

Edgar Filing: IMAGE TECHNOLOGY LABORATORIES INC - Form 10QSB

IMAGE TECHNOLOGY LABORATORIES INC
Form 10QSB
May 14, 2001

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-QSB

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

FOR THE QUARTERLY PERIOD ENDED MARCH 31, 2001

OR

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

COMMISSION FILE NUMBER

IMAGE TECHNOLOGY LABORATORIES, INC.

(EXACT NAME OF SMALL BUSINESS ISSUER AS SPECIFIED IN ITS CHARTER)

DELAWARE

22-53531373

(STATE OR OTHER JURISDICTION OF
INCORPORATION OR ORGANIZATION)

(IRS EMPLOYER I.D. NO.)

167 SCHWENK DRIVE, KINGSTON, NEW YORK 12401
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

(845) 338-3366

(ISSUER'S TELEPHONE NUMBER, INCLUDING AREA CODE)

Check whether the Issuer: (1) filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 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

APPLICABLE ONLY TO CORPORATE ISSUERS

The number of shares of common stock outstanding as of March 31, 2001 was 10964112..

PART I

Edgar Filing: IMAGE TECHNOLOGY LABORATORIES INC - Form 10QSB

Item 1. Financial Statements.

Image Technology Laboratories, Inc.
(A Development Stage Company)

INDEX TO FINANCIAL STATEMENTS

| | PAGE |
|--|-------|
| | ---- |
| Condensed Balance Sheets March 31, 2001 and December 31, 2000 (Unaudited) | F-2 |
| Condensed Statements of Operations Three Months Ended March 31, 2001 and 2000 and Period from January 1, 1998 (Date of Inception) to March 31, 2001 (Unaudited) | F-3 |
| Condensed Statement of Stockholders' Equity Three Months Ended March 31, 2001 and Period from January 1, 1998 (Date of Inception) to March 31, 2001 (Unaudited) | F-4 |
| Condensed Statements of Cash Flows Three Months Ended March 31, 2001 and 2000 and Period from January 1, 1998 (Date of Inception) to March 31, 2001 (Unaudited) | F-5 |
| Notes to Condensed Financial Statements (Unaudited) | F-6/7 |

* * *

Image Technology Laboratories, Inc.
(A Development Stage Company)

Edgar Filing: IMAGE TECHNOLOGY LABORATORIES INC - Form 10QSB

Condensed Balance Sheets
 March 31, 2001 and December 31, 2000

| ASSETS ----- | March 31, 2001 ----- (Unaudited) | December 31, 2000 ----- |
|--|---|-------------------------------|
| Current assets - cash and cash equivalents | \$ 606,659 ===== | \$ 725,105 ===== |
| LIABILITIES AND STOCKHOLDERS' EQUITY ----- | | |
| Current liabilities: | | |
| Accounts payable and accrued expenses | \$ 8,665 | \$ 20,663 |
| Accrued compensation payable to stockholders | 326,435 | 297,945 |
| Notes payable to stockholders | 5,200 | 5,200 |
| | ----- | ----- |
| Total liabilities | 340,300 | 323,808 |
| | ----- | ----- |
| Stockholders' equity: | | |
| Preferred stock, par value \$.01 per share; 5,000,000 shares authorized; 1,500,000 shares issued and outstanding | 15,000 | 15,000 |
| Common stock, par value \$.01 per share; 50,000,000 shares authorized; 10,964,112 and 10,962,862 shares issued and outstanding | 109,641 | 109,628 |
| Additional paid-in capital | 1,452,016 | 1,451,404 |
| Common stock subscription receivable | (10,000) | (10,000) |
| Unearned compensation | (262,500) | (300,000) |
| Deficit accumulated in the development stage | (1,037,798) | (864,735) |
| | ----- | ----- |
| Total stockholders' equity | 266,359 | 401,297 |
| | ----- | ----- |
| Totals | \$ 606,659 ===== | \$ 725,105 ===== |

Edgar Filing: IMAGE TECHNOLOGY LABORATORIES INC - Form 10QSB

Image Technology Laboratories, Inc.
(A Development Stage Company)

Condensed Statements of Operations
Three Months Ended March 31, 2001 and 2000
and Period From January 1, 1998
(Date of Inception) to March 31, 2001

| | THREE MONTHS ENDED MARCH 31, | | PERIOD FROM JANUARY 1, 1998 TO MARCH |
|---|---------------------------------|-----------------------|--|
| | 2001 | 2000 | 31, 2001 |
| Revenues | \$ - | \$ - | \$ - |
| Research and development expenses | 151,764 | 150,000 | 785,562 |
| General and administrative expenses | 21,299 | 80,728 | 252,236 |
| Net loss | \$ (173,063) ===== | \$ (230,728) ===== | \$ (1,037,798) ===== |
| Basic net loss per share | \$ (.01) ===== | \$ (.03) ===== | |
| Basic weighted average shares outstanding | 12,462,973 ===== | 9,207,340 ===== | |

Edgar Filing: IMAGE TECHNOLOGY LABORATORIES INC - Form 10QSB

See Notes to Condensed Financial Statements.

