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CLICKNSETTLE COM INC
Form 10QSB
November 14, 2002

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U. S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-QSB

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

For the quarterly period ended September 30, 2002

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

Commission File Number: 0-21419

CLICKNSETTLE.COM, INC.
(Exact name of small business issuer as specified in its charter)

Delaware 23-2753988
(State or Other Jurisdiction (I.R.S. Employer
of Incorporation or Organization) Identification No.)

1010 Northern Boulevard
Great Neck, New York 11021
(Address of Principal Executive Offices)

(516) 829-4343
(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 Exchange Act 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

As of November 7, 2002, 1,408,176 shares of common stock of the issuer were outstanding.

Transitional small business disclosure format (check one): Yes No

CLICKNSETTLE.COM, INC.
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clickNsettle.com, Inc. and Subsidiaries CONSOLIDATED BALANCE SHEETS

| | September 30, 2002 | June 30, 2002 |
|--|-----------------------|---|
| | ----- (unaudited) | ----- (derived from audited financial statements) |
| ASSETS | | |
| CURRENT ASSETS | | |
| Cash and cash equivalents | \$ 1,730,501 | \$ 1,917,066 |
| Marketable securities | 298,187 | 319,600 |
| Accounts receivable (net of allowance for doubtful accounts of \$140,000) | 285,301 | 380,518 |
| Prepaid expenses and other current assets | 64,173 | 84,393 |
| | ----- | ----- |
| Total current assets | 2,378,162 | 2,701,577 |
| FURNITURE AND EQUIPMENT - AT COST, less accumulated depreciation | 194,495 | 216,939 |
| OTHER ASSETS | 42,975 | 42,975 |
| | ----- | ----- |
| | \$ 2,615,632 | \$ 2,961,491 |
| | ===== | ===== |

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LIABILITIES AND STOCKHOLDERS' EQUITY

| | | |
|---|--------------|--------------|
| CURRENT LIABILITIES | | |
| Accounts payable | \$ 119,199 | \$ 258,097 |
| Accrued liabilities | 260,089 | 270,750 |
| Accrued payroll and employee benefits | 105,918 | 37,231 |
| Deferred revenues | 303,235 | 302,407 |
| | ----- | ----- |
| Total current liabilities | 788,441 | 868,485 |
| COMMITMENTS AND CONTINGENCIES | | |
| STOCKHOLDERS' EQUITY | | |
| Common stock - \$.001 par value; 15,000,000 shares authorized; 1,450,259 shares issued; 1,408,176 shares outstanding | | |
| | 1,450 | 1,450 |
| Additional paid-in capital | 10,111,577 | 10,111,324 |
| Accumulated deficit | (8,124,071) | (7,914,736) |
| Accumulated other comprehensive loss | (77,847) | (21,114) |
| Less common stock in treasury at cost, 42,083 shares | (83,918) | (83,918) |
| | ----- | ----- |
| Total stockholders' equity | 1,827,191 | 2,093,006 |
| | ----- | ----- |
| | \$ 2,615,632 | \$ 2,961,491 |
| | ===== | ===== |

The accompanying notes are an integral part of these statements.

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clickNsettle.com, Inc. and Subsidiaries CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)

| | Three months ended September 30, | |
|-------------------------------------|----------------------------------|------------|
| | 2002 | 2001 |
| | ----- | ----- |
| Net revenues | \$ 993,359 | \$ 822,619 |
| | ----- | ----- |
| Operating costs and expenses | | |
| Cost of services | 228,926 | 204,862 |
| Sales and marketing expenses | 308,967 | 412,699 |
| General and administrative expenses | 653,800 | 683,033 |
| | ----- | ----- |
| | 1,191,693 | 1,300,594 |
| | ----- | ----- |
| Loss from operations | (198,334) | (477,975) |
| Other (expenses) income | | |
| Investment (loss) income | (12,356) | 2,247 |
| Other income | 1,355 | 4,478 |

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| | | |
|---|--------------|--------------|
| | (11,001) | 6,725 |
| Loss before income taxes | (209,335) | (471,250) |
| Income taxes | -- | -- |
| NET LOSS | \$ (209,335) | \$ (471,250) |
| Net loss per common share - basic and diluted | \$ (0.15) | \$ (0.33) |
| Weighted-average shares outstanding - basic and diluted | 1,408,176 | 1,429,387 |

The accompanying notes are an integral part of these statements.

