

NUCOTEC INC
Form 10QSB
November 14, 2003

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-QSB

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**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2003

or

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**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to

Commission file number: 000-50146

NUCOTEC, INC.

(Name of Small Business Issuer as specific in its Charter)

Nevada

(State or Other Jurisdiction of
Incorporation or Organization)

94-3409645

(I.R.S. Employer
Identification No.)

1080 S.E. 3rd Avenue, Ft. Lauderdale, Florida

(Address of Principal Executive Offices)

33316

(Zip Code)

Issuer's telephone number, including area code: **(954) 356 8111**

N/A

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the issuer (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter periods that the registrant was required to file such reports), and (2) has been subject to

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such filing requirements for the past 90 days. Yes No

As of November 13, 2003, the number of shares of Common Stock outstanding was 6,076,000.

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

TABLE OF CONTENTS

PART I FINANCIAL INFORMATION

ITEM 1 CONSOLIDATED FINANCIAL STATEMENTS

ITEM 2 MANAGEMENT'S DISCUSSION AND ANALYSIS OF CONSOLIDATED FINANCIAL CONDITION AND RESULTS OF OPERATIONS

ITEM 3 CONTROLS AND PROCEDURES

PART II OTHER INFORMATION

ITEM 1 LEGAL PROCEEDINGS

ITEM 2 CHANGES IN SECURITIES

ITEM 3 DEFAULTS UPON SENIOR SECURITIES

ITEM 4 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

ITEM 5 OTHER INFORMATION

ITEM 6 EXHIBITS AND REPORTS ON FORM 8-K

SIGNATURES

PART I FINANCIAL INFORMATION

NUCOTEC, INC. AND SUBSIDIARY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NINE MONTHS ENDED SEPTEMBER 30, 2003 AND 2002

(1) Summary of Significant Accounting Policies:

Business Activity:

Nucotec, Inc. and its subsidiary, Salty's Warehouse, Inc. (collectively, the Company) sell various home and automobile electronic equipment, computer accessories and supplies to the general public through its website <http://www.saltyswarehouse.com>.

Organization:

Nucotec, Inc. was incorporated in the State of Nevada on October 8, 2001.

Plan of Reorganization:

During May 2002, Nucotec, Inc. (Nucotec) entered into a plan of reorganization, whereby, Nucotec issued 912,000 shares of its common stock in exchange (the Exchange) for 80% of the outstanding common stock of Salty's Warehouse, Inc. (Salty's), a Florida Corporation. The two principal shareholders of Nucotec immediately prior to the Exchange, were Winthrop Venture Management, Inc. and Lady Jean Charters, Inc. These two principal shareholders also had majority management and voting control of Salty's, by virtue of common ownership, prior to the Exchange. After the Exchange, the majority shareholders of Winthrop Venture Management, Inc. and Lady Jean Charters, Inc. maintained significant control of the combined entities. As such, this business combination has been accounted for as a reorganization of companies under common control in a manner similar to a pooling of interest, whereby the carrying value of the net assets of Salty's was transferred to Nucotec, pursuant to Statement of Financial Accounting Standards No. 141 *Business Combinations*.

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The accompanying consolidated financial statements present the financial information of the combined entities as of the beginning of the earliest period presented. All significant intercompany accounts and transactions have been eliminated in consolidation.

Interim Financial Statements:

The accompanying consolidated financial statements include all adjustments (consisting of only normal recurring accruals), which are, in the opinion of management, necessary for a fair presentation of the results of operations for the periods presented. Interim results are not necessarily indicative of the results to be expected for the full year ending December 31, 2003. The financial statements should be read in conjunction with the audited financial statements included in the annual report of Nucotec, Inc. and Subsidiary. (the Company) on Form 10-KSB for the year ended December 31, 2002.

Going Concern:

The accompanying consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America, which contemplate continuation of the Company as a going concern. However, the Company has no established source of material revenue, has incurred a net loss of \$31,531 in 2002 and \$74,349 for the nine months ended September 30, 2003. As of September 30, 2003, the Company had negative working capital of \$84,187 and net capital deficit of \$107,687. These matters raise substantial doubts about the Company's ability to continue as a going concern. These consolidated financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts, or amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

Management plans to take the following steps that it believes will be sufficient to provide the Company with the ability to continue in existence:

Management intends to continue to raise additional financing through private equity financing, loans from officer-stockholders or other means and interests that it deems necessary, with a view to moving forward and sustaining a prolonged growth in its strategy phases.

