NOVEX SYSTEMS INTERNATIONAL INC
Form 10QSB
January 23, 2004

FORM 10-QSB

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

|X| QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE QUARTERLY PERIOD ENDED NOVEMBER 30, 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 File Number)	(IRS Employer 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 |X| No |_|.

The Company had 25,245,187 shares of its $.001 par value common stock and 0 shares of its $.001 par value preferred stock issued and outstanding on November 30, 2003.

DOCUMENTS INCORPORATED BY REFERENCE

Location in Form 10-Q	Incorporated Document
Part II, Item 6	None

NOVEX SYSTEMS INTERNATIONAL, INC.

Index

PART I

NOVEX SYSTEMS INTERNATIONAL, INC.
BALANCE SHEET
November 30, 2003

ASSETS

CURRENT ASSETS:	
Cash	$ 4,527
Royalty/Licensee receivable	29,177
Total Current Assets	33,704
INTANGIBLES - at cost, net	566,439
	$ 600,143

LIABILITIES AND SHAREHOLDERS' DEFICIENCY

CURRENT LIABILITIES:	
Current portion of long term debt	1,524,000
Accounts payable	515,892
Loans payable - shareholder	126,563
Accrued expenses and other current liabilities	337,817
Accrued payroll taxes	398,789
Total Current Liabilities	2,903,061
COMMITMENTS AND CONTINGENCY	
SHAREHOLDERS' DEFICIENCY:	
Preferred stock - $0.001 par value, 10,000,000 shares authorized, 0 shares issued and outstanding	0
Common stock - $0.001 par value, 40,000,000 shares authorized 25,245,187 shares issued and outstanding	25,245
Additional paid-in capital	8,058,400
Accumulated deficit	(10,386,563)
Total shareholders' deficiency	(2,302,918)
	$ 600,143

See notes to financial statements.

F-1

NOVEX SYSTEMS INTERNATIONAL, INC.
STATEMENTS OF OPERATIONS

	Three Months Ended November 30,		Six Mo
	2003	2002	20

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	(Unaudited)	(Unaudited)	(Unaud
NET SALES	54,893	302,772	13
COST OF GOODS SOLD	0	238,068	
GROSS PROFIT	54,893	64,704	13
SELLING, GENERAL AND ADMINISTRATIVE	32,334	269,834	9
INCOME /(LOSS) FROM OPERATIONS	22,559	(205,130)	3
OTHER INCOME(EXPENSES):			
Interest expense	(43,379)	(70,865)	(8
Gain on property conveyance	0	0	39
Write off of financing costs		(160,084)	
OTHER EXPENSES, net	(43,379)	(230,949)	30
NET INCOME (LOSS)	(20,820)	(436,079)	34
Less: Preferred stock dividend	0	38,235	4
NET INCOME (LOSS) TO COMMON SHAREHOLDERS	(20,820)	(474,314)	30
INCOME (LOSS) PER COMMON SHARE, basic and diluted	$ (0.00)	$ (0.02)	$
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING, basic and diluted	25,245,187	26,870,187	25,74

See notes to financial statements.

NOVEX SYSTEMS INTERNATIONAL, INC.
STATEMENTS OF CASH FLOWS

	Six Months Ended
	2003

CASH FLOWS FROM OPERATING ACTIVITIES:	(Unaudited)
Net income (loss)	$ 345,349
Adjustments to reconcile net loss to net cash used in operating activities:	
Depreciation and amortization	25,256
Gain on property conveyance	(393,500)
Reversal of excess accruals	(12,204)
Amortization of debt discount	0

Changes in assets and liabilities, net of the effect from acquisition:	
Accounts receivable	68,169
Royalty/Licensee receivable	(29,177)
Inventories	--
Prepaid and other current assets	--
Accounts payable	(4,219)
Accrued expenses and other current liabilities	(20,311)
Accrued payroll taxes	21,954
NET CASH USED IN OPERATING ACTIVITIES	1,317
CASH FLOWS FROM INVESTING ACTIVITIES:	
Purchase of equipment	0
CASH FLOWS FROM FINANCING ACTIVITIES:	
(Repayment of) proceeds from loans payable - shareholders	44
(Repayment of) proceeds from bank line of credit	
Proceeds from debt financing	
(Repayment) of debt obligations	
NET CASH PROVIDED BY FINANCING ACTIVITIES	44
NET INCREASE(DECREASE) IN CASH	1,361
CASH AT BEGINNING OF YEAR	3,165
CASH AT END OF PERIOD	$ 4,526
SUPPLEMENTAL CASH FLOW INFORMATION:	
Cash paid during the period for:	
Interest	$ 74,445
Income taxes	0
Non-cash flow and investing and financing activities:	
Accrued preferred stock dividend	0
Foreclosure of property and equipment	767,298
Reversal of accrued liabilities related to foreclosure	72,113
Satisfication of bank debt via foreclosure	1,118,686
Contribution of preferred and common equity	$ 1,645,133

See notes to financial statements.

NOVEX SYSTEMS INTERNATIONAL, INC.
NOTES TO CONDENSED FINANCIAL STATEMENTS
SIX MONTHS ENDED NOVEMBER 30, 2003

(UNAUDITED)

PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

NOTE 1. BASES OF COMPENSATION

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 six months ended November 30, 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 November 30, 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.

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 November 30, 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 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 believed to be full satisfaction of the judgment. On January 16, 2004, Novex, certain directors, officers and key shareholders of Novex common stock signed a definitive settlement agreement. As of the filing of this Form 10QSB, the signatures of all parties to the agreement had been obtained except for Dime's whose signature is imminent inasmuch as Dime's counsel prepared the settlement agreement.

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.

F-5

NOTE 5. DEBT AND EQUITY TRANSACTION

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

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.

B) 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. The recorded values of the preferred shares and common shares have been recorded as contributed capital.

NOTE 6. INTANGIBLES

The intangible assets have been recharacterized pursuant to SFAS 142 from "Goodwill" to be "Intangibles", since such intangibles are actually comprised of trademarks, acquired proprietary technology and customer lists. These intangibles are being amortized over a fifteen year life on a straight line basis. The Company continues to periodically review these long-lived assets for impairment, whenever circumstances and situations change such that there is an indication that the carrying amounts may not be recovered.

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 six month period ending November 30, 2003, 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

Six months ending November 30, 2003 vs. November 30, 2002

In the six month period ended November 30, 2003, Novex had net sales of $130,697 versus $860,298 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 30% 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 six 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 six month period ending November 30, 2003 than in previous reporting periods whereby Novex recorded much higher net sales and costs of sales that are more in line with a manufacturing entity.

In this six month period, Novex recorded income from operations of $36,214 and a net income to common shareholders of $309,135. 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 entered into a letter of intent to settle all its litigation with Dime and as of the filing of the report have agreed to sign a binding definitive settlement agreement. If the settlement agreement is not signed by all parties, 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. As of the filing of this report Novex and its key officers and shareholders have signed the settlement agreement that was prepared by Dime and are anticipating that Dime will execute the settlement agreement in due course.

In the six month period, Novex incurred financing charges of $129,579. 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, however in lieu of converting its redeemable convertible preferred shares into common stock, on September 3, 2003, The Sherwin-Williams Company forfeited its ownership of all preferred shares of Novex, included all accrued and unpaid dividends that were payable in-kind in additional shares of preferred stock. This forfeiture terminated all future dividends and will result in lower financing charges going forward.

Novex incurred selling, general and administrative costs of $94,483.

On November 30, 2003, Novex had $33,704 in current assets, which consisted primarily of royalty receivables of $29,177 and cash of $4,527. Novex also has goodwill of $566,439, which represents the book value of its trademarks, trade names and customer list, which represent the intangible assets that generate the royalty income that the company earns.

Three months ending November 30, 2003 vs. November 30, 2002

In the three month period ended November 30, 2003, Novex had net sales of $54,893, versus $302,772 in the corresponding three month period in 2003. The material change in sales and gross margin was attributable to Novex' having entered into the Licensing Agreement. Cost of goods sold in this period was $0 which generated a gross margin of 100% versus 21% in 2002.

Due to the change in its business operations, selling, general and administrative charges in this three month period were only $32,334, versus $269,834 in the corresponding three month period in 2002. The elimination of accrued interest and bank charges from Dime in the first fiscal quarter, also resulted in lower financing charges in this quarter in 2003. The change in our business has enabled Novex to begin posting profits from its operations, even though the financing charges are causing Novex to generate a net loss.

Liquidity and Financial Resources at November 30, 2003

As of November 30, 2003 Novex had $2,903,061 in current liabilities. Of this amount, $1,988,709 is due to four shareholders that loaned funds to the company since 1998. The remaining liabilities are account payable of $515,892 and various taxes payable of $398,789.

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

2

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.

Novex's management is exploring different alternatives to refinancing its debt, including the prospects of acquiring another company that could benefits from Novex's current royalty stream and publicly-traded status.

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.

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)

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 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 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.

On January 16, 2004, Novex, certain directors, officers and key shareholders of Novex common stock signed a definitive settlement agreement. As of the filing of this Form 10QSB, the signatures of all parties to the agreement had been obtained except for Dime's whose signature is imminent inasmuch as Dime's counsel prepared the settlement agreement.

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.

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 21, 2004