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CORPORATE ROAD SHOW DOT COM INC
Form 10QSB
November 12, 2004

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

FORM 10-QSB

(Mark One)

QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934

For the Quarterly Period Ended September 30, 2004

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934

For the Transition Period from _____ to _____

Commission file number: 333-104815

CORPORATE ROAD SHOW.COM, INC..
(Exact name of registrant as specified on its charter)

New York
(State or other jurisdiction of
incorporation or organization)

11-3516358
(IRS Employer
Identification No.)

80 Orville Drive, Suite 100
Bohemia, New York 11716
(Address of principle executive offices)

(631) 244 1555
(Registrant's telephone number, including area code)

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

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 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 ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE
PRECEDING FIVE YEARS:

Indicate by check mark whether the registrant filed all documents and reports
required to be filed by Section 12, 13 or 15(d) of the Securities Exchange Act
of 1934 after the distribution of securities under a plan confirmed by a court.
Yes No

APPLICABLE ONLY TO CORPORATE ISSUERS:

State the number of shares outstanding of each of the registrant's classes of
common equity, as of the latest practicable date: [289,780,000] shares issued
and outstanding as of September 30, 2004

CORPORATE ROAD SHOW.COM, INC.

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PART 1 - FINANCIAL INFORMATION

ITEM 1. - FINANCIAL STATEMENTS

CORPORATE ROAD SHOW.COM, INC.
BALANCE SHEETS

- ASSETS -

CURRENT ASSETS:

Cash

Prepaid expenses

TOTAL CURRENT ASSETS

EQUIPMENT, at cost less accumulated depreciation of \$6,292 and \$3,828 for 2004 and 2003, respectively

OTHER ASSETS:

Deferred offering costs

Other assets

Investments - available-for-sale securities

- LIABILITIES AND SHAREHOLDERS' EQUITY (DEFICIT) -

CURRENT LIABILITIES:

Accounts payable and accrued expenses
 Payroll taxes withheld
 Due to officer

TOTAL CURRENT LIABILITIES

COMMITMENTS AND CONTINGENCIES

SHAREHOLDERS' EQUITY:

Common stock, \$.0001 par value; 500,000,000 shares authorized, 289,780,000 and 286,500,000 shares issued and outstanding in 2004 and 2003, respectively
 Additional paid-in capital
 Accumulated deficit
 Accumulated other comprehensive (loss)

See accompanying notes.

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CORPORATE ROAD SHOW.COM, INC.
 STATEMENTS OF OPERATIONS
 (unaudited)

	For The Nine Months Ended September 30,		For T
	2004	2003	2
	-----	-----	-----
REVENUES:			
Fees for services	\$ 53,500	\$ 55,041	\$
(Loss) on sale of securities	(5,695)	--	
	-----	-----	-----
	47,805	55,041	-----
	-----	-----	-----
COSTS AND EXPENSES:			
Production costs	6,196	2,600	
Computer expenses	5,748	1,253	
Compensation expense	67,500	110,720	
Advertising and promotion	7,178	27,332	
Professional fees	90,903	37,220	
Other expenses	50,637	52,711	

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	----- 228,162 -----	----- 231,836 -----	-----
NET (LOSS)	\$ (180,357) =====	\$ (176,795) =====	\$ =====
(LOSS) PER SHARE:			
Basic and diluted	\$ -- =====	\$ -- =====	\$ =====
Weighted average number of common shares outstanding	287,046,667 =====	286,388,889 =====	288 =====

See accompanying notes.

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CORPORATE ROAD SHOW.COM, INC.
STATEMENTS OF CASH FLOWS
(unaudited)

	For The Nine September 2004 -----
INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS:	
CASH FLOWS FROM OPERATING ACTIVITIES:	
Net loss	\$ (180,357)
Adjustments to reconcile net loss to net cash (used) by operating activities:	
Depreciation	2,464
Gain on sale of investments	(5,695)
Compensatory shares	61,000
Changes in assets and liabilities:	
Prepaid expenses	1,475
Accounts payable and accrued expenses	1,138
Payroll taxes payable	2,127
Due to officer	51,507

Net cash (used) by operating activities	(66,341) -----
CASH FLOWS FROM INVESTING ACTIVITIES:	
Purchases of equipment	--
Investments held for sale	4,327
Proceeds from sale of investments	46,105