The Company plans to raise additional operating funds through equity or debt financings. The Company's common stock is now quoted on the Over-the-Counter Bulletin Board maintained by the National Association of Securities Dealers, Inc. The Company believes that this will improve its chances of raising funds through either equity or debt financings. The Company may not be able to arrange for loans or other forms of financings on favorable terms. The Company intends to raise working capital from a variety of sources, including from investors who are associates of the Company's management, or by waiting until a public market develops for shares of the Company's common stock. There is no assurance that the Company will be able to arrange for financing and has not, to date, had any substantive discussions with any third parties regarding such financing.

Revenue Recognition:

The Company accounts for revenues pursuant to SAB 101 Revenue Recognition and EITF 99-19 Reporting Revenue Gross as a Principal versus Net as an Agent. Net revenue as an agent from the sale of products (consisting primarily of automobile electronic equipment, home electronics, computer accessories and supplies) are recognized when title to the products are transferred to the customer (product shipment) and only when no further contingencies or material performance obligations are warranted and, thereby, have earned the right to receive and retain reasonably assured payments.

Use of Estimates:

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Other Comprehensive Income:

Statement of Financial Accounting Standards No. 130, Reporting Comprehensive Income (SFAS 130), established new rules for the reporting and display of comprehensive loss and its components, which requires unrealized gains or losses on the Company's available for sale securities, currency translation adjustments and minimum pension liability to be included in other comprehensive income. Other comprehensive income consisted only of net income (loss).

Net Loss Per Share:

Net loss per share has been computed using the weighted average number of common shares outstanding during 2003 and 2002. There were no common stock equivalents.

Incentive and Stock Nonqualified Option Plan:

Pro forma information regarding the effect on operations as required by SFAS 123 and SFAS 148, has been determined as if the Company had accounted for its employee stock options under the fair value method of that statement. Pro forma information, using the Black-Scholes method at the date of grant, is based on the following assumptions:

| | |
|-------------------------|----------|
| Expected life | 10 Years |
| Risk-free interest rate | 5.5% |
| Dividend yield | |
| Volatility | 50% |

This option valuation model requires input of highly subjective assumptions. Because the Company's employee stock options have characteristics significantly different from those of traded options, and because changes in the subjective input assumptions can materially affect the fair value estimate, in management's opinion, the existing model does not necessarily provide a reliable single measure of fair value of its employee stock options.

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For purposes of SFAS 123 pro forma disclosures, the estimated fair value of the options is amortized to expense over the option's vesting period. No expense was recognized under APB 25. The Company's pro-forma information is as follows:

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| | September 30, 2003 | September30, 2002 |
|--|--------------------|-------------------|
| Net loss, as reported | \$ (74,349) | \$ (31,531) |
| Stock compensation calculated under SFAS 123 | \$ (425,000) | \$ |
| Pro-forma net loss | \$ (499,349) | \$ (31,531) |
| Basic and diluted historical loss per share | \$ (0.01) | \$ (0.00) |
| Pro-forma basic and diluted loss per share | \$ (0.08) | \$ (0.00) |

(2) **Net Revenue:**

A summary of net revenue by product category, for the nine months ended September 30, 2003 and 2002, are as follows:

| | 2003 | 2002 |
|-----------------------------------|---------------|---------------|
| Home electronics | \$ 20,311 | \$ 9,059 |
| Automobile electronics | 18,112 | 21,530 |
| Computer supplies and accessories | 3,514 | 3,168 |
| | 41,937 | 33,757 |
| Less cost of revenue | 37,319 | 28,813 |
| Net revenue as an agent | \$ 4,618 | \$ 4,944 |

(3) **Subsequent Event:**

On November 12, 2003, the Company received \$7,500 from and issued a promissory note for \$7,500 to one of its officers. The note is due on November 12, 2004 with principal and interest at 10% per annum payable upon maturity.

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 Company's financial statements, including the notes thereto, appearing elsewhere in this Report.