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clickNsettle.com, Inc. and Subsidiaries
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
AND COMPREHENSIVE LOSS
Three months ended September 30, 2002 and 2001 (unaudited)

| | Common stock | | Additio |
|---|--------------|----------|------------------|
| | Shares | Amount | paid-i capita |
| Balances at June 30, 2001 | 4,350,776 | \$ 4,351 | \$ 10,106, |
| One-for-three reverse stock split effectuated on August 20, 2001 | (2,900,517) | (2,901) | 2, |
| Compensation related to stock options | 1,450,259 | 1,450 | 10,109, |
| Purchase of common shares for treasury | | | |
| Net loss | | | |
| Change in unrealized loss on marketable securities | | | |
| Comprehensive loss | | | |
| Balances at September 30, 2001 | 1,450,259 | \$ 1,450 | \$ 10,109, |
| Balances at June 30, 2002 | 1,450,259 | 1,450 | 10,111, |

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Compensation related to stock options
 Net loss
 Change in unrealized loss on marketable securities

Comprehensive loss

Balances at September 30, 2002

 1,450,259 \$ 1,450 \$ 10,111,
 =====

 Common Total
 stock in stockholders'
 treasury equity Co

 he
 l

Balances at June 30, 2001

\$ (12,755) \$3,404,691

One-for-three reverse stock split
 effectuated on August 20, 2001

 (12,755) 3,404,691

Compensation related to stock options
 Purchase of common shares for treasury
 Net loss
 Change in unrealized loss on marketable securities

485
 (61,952) (61,952)
 (471,250) \$ (4
 (116,758) (1

Comprehensive loss

\$ (5)
 =====

Balances at September 30, 2001

 \$ (74,707) \$ 2,755,216
 =====

Balances at June 30, 2002

(83,918) 2,093,006

Compensation related to stock options
 Net loss
 Change in unrealized loss on marketable securities

253
 (209,335) \$ (2
 (56,733) (

Comprehensive loss

\$ (2)
 =====

Balances at September 30, 2002

 \$ (83,918) \$ 1,827,191
 =====

The accompanying notes are an integral part of these statements.

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clickNsettle.com, Inc. and Subsidiaries
CONSOLIDATED STATEMENTS OF CASH FLOWS
Three months ended September 30,

| | 2002 | 2001 |
|--|--------------|--------------|
| | ----- | ----- |
| Cash flows from operating activities | | |
| Net loss | \$ (209,335) | \$ (47,000) |
| Adjustments to reconcile net loss to net cash used in operating activities | | |
| Depreciation and amortization | 23,952 | 2,000 |
| Losses on sales of marketable securities | -- | 1,000 |
| Write-down of marketable securities | 20,119 | 1,000 |
| Advertising in exchange for common stock | 18,285 | 10,000 |
| Compensation related to stock options and warrants | 253 | -- |
| Changes in operating assets and liabilities | | |
| Decrease in accounts receivable | 95,217 | 4,000 |
| Decrease (increase) in prepaid expenses and other current assets | 1,935 | (1,000) |
| (Decrease) increase in accounts payable and accrued liabilities | (149,559) | 2,000 |
| Increase in accrued payroll and employee benefits | 68,687 | 3,000 |
| Increase in deferred revenues | 828 | 4,000 |
| | ----- | ----- |
| Net cash used in operating activities | (129,618) | (17,000) |
| | ----- | ----- |
| Cash flows from investing activities | | |
| Purchases of marketable securities | (55,440) | (2,000) |
| Proceeds from sales of marketable securities | -- | 3,000 |
| Purchases of furniture and equipment | (1,507) | (1,000) |
| | ----- | ----- |
| Net cash (used in) provided by investing activities | (56,947) | 1,000 |
| | ----- | ----- |
| Cash flows from financing activities | | |
| Purchase of treasury stock at cost | -- | (6,000) |
| | ----- | ----- |
| Net cash used in financing activities | -- | (6,000) |
| | ----- | ----- |
| NET DECREASE IN CASH AND CASH EQUIVALENTS | (186,565) | (22,000) |
| Cash and cash equivalents at beginning of period | 1,917,066 | 2,550,000 |
| | ----- | ----- |
| Cash and cash equivalents at end of period | \$ 1,730,501 | \$ 2,330,000 |
| | ===== | ===== |

The accompanying notes are an integral part of these statements

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Three months ended September 30, 2002
(Unaudited)

1. The consolidated balance sheet as of September 30, 2002 and the related consolidated statements of operations for the three months ended September 30, 2002 and 2001 have been prepared by clickNsettle.com, Inc., including the accounts of its wholly-owned subsidiaries. In the opinion of management, all adjustments necessary to present fairly the financial position as of September 30, 2002 and for all periods presented, consisting of normal recurring adjustments, have been made. Results of operations for the three months ended September 30, 2002 are not necessarily indicative of the operating results expected for the full year.

These consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto for the year ended June 30, 2002 included in the Company's Annual Report on Form 10-KSB. The accounting policies used in preparing these consolidated financial statements are the same as those described in the June 30, 2002 consolidated financial statements.

2. Basic earnings per share are based on the weighted average number of common shares outstanding without consideration of potential common stock. Diluted earnings per share are based on the weighted-average number of common and potential common shares outstanding. The calculation takes into account the shares that may be issued upon exercise of stock options and warrants, reduced by the shares that may be repurchased with the funds received from the exercise, based on the average price during the period. Diluted earnings per share is the same as basic earnings per share as potential common shares of 666,271 and 1,103,698 at September 30, 2002 and 2001, respectively, would be antidilutive as the Company incurred net losses for the three months ended September 30, 2002 and 2001.

3. The cost of advertising is expensed when the advertising takes place. For advertising and external public relations costs, the Company incurred \$25,861 and \$129,431 for the quarters ended September 30, 2002 and 2001, respectively. Of such totals, non-cash advertising charges comprise approximately \$18,285 and \$108,130, respectively, for the first quarter of fiscal years 2003 and 2002. In accordance with the terms of the August 2000 advertising agreement with American Lawyer Media, Inc., the Company will purchase \$250,000 of advertising in the year subsequent to the initial two-year term. Such advertising is expected to take place during the third quarter of the 2003 fiscal year and through August 2003.

4. On September 25, 2002, the Company received a letter from the Nasdaq SmallCap Market that its common stock had failed to maintain a minimum market value of publicly held shares of \$1,000,000. As a result, the Company has been provided 90 calendar days, or until December 24, 2002, to regain compliance. Additionally, on November 6, 2002, the Company received a letter from the Nasdaq SmallCap Market that its common stock had failed to maintain a minimum bid price of \$1.00 over the previous 30 consecutive trading days. As a result, the Company has been provided 180 calendar days, or until May 5, 2003, to regain compliance. Further, Nasdaq amended one of its standards for continued listing on the SmallCap Market from requiring a minimum of \$2,000,000 in net tangible assets to a minimum of \$2,500,000 of net equity. As of September 30, 2002, both the Company's net tangible assets and its net equity were \$1,827,191. The Company's net equity is below the new minimum standard that was effective November 1, 2002 and therefore, the Company may have its common stock delisted from the Nasdaq SmallCap Market.

5. On March 14, 2002, the Company extended its March 1998 purchase plan (the "Plan"), pursuant to which the number of shares of common stock of the Company eligible for purchase under the Plan remained at an aggregate of 266,667 shares. The Plan shall expire on the earlier of all of the shares being purchased or March 14, 2003, provided, however, that the Plan may be discontinued at any time by the Company. There were no purchases in the three-month period ended September 30, 2002, and, through September 30, 2002, the Company had purchased 42,083 shares under the Plan for an aggregate cost of \$83,918.

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MANAGEMENT'S DISCUSSION AND ANALYSIS OF
FINANCIAL CONDITION AND RESULTS OF OPERATIONS

From time to time, including in this quarterly report on Form 10-QSB, clickNsettle.com, Inc. (formerly NAM Corporation) (the Company or we) may publish forward-looking statements relating to such matters as anticipated financial performance, business prospects, future operations, new products, research and development activities and similar matters. The Private Securities Litigation Reform Act of 1995 provides a safe harbor for forward-looking statements. In order to comply with the terms of the safe harbor, we note that a variety of factors could cause our actual results to differ materially from the anticipated results or other expectations expressed in our forward-looking statements. The risks and uncertainties that may affect the operations, performance, development and results of our business include, without limitation, the following: changes in the insurance and legal industries; our inability to retain current or new hearing officers; changes in the public court systems; and the degree and timing of the market's acceptance of our arbitration and mediation programs and electronic oversight applications and other risks that are set forth herein.