Net cash provided (used) by investing activities	50,432 -----
CASH FLOWS FROM FINANCING ACTIVITIES:	
Net repayment of officer's loans	--
Offering costs	--
Sale of equity units	4,600

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Net cash provided (used) by financing activities	4,600

NET (DECREASE) IN CASH AND CASH EQUIVALENTS	(11,309)
Cash and cash equivalents - beginning of period	16,775

CASH AND CASH EQUIVALENTS - END OF PERIOD	\$ 5,466
	=====

SUPPLEMENTAL INFORMATION:

During the period ended September 30, 2004 the Company issued 3,050,000 shares of common stock in lieu of payment of legal fees and other expenses aggregating \$61,000.

See accompanying notes.

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CORPORATE ROAD SHOW.COM, INC.
NOTES TO UNAUDITED INTERIM FINANCIAL STATEMENTS
SEPTEMBER 30, 2004
(unaudited)

NOTE 1 - DESCRIPTION OF COMPANY / GOING CONCERN:

Corporate Road Show.Com Inc. (the "Company") was organized in the state of New York on November 1, 1999. The Company is presently an internet-based marketing operation which produces corporate videos available on both the worldwide web via its website or in a hardcopy format. The website serves as a portal for companies to showcase their products and market their goods and services to the business and financial communities. The Company has the capabilities to offer clients custom-made "live" and "on demand" video and audio productions as well as compact disk and DVD copies by writing, shooting, editing and prepping in-house as well as hosting such presentations on its website.

In the opinion of management, the accompanying unaudited interim financial statements of Corporate Road Show.Com, Inc., contain all adjustments (consisting of normal recurring accruals and adjustments) considered necessary to present fairly the Company's financial position as of September 30, 2004 and the results of its operations and its cash flows for the nine months ended September 30, 2004. Operating results for the nine months ended September 30, 2004 are not necessarily indicative of the results that may be expected for the year ended December 31, 2004.

The accounting policies followed by the Company are set forth in Note 2 to the Company's financial statements included in its annual report on Form 10-KSB for the year ended December 31, 2003, which is incorporated herein by reference. Specific reference is made to this report for a description of the Company's securities and the notes to financial statements included therein. The accompanying unaudited interim condensed financial statements have

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been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and with the instructions to Form 10-QSB. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States of America.

The Company, since its inception, has incurred net losses of \$554,697 and at September 30, 2004, current liabilities exceeded current assets by \$94,569. As of December 31, 2003, net losses aggregated \$374,340 and current liabilities exceeded current assets by \$27,013. Accordingly, the Company's auditors issued a going concern qualification on the December 31, 2003 financial statements. Unless the Company can obtain additional financing, the Company may be unable to continue in existence.

NOTE 2 - DUE TO OFFICER:

As of September 30, 2004, the Company was indebted to its officer/major shareholder in the amount of \$93,533, which represents unpaid payroll.

NOTE 3 - SHAREHOLDERS' EQUITY:

On February 12, 2004, the Company's registration statement for an initial public offering of its common stock was declared effective.

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CORPORATE ROAD SHOW.COM, INC.
NOTES TO UNAUDITED INTERIM FINANCIAL STATEMENTS
SEPTEMBER 30, 2004
(unaudited)

NOTE 3 - SHAREHOLDERS' EQUITY (CONT'D):

The shares of Company common stock were offered and sold on a self-underwritten basis by using Company officers. Such offering was closed on August 19, 2004.

In September 2004, the Company amended its Certificate of Incorporation to increase the authorized number of shares of common stock from 20,000,000 to 500,000,000 and effected a 50 for 1 forward split of its common stock. As a result, common stock was increased by \$28,398 with a corresponding decrease to additional paid-in capital. All per-share amounts have been retroactively adjusted for all periods presented to reflect the 50 for 1 forward stock split.

During the quarter ended September, the Company issued 230,000 post split shares and received \$4,600 in cash proceeds. The Company also issued 3,050,000 post split shares in lieu of payment of legal and other consulting fees aggregating \$61,000.

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ITEM 2. - MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION:

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The following discussion should be read in conjunction with the unaudited condensed financial statements and notes thereto set forth in Item 1 of this Quarterly Report. In addition to historical information, this discussion and analysis contains forward-looking statements that involve risks, uncertainties and assumptions, which could cause actual results to differ materially from management's expectations. Factors that could cause differences include, but are not limited to, expected market demand for the Company's services, fluctuations in pricing for products distributed by the Company and services offered by competitors, as well as general conditions of the telecommunications marketplace.