Image Technology Laboratories, Inc.
(A Development Stage Company)

Condensed Statement of Changes in Stockholders' Equity
Three Months Ended March 31, 2001
and Period from January 1, 1998
(Date of Inception) to March 31, 2001

| | PREFERRED STOCK | | COMMON STOCK | | AD DI PA CA |
|--|------------------------|----------|------------------------|-----------|----------------------|
| | NUMBER OF SHARES | AMOUNT | NUMBER OF SHARES | AMOUNT | |
| | ----- | ----- | ----- | ----- | ----- |
| Issuance of shares effective as of January 1, 1998 to founders | | | 7,288,750 | \$ 72,887 | \$ (|
| Net loss | | | ----- | ----- | ----- |
| Balance, December 31, 1998 | | | 7,288,750 | 72,887 | (|
| Net loss | | | ----- | ----- | ----- |
| Balance, December 31, 1999 | | | 7,288,750 | 72,887 | (|
| Issuance of preferred stock in exchange for services | 1,500,000 | \$15,000 | | | 4 |
| Issuance of common stock in exchange for services | | | 250,000 | 2,500 | |
| Sales of units of common stock and warrants through private placement, net of expenses, in February 2000 | | | 799,729 | 7,997 | 1 |
| Subscription for units of common stock and warrants through private placement | | | 33,333 | 333 | |
| Sales of units of common stock and warrants through public offering completed in October 2000, net of expenses | | | 2,591,050 | 25,911 | 8 |
| Amortization of unearned compensation | | | | | |
| Net loss | | | ----- | ----- | ----- |
| Balance, December 31, 2000 | 1,500,000 | 15,000 | 10,962,862 | 109,628 | 1,4 |
| Issuance of common stock upon exercise of warrants | | | 1,250 | 13 | |
| Amortization of unearned compensation | | | | | |
| Net loss | | | | | |

Edgar Filing: IMAGE TECHNOLOGY LABORATORIES INC - Form 10QSB

| | ----- | ----- | ----- | ----- | ----- |
|--|-----------|-------------------------------|---|-----------|--------------------------------------|
| Balance, March 31, 2001 | 1,500,000 | \$15,000 | 10,964,112 | \$109,641 | \$1,4 |
| | ===== | ===== | ===== | ===== | ===== |
| | | UNEARNED COMPEN- SATION | DEFICIT ACCUMU- LATED IN THE DEVELOP - MENT STAGE | - | TOTAL STOCK- HOLDERS EQUITY |
| | | ----- | ----- | | ----- |
| Issuance of shares effective as of January 1, 1998 to founders | | | | | \$ 21,25 |
| Net loss | | | \$ (18,407) | | (18,40 |
| | | | ----- | | ----- |
| Balance, December 31, 1998 | | | (18,407) | | 2,84 |
| Net loss | | | (733) | | (73 |
| | | | ----- | | ----- |
| Balance, December 31, 1999 | | | (19,140) | | 2,11 |
| Issuance of preferred stock in exchange for services | | \$ (450,000) | | | |
| Issuance of common stock in exchange for services | | | | | 75,00 |
| Sales of units of common stock and warrants through private placement, net of expenses, in February 2000 | | | | | 179,92 |
| Subscription for units of common stock and warrants through private placement | | | | | |
| Sales of units of common stock and warrants through public offering completed in October 2000, net of expenses | | | | | 839,86 |
| Amortization of unearned compensation | | 150,000 | | | 150,00 |
| Net loss | | | (845,595) | | (845,59 |
| | | | ----- | | ----- |
| Balance, December 31, 2000 | | (300,000) | (864,735) | | 401,29 |
| Issuance of common stock upon exercise of warrants | | | | | 62 |
| Amortization of unearned compensation | | 37,500 | | | 37,50 |
| Net loss | | | (173,063) | | (173,06 |
| | | | ----- | | ----- |
| Balance, March 31, 2001 | | \$ (262,500) | \$ (1,037,798) | | \$ 266,35 |
| | | ===== | ===== | | ===== |

Edgar Filing: IMAGE TECHNOLOGY LABORATORIES INC - Form 10QSB

See Notes to Condensed Financial Statements.