RISK FACTORS

Our business faces risks. These risks include those described below and may include additional risks of which we are not currently aware or which we currently do not believe are material. If any of the events or circumstances described in the following risks actually occurs, our business, financial condition or results of operations could be adversely affected. These risks should be read in conjunction with the other information set forth in this report.

We have Recent, and Anticipate Continuing, Losses

We have incurred operating losses during the last six years and through September 30, 2002. Going forward, we may continue to incur operating losses and make capital expenditures and, as a result, we will need to generate higher revenues to achieve and maintain profitability and provide working capital needed to fund losses. We cannot assure you that we can achieve or sustain profitability in the future. If revenues grow slower than we anticipate, or if operating expenses exceed our current expectations and cannot be adjusted accordingly, our business, the results of our operations, and our financial condition may be materially and adversely affected.

We Depend On Insurance-Related Disputes

The majority of our ADR business involves claims that are usually covered by insurance. We resolve many of these disputes in a matter of hours. Since our revenues are derived primarily from certain administrative and hourly fees, a

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high volume of these cases is required in order for us to generate revenues sufficient to maintain our operations. Although self-insured and employment initiatives represent a growing percentage of our revenues, there can be no assurance that we will be able to continue to expand our insurance and non-insurance-related dispute business, or maintain or increase our current level of cases. In addition, we cannot assure you that changes in the insurance industry will not affect our business.

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Possible Improvements in the Public Court System, Including Use of ADR Services, May Affect Our Business

The ADR industry, in general, furnishes an alternative to public dispute mechanisms, principally the local, state and federal court systems. Our marketing efforts have been based on our belief that there exists a high degree of dissatisfaction among litigants and their counsel with the public court system. If the public courts, in the markets we are currently serving or seek to serve, reduce case backlogs and provide effective settlement mechanisms at no, or substantially reduced cost to litigants, our business opportunities in such markets may be significantly reduced. Several public court systems, both on the federal and state level, including certain federal and state courts located in New York State, have instituted court coordinated ADR programs. Similar programs are under consideration in a number of states and may be adopted at any time. The success of such ADR programs could have a material adverse effect on our business by diminishing the demand for private ADR services.

The Private ADR Services Business is Highly Competitive

The private ADR business is highly competitive, both on a national and regional level. Barriers to entry in the ADR business are relatively low, and new competitors can begin doing business relatively quickly. There are two types of competitors, not-for-profit and for-profit entities:

- o We believe that our largest not-for-profit competitor is the American Arbitration Association as it has significant market share in complex commercial cases.
- o We believe that our largest for-profit competitor is JAMS.

At this time, we believe that numerous other private ADR firms are competing with us in the regions we currently serve. Increased competition could decrease the fees we are able to charge for our services and limit our ability to obtain qualified hearing officers. This could have a material adverse effect on our ability to be profitable in the future. Certain competitors may have greater financial or other capabilities than us. Accordingly, there is no assurance that we can successfully compete in the present or future marketplace for ADR services.

We Depend Upon Our Key Personnel

Our success will be largely dependent on the personal efforts of Roy Israel, our Chief Executive Officer, President and Chairman of the Board of Directors. Although we have entered into an employment agreement with Mr. Israel, which expires in 2007, the loss of his services could have a material adverse effect on our business and prospects. We have obtained "key-man" life insurance on the life of Mr. Israel. We are the sole beneficiary in the amount of \$1 million. Our success is also dependent upon our ability to hire and retain

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qualified marketing and other personnel in our offices. We may not be able to hire or retain such necessary personnel.

We Do Not Have Written Contracts with the Majority of Our Clients

We currently rely on our marketing efforts and relationships with insurance companies, law firms, corporations and municipalities to obtain cases. We do not have written agreements with the majority of our clients, but we have instituted the process of obtaining written agreements with our existing clients and with new clients. We also rely on case referrals from our current clients. We may

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not continue to receive our current level of, or an adequate level of, referrals of cases. If we do not maintain such levels, there could be a material adverse effect on our business.

We Depend Upon Qualified Hearing Officers

The market for our services depends on a perception by our clients that our hearing officers are impartial, qualified, and experienced. Our ability to retain qualified hearing officers in the event that competition increases would be uncertain. For our fiscal year ended June 30, 2002, 36% of the number of our cases were heard by non-exclusive hearing officers. Accordingly, at any time, these hearing officers can refuse to continue to provide their services to us and are free to render services independently or through