THE FOLLOWING INFORMATION CONTAINS CERTAIN FORWARD-LOOKING STATEMENTS OF MANAGEMENT OF THE COMPANY. FORWARD-LOOKING STATEMENTS ARE STATEMENTS THAT ESTIMATE THE HAPPENING OF FUTURE EVENTS AND ARE NOT BASED ON HISTORICAL FACT. FORWARD-LOOKING STATEMENTS MAY BE IDENTIFIED BY THE USE OF FORWARD-LOOKING TERMINOLOGY, SUCH AS MAY, COULD, EXPECT, ESTIMATE, BELIEVE, ANTICIPATE, PLAN, PROBABLE, POSSIBLE, SHOULD, CONTINUE, OR SIMILAR TERMS. THE FORWARD-LOOKING STATEMENTS SPECIFIED IN THE FOLLOWING INFORMATION HAVE BEEN COMPILED BY OUR MANAGEMENT ON THE BASIS OF ASSUMPTIONS MADE BY MANAGEMENT AND CONSIDERED BY MANAGEMENT TO BE REASONABLE. OUR FUTURE OPERATING RESULTS, HOWEVER, ARE IMPOSSIBLE TO PREDICT AND NO REPRESENTATION, GUARANTY, OR WARRANTY IS TO BE INFERRED FROM THOSE FORWARD-LOOKING STATEMENTS.

Critical Accounting Policies and Estimates

Management's Discussion and Analysis of the Consolidated Financial Condition and Results of Operations discusses the Company's consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. On an on-going basis, management evaluates its estimates and judgments, including those related to financing operations, and contingencies and litigation. Management bases its estimates and judgments on historical experience and on various other factors that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. The most significant accounting estimates inherent in the preparation of the Company's consolidated financial statements include estimates as to the appropriate carrying value of certain assets and liabilities which are not readily apparent from other sources, primarily accruals for operating costs, and the classification of net operating loss and tax credit carryforwards. These accounting policies are fully described at relevant sections in the discussion and analysis and in the notes to the financial statements included in our Form 10-KSB report for the year ended December 31, 2002 filed on March 28, 2003.

Overview

Nucotec, Inc was incorporated in Nevada on October 8, 2001 in order to serve as a holding company for Salty's Warehouse, Inc., which sells consumer electronics products and other name brand consumer products over the Internet.

On May 10, 2002, Nucotec entered into a Plan of Reorganization, whereby, Nucotec acquired 80% of the outstanding common stock of Salty's Warehouse (see a discussion of this transaction under "Business"). This business combination has been accounted for in a manner similar to pooling of interest, whereby the carrying value of the net assets of Salty's Warehouse was transferred to Nucotec, pursuant to FASB 141

Business Combinations. The accompanying consolidated

financial statements have been restated to present the financial information of the combined entities as of the beginning of the earliest period presented. All significant intercompany accounts and transactions have been eliminated in consolidation.

Results of Operations for the Nine and Three Months Ended September 30, 2003 Compared To The Nine and Three Months Ended September 30, 2002 (unaudited)

Revenue

Our net revenue was \$4,618 for the nine months ended September 30, 2003 compared to \$4,944 for the nine months ended September 30, 2002. All revenues were from the sale of products on the Salty's Warehouse web site. Our low revenues are the result of a sluggish economy and the competitive environment in which we operate. While we believe that revenues will eventually increase, there can be absolutely no assurance that we will achieve profitability or any other results expressed or implied in any forward looking statements. Our net revenue is net of the wholesale price and shipping charges paid by Salty's Warehouse to its suppliers for products sold on the web site. Yahoo! started charging Salty's Warehouse a one half percent transaction based fee for every product sold over the web site, further increasing these costs netted against revenues.

Our net revenue was \$1,281 for the three months ended September 30, 2003 compared to \$4,703 for the three months ended September 30, 2002. All revenues were from the sale of products on the Salty's Warehouse web site. We believe our low revenues are the result of a sluggish economy and the competitive environment in which we operate.

Operating Expenses

Our operating expenses for the nine months ended September 30, 2003 were \$78,967 compared to \$36,475 for the nine months ended September 30, 2002. Expenses consisted primarily of general operating expenses and professional fees. The increase in general operating expenses from 2002 to 2003 is mostly due to legal and accounting fees incurred in early 2003 in connection with our Annual Report on Form 10-KSB.

Our operating expenses for the three months ended September 30, 2003 were \$21,346 compared to \$25,550 for the three months ended September 30, 2002. Expenses consisted primarily of general operating expenses and professional fees. The increase in general operating expenses from 2002 to 2003 is mostly due to legal and accounting fees incurred in early 2003 in connection with our Annual Report on Form 10-KSB.