Some of the information in this Form 10-QSB contains forward-looking statements that involve substantial risks and uncertainties. You can identify these statements by forward-looking words such as "may," "will," "expect," "anticipate," "believe," "estimate" and "continue," or similar words. You should read statements that contain these words carefully because they:

- o discuss our future expectations;
- o contain projections of our future results of operations or of our financial condition; and
- o state other "forward-looking" information.

We believe it is important to communicate our expectations. However, there may be events in the future that we are not able to accurately predict or over which we have no control. Our actual results and the timing of certain events could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including those set forth in our filings with the Securities and Exchange Commission.

We commenced operations on July 1, 2000 through the launching of our website, which serves as our platform for our internet based "live and on demand" audio and video productions of financial road shows, conferences and presentations.

CRITICAL ACCOUNTING POLICIES:

Our financial statements are prepared in accordance with accounting principles generally accepted in the United States of America, which require management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements, the disclosure of contingent assets and liabilities, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. The critical accounting policies that affect our more significant estimates and assumptions used in the preparation of our financial statements are reviewed and any required adjustments are recorded on a monthly basis.

RESULTS OF OPERATIONS:

Substantial positive and negative fluctuations can occur in our business due to a variety of factors, including variations in the economy, and the abilities to raise capital. As a result, net income and revenues in a particular period may not be representative of full year results and may vary significantly in this early stage of our operations. In addition, results of operations, which have fluctuated in the past and may vary in the future, continue to be materially affected by many factors of a national and international nature, including economic and market conditions, currency values, inflation, the availability of capital, the level of volatility of interest rates, the valuation of security positions and investments and legislative and regulatory developments. Our results of operations also may be materially affected by competitive factors and our ability to attract and retain highly skilled individuals.

Nine Months Ended September 30, 2004 and 2003:

We recognize revenues at the time that all services have been substantially completed. We have received equity securities in certain entities as payments for services provided to these entities. Some of these entities are privately owned, newly formed and have no operating history. Since there is no assurance that these securities are marketable and collectibility is not assured, we do not recognize any revenue upon receipt. Revenue will be recorded at the time the securities are determined to have a monetary value. We also receive restricted securities in publicly traded entities. In such instances, revenue is recorded with a discount of 75% from the market value at the time of receipt since (i) the securities are restricted and (ii) there is no assurance that the value of these securities will be realized. At the time that such securities are able to be sold, we will recognize any resulting gain or loss. The amount of shares we will accept in lieu of a portion of a client's cash payment is situation specific. Such amount is never contingent on the success or failure of our efforts.

Fees earned for services rendered for the nine-month period ended September 30, 2004 was \$53,500 as compared to \$55,041 for the same period of the previous year, a minimal decrease of \$1,541 or less than 3%. In addition, we realized a loss on the sale of equity securities of \$5,695.

Operating expenses decreased by \$3,674 from \$231,836 for the nine-months ended September 30, 2003 to \$228,162 for the 2004 period. Payroll decreased by \$43,220 as a result of the termination of an employee and professional fees increased by \$53,683 as a result of fees paid to consultants. In 2003, we produced a marketing brochure and incurred advertising expenses in the aggregate amount of \$27,332 compared to minimal expense of \$7,178 in 2004.

As a result of the above, the net loss for the nine-month period ended September 30, 2004 was \$180,357 or \$0.00 per share, compared to a net loss of \$176,795 or \$0.00 per share for the same period in 2003.

Three Months Ended September 30, 2004 and 2003:

Fees earned for services rendered for the three-month period ended September 30, 2004 was \$8,500 as compared to \$26,546 for the same period of the previous year, a decrease of \$18,046 or 68%. In addition, we realized a loss on the sale of equity securities of \$16,390.

Operating expenses increased by \$41,571 from \$64,358 for the three-months ended September 30, 2003 to \$105,929 for the 2004 period primarily as a result of increased professional fees of \$47,539 paid to consultants.

As a result of the above, the net loss for the three-month period ended September 30, 2004 was \$113,819 or \$0.00 per share, compared to a net loss of \$37,812 or \$0.00 for the similar period in 2003.