F-4

Image Technology Laboratories, Inc.
(A Development Stage Company)

Condensed Statements of Cash Flows
Three Months Ended March 31, 2001 and 2000
and Period from January 1, 1998
(Date of Inception) to March 31, 2001

| | THREE MONTHS ENDED MARCH 31, | | PERIOD FROM JANUARY 1, 1998 TO MARCH 31, 2001 |
|--|---------------------------------|-------------------|--|
| | 2001 | 2000 | |
| | ----- | ----- | ----- |
| Operating activities: | | | |
| Net loss | \$(173,063) | \$ (230,728) | \$(1,037,7 |
| Adjustments to reconcile net loss to net cash used in operating activities: | | | |
| Amortization of unearned compensation | 37,500 | 37,500 | 187,5 |
| Common stock issued for services | 75,000 | 75,000 | |
| Amortization of capitalized software costs | 2,186 | | |
| Changes in operating assets and liabilities: | | | |
| Prepaid professional fees | (60,000) | | |
| Accrued compensation payable to stockholders | 28,490 | 112,500 | 326,4 |
| Accounts payable and accrued expenses | (11,998) | 8,665 | |
| Net cash used in operating activities | ----- (119,071) | ----- (65,728) | ----- (438,0 |
| Investing activities - software costs capitalized | | | ----- (2,1 |
| Financing activities: | | | |
| Proceeds from issuance of notes payable to stockholders | | 100 | 5,2 |
| Proceeds from issuance of common stock | 625 | | 21,8 |
| Net proceeds from private placement and public offering of units of common stock and warrants | | 185,000 | 1,024,7 |
| Payments of deferred private placement costs | | | (5,0 |
| Net cash provided by financing activities | ----- 625 | ----- 185,100 | ----- 1,046,8 |

Edgar Filing: IMAGE TECHNOLOGY LABORATORIES INC - Form 10QSB

| | | | |
|---------------------------------|------------|------------|----------|
| Net increase (decrease) in cash | (118,446) | 119,372 | 606,6 |
| Cash, beginning of period | 725,105 | 24 | -- |
| Cash, end of period | \$ 606,659 | \$ 119,396 | \$ 606,6 |

See Notes to Condensed Financial Statements.

F-5

Image Technology Laboratories, Inc.
(A Development Stage Company)

Notes to Condensed Financial Statements
(Unaudited)

Note 1 - Unaudited interim financial statements:

In the opinion of management, the accompanying unaudited condensed financial statements reflect all adjustments, consisting of normal recurring accruals, necessary to present fairly the financial position of Image Technology Laboratories, Inc. (the "Company") as of March 31, 2001, its results of operations for the three months ended March 31, 2001 and 2000, changes in stockholders' equity for the three months ended March 31, 2001 and cash flows for the three months ended March 31, 2001 and 2000 and the related cumulative amounts for the period from January 1, 1998 (date of inception) to March 31, 2001. Certain terms used herein are defined in the audited financial statements of the Company as of December 31, 2000 and for the years ended December 31, 2000 and 1999 and period from January 1, 1998 (date of inception) to December 31, 2000 (the "Audited Financial Statements") included in the Company's Annual Report on Form 10-KSB previously filed with the Securities and Exchange Commission (the "SEC"). Pursuant to rules and regulations of the SEC, certain information and disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted from these financial statements unless significant changes have taken place since the end of the most recent fiscal year. Accordingly, the accompanying unaudited condensed financial statements should be read in conjunction with the Audited Financial Statements and the other information included in the Form 10-KSB.

The results of operations for the three months ended March 31, 2001 are not necessarily indicative of the results of operations for the full year ending December 31, 2001.

Note 2 - Earnings (loss) per share:

The Company presents basic earnings (loss) per share and, if

Edgar Filing: IMAGE TECHNOLOGY LABORATORIES INC - Form 10QSB

appropriate, diluted earnings per share in accordance with the provisions of Statement of Financial Accounting Standards No. 128, "Earnings per Share" ("SFAS 128").

The rights of the Company's preferred and common stockholders are substantially equivalent. The Company has included the 1,500,000 preferred shares from the date of their issuance in the weighted average number of shares outstanding in the computation of basic loss per share for the three months ended March 31, 2001 and 2000 in accordance with the "two class" method of computing earnings (loss) per share set forth in SFAS 128.

Since the Company had a loss for the three months ended March 31, 2001, the assumed effects of the exercise of 3,000,000 options and 3,672,862 and 1,083,062 warrants outstanding at March 31, 2001 and 2000, respectively, would have been anti-dilutive.

F-6

Note 3 - Exercise of warrants:

During the three months ended March 31, 2001, warrant holders redeemed 1,250 warrants and received 1,250 shares of common stock at a redemption price of \$.50 per share or \$625. As of March 31, 2001, 3,672,862 warrants are outstanding.

F-7

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

Edgar Filing: IMAGE TECHNOLOGY LABORATORIES INC - Form 10QSB

OVERVIEW

The following is a discussion of certain factors affecting Image Technology Laboratories, Inc.'s results of operations, liquidity and capital resources. You should read the following discussion and analysis in conjunction with Image Technology Laboratories, Inc.'s unaudited condensed financial statements and related notes which are included elsewhere in this filing.

Image Technology Laboratories, Inc., was incorporated on December 5, 1997 and commenced operations on January 1, 1998. We are in the process of developing picture archiving and communications software which will be used to input diagnostic images in digital format from original imaging sources and to store, print and display those images. Such software is used in the management of medical diagnostic images by hospitals, health maintenance organizations, group medical practices and individual radiologists to increase accuracy, reduce costs and boost productivity.

RESULTS OF OPERATIONS FOR THE THREE MONTHS ENDED MARCH 31, 2001
COMPARED TO THE THREE MONTHS ENDED MARCH 31, 2000

As of March 31, 2001, we had not generated any revenues from operations and, accordingly, we were still in the development stage. We do not expect to generate any revenues from our planned operations prior to the third quarter of 2001.

RESEARCH AND DEVELOPMENT EXPENSES:

During the three months ended March 31, 2001, the Company incurred research and development expenses of \$151,764, as compared with \$150,000 in the comparable prior period. These expenses, of which \$28,490 were accrued during the three months ended March 31, 2001, were primarily compensation to the Company's three founders under their employment contracts. In addition, \$37,500 of these expenses in both periods were attributable to compensation associated with the issuance to them of the preferred stock, a non cash charge.

GENERAL AND ADMINISTRATION EXPENSES:

During the three months March 31, 2001, the Company incurred general and administrative expenses of \$21,299 as compared to \$80,728 in the comparable prior period. The decrease was mainly attributable to professional fees whereby during the three months ended March 31, 2000, the company incurred a charge for legal fees of \$75,000 associated with the issuance of common stock for services, a non cash charge.

LIQUIDITY AND CAPITAL RESOURCES

As of March 31, 2001, we had cash and working capital of approximately \$607,000 and \$266,000, respectively. To date, the principal sources of capital resources have been proceeds from the issuance of shares of common stock to our founders of \$21,250 and the net proceeds from the recently completed private placement of units of common stock and warrants of approximately \$180,000. In addition, on October 15, 2000, we completed an initial public offering whereby we sold 2,591,050 units at \$.40 per unit and received net proceeds of approximately \$840,000. Each unit consisted of one share of common stock and one warrant. The proceeds from this offering will be used for working capital and general corporate purposes.

We do not have any pending material commitments regarding capital expenditures. Although our current sources of liquidity and cash are sufficient to satisfy our cash needs for the next twelve months, we will require additional capital to fully develop our operations and pursue our business strategies. We expect to raise or obtain additional capital through the sale of securities and through the exercise of approximately 2,500,000 warrants at an exercise price of \$.50, and approximately 800,000 warrants at an exercise price of \$.40. There can be no assurance that additional funds will be available. If adequate funds are not available, there will be a material adverse effect on our business, financial condition and development strategies.

CAUTIONARY STATEMENT FOR THE PURPOSES OF THE SAFE HARBOR PROVISIONS
OF THE PRIVATE SECURITIES REFORM ACT OF 1995

The statements contained in the section captioned Management's Discussion and Analysis of Financial Condition and Results of Operations which are not historical are "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These forward-looking statements represent the Company's present expectations or beliefs concerning future events. The Company cautions that such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance, or achievements expressed or implied by such forward-looking statements. Such factors include, among other things, the uncertainty as to the Company's future profitability, the uncertainty as to the demand for the Internet virtual communities; increasing competition; the ability to hire, train, and retain sufficient qualified personnel; the ability to obtain financing on acceptable terms to finance the Company's growth.

PART II

Item 1. Legal Proceedings. None

Item 2. Changes in Securities. There are no reportable events relating to this item.

Item 3. Defaults Upon Senior Securities. None.

Item 4. Submission of Matters to a Vote of Security Holders. There are no reportable events relating to this item.

Item 5. Other Information. There are no reportable events relating to this item.

Item 6. Exhibits and Reports on Form 8-K.

(A) Not applicable.

(B) None.

4

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 hereunto duly authorized.

IMAGE TECHNOLOGY LABORATORIES, INC.

Date: May 10, 2001

/S/ DAVID RYON

David Ryon, CEO and President