Net Loss

We had a net loss of \$74,349 or basic and diluted net loss per common share of \$0.01 for the nine months ended September 30, 2003 compared to a net loss of \$31,531 or basic and diluted net loss per common share of \$0.01 for the nine months ended September 30, 2002.

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We had a net loss of \$20,065 or basic and diluted net loss per common share of \$0.00 for the three months ended September 30, 2003 compared to a net loss of \$20,847 or basic and diluted net loss per common share of \$0.00 for the three months ended September 30, 2002.

Liquidity And Capital Resources

As of September 30, 2003, we had a net working capital deficit of \$84,187 as compared with a net working capital deficit of \$4,956 at September 30, 2002.

Net cash used for operating activities was \$59,834 for the nine months ended September 30, 2003 compared to \$28,533 for the nine months ended September 30, 2002.

Salty's Warehouse generally does not hold the products we sell in inventory. Net revenue as an agent from the sale of products (consisting primarily of automobile electronic equipment, home electronics, computer accessories and supplies) is recognized when title to the products are transferred to the customer (product shipment) and only when no further contingencies or material performance obligations are warranted and, thereby, have earned the right to receive and retain reasonably assured payments. At the time a customer orders a product on our web site, the customer pays for the product by credit card. If the credit card is Visa or Mastercard we usually receive the funds within twenty-four hours. However if the credit card is American Express or Discover, we receive the funds as part of an aggregated payment from the respective credit card company once a month. The supplier invoices us when the product is actually shipped on terms requiring us to pay within 30 days. So in most transactions, we will have already received payment from the customer before we must pay the supplier for the product that this customer has ordered. Therefore, we do not have any significant capital requirements to replenishing inventory.

Our only internal sources of liquidity are our bank accounts and the future revenues we may receive from the sale of products on our web site. Our only external source of liquidity is loans from our management. We do not have any material commitments for capital expenditures.

Due to numerous economic and competitive risks, any or all of which may have a material adverse impact upon our operations, there can be no assurance that we will be able to successfully generate significant revenues or achieve a level of profits which will permit us to stay in business. However, we believe cash generated from net revenues, together with the \$25,000 loaned to us by management in April 2003, \$30,000 loaned to us by management in August 2003, and \$7,500 loaned to us by management in November 2003 will be sufficient to fund all our general and administrative expenses for the next three months.

Fluctuations in Operating Results; Seasonality

Annual and quarterly fluctuations in our consolidated results of operations may be caused by the timing and quantity of orders from our customers. Our future results also may be affected by a number of factors, including our ability to offer our products at competitive prices and to anticipate customer demands. Our results may also be affected by economic conditions in the geographical areas in which we operate. All of the foregoing may result in substantial unanticipated quarterly earnings shortfalls or losses. Due to all of the foregoing, we believe that period-to-period comparisons of our results of operations are not necessarily meaningful and should not be relied upon as indicative of future performance.

Inflation

We believe that our revenue and consolidated results of operations have not been significantly impacted by inflation since we began operations.

ITEM 3. CONTROLS AND PROCEDURES

Our President and Chief Financial Officer (the Certifying Officers) are responsible for establishing

and maintaining disclosure controls and procedures for the Company. The Certifying Officers have designed such disclosure controls and procedures to ensure that material information is made known to them, particularly during the period in which this report was prepared. The Certifying Officers have evaluated the effectiveness of the Company's disclosure controls and procedures as of the end of the period covered by of this report and believe that the Company's disclosure controls and procedures are effective based on the required evaluation. During the period covered by this report, there were no changes in internal controls that materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

To the best knowledge of management, there are no litigation matters pending or threatened against us or Salty s Warehouse.

ITEM 2. CHANGES IN SECURITIES

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

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

(a) Exhibits

- 10.1 Promissory Note from Earl T. Shannon, dated November 12, 2003
- 31.1 Certification of President Pursuant to the Securities Exchange Act of 1934, Rules 13a-14 and 15d-14, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 31.2 Certification of Chief Financial Officer Pursuant to the Securities Exchange Act of 1934, Rules 13a-14 and 15d-14, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 32 Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

(b) Reports on Form 8-K

None.

10

SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

NUCOTEC, INC.

DATED: November 13, 2003

By: /s/ Earl T. Shannon
Earl T. Shannon
President, Director
(Principal Executive Officer)

DATED: November 13, 2003

By: /s/ Scott W. Bodenweber
Scott W. Bodenweber
Chief Financial Officer, Director
(Principal Financial Officer and Principal Accounting Officer)