LIQUIDITY AND CAPITAL RESOURCES:

As of September 30, 2004, we reflected negative working capital of \$94,569 and our current ratio was .07 to 1. At December 31, 2003, we had negative working capital of \$27,013 and our current ratio was .42 to 1.

During 2004, we utilized cash for operations of \$66,341 primarily as a result of our net loss of \$180,357 adjusted for compensatory shares valued at \$61,000 and

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amounts (primarily payroll) not paid to our officer of \$51,507. For the 2003 year, we utilized \$149,031 in cash for operations. During 2003, we used \$46,315 for financing activities, primarily for costs associated with our anticipated sale of common stock.

We have a limited operating history. Some of our clients to date are also in the early stages of their operations with not much available cash on hand. As a result, as previously discussed, we occasionally receive restricted equity securities issued by our clients. Of the public companies which issue securities to us, we initially record the receipt of such securities at a significant (75%) discount due to the restrictions and since the values of these securities fluctuate and are not readily convertible to cash. Based on the above, the

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securities are reflected as investments available for sale on our balance sheet. At the balance sheet date, we compare the then market price or fair value of such securities, using the same benchmark of a 75% discount, to the amount initially recorded and any resulting unrealized gain or loss is recorded as other comprehensive income or loss in the equity section of our balance sheet. As of September 30, 2004, the unrealized loss of all securities received as compensation and held for sale aggregated \$13,045 which amount is reflected on the balance sheet as accumulated other comprehensive loss. At the time the restriction is lifted (usually within one year of receipt) and we are able to sell the securities, the resulting gain or loss realized will be recognized in our statement of operations. The increase or decrease in these investment securities is shown in investing activities on the statement of cash flows.

We are currently operating with insufficient working capital, which, among other things has constrained our ability to market our services. As a result, management is dependent on the proceeds of the proposed public offering of securities (see Note 3) to maintain and increase the level of its operations. There can, however, be no assurance that we will be successful.

IMPACT OF INFLATION

To date inflationary factors have not had a significant effect on our operations. We are not aware of any material trend, event or capital commitment, which would potentially adversely affect liquidity.

INCREASE OF AUTHORIZED AND FORWARD SPLIT

On September 25, 2004, we amended our Certificate of Incorporation to increase our authorized number of shares of common stock from 20,000,000 to 500,000,000. Further, we undertook a 50 for 1 forward split of our common stock thus resulting in 289,780,000 shares outstanding.

ADDITIONAL BUSINESS LINES

We have assisted companies in trying to find sponsoring brokers/dealers to help them get listed on the Pink Sheets LLC or the OTC-BB. In 2003 we assisted 2 companies. However, subsequent to the SB-2 effectiveness date we were approached by a number of companies asking us to help them find a sponsoring dealer, in which they we're willing to pay us a fee. After some consideration, we realized the potential benefits to our business by building a relationship with soon to be public companies and decided to perform the requested service. Further, although we will continue to focus our efforts on web-based and television production aspect of our business, if we are approached by companies seeking assistance in being publicly listed, we will certainly consider providing such a service to them.

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ITEM 3. - CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures:

As of September 30, 2004, the Company's management carried out an evaluation, under the supervision of the Company's Chief Executive Officer/Chief Financial Officer of the effectiveness of the design and operation of the Company's system of disclosure controls and procedures pursuant to the Securities and Exchange Act, Rule 13a-15(e) and 15d-15(e) under the Exchange Act). Based upon that evaluation, the Chief Executive Officer/Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective, as of the date of this evaluation, for the purposes of recording, processing, summarizing and timely reporting material information required to be disclosed in reports filed by the Company under the Securities Exchange Act of 1934.

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Changes in internal controls:

There were no changes in internal controls over financial reporting, known to the Chief Executive Officer/Chief Financial Officer that occurred during the period covered by this report that has materially affected, or is likely to materially affect, the Company's internal control over financial reporting.

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PART II

Item 1. Legal Proceedings

None

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

Exhibit 31.1 Certification of President and Principal Financial Officer

Exhibit 32.2 Certification of Chief Financial Officer and Chief Executive Officer

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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.

CORPORATE ROAD SHOW.COM, INC.

/s/ Frank Ferraro

Name: Frank Ferraro
Title: President, Chief Financial
Officer and Chairman of the Board
Date: November 12, 2004

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