded that the Company's disclosure controls and procedures are effective in timely alerting the Company to material information required to be included in

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the Company's periodic SEC filings relating to the Company.

#### (B) Changes in Internal Controls

There were no significant changes in the Company's internal controls or in the other factors that could significantly affect these internal controls subsequent to the date of our most recent evaluation.

### Part II Other Information

#### Item 1. Legal Proceedings

In March, 2001, Dime Commercial Corp. commenced a legal action against

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Novex to secure payment on the two outstanding notes and a separate action to seek foreclosure on the real property in an attempt to force the company to pay-off the notes in a reasonable time period. In April, 2003 Dime received a judgment for \$1,336,000 and a judgment in foreclosure on Novex's real property, which was conveyed to Dime, along with Novex's personal tangible property located at the real property on July 1, 2003 in what Novex believes to be full satisfaction of the judgment.

One vendor, which is also a shareholder, commenced an action against Novex and received a judgment for \$95,000 for unpaid cash payments that were required to be made on a monthly basis, plus purchased inventory when Novex acquired the Sta-Dri assets from the former Sta-Dri Company.

Some small vendor accounts have commenced actions against Novex to secure payments on aged accounts payable and the company does not believe these actions would have materially adverse consequences to the company, since more senior creditors have priority rights to Novex's collateral and no other creditors can threaten the company or its assets without the approval of these senior creditors.

Item 2. Changes in Securities. None.

Item 3. Defaults Upon Senior Securities. See Item 1. above.

Item 4. Submission of Matters to a Vote of Security Holders. None.

Item 5. Other Information. None.

Item 6. Exhibits and Reports on Form 8-K. None.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities and Exchange Act of 1934, Novex Systems International Incorporated has duly caused this report to be signed on its behalf by the undersigned person who is duly authorized to sign on behalf of the Company as its principal executive officer and principal financial officer.

NOVEX SYSTEMS INTERNATIONAL, INC.

By: /ss/ Daniel W. Dowe

-----  
Daniel W. Dowe  
Chief Executive Officer and Chief Financial Officer

Date: January 19, 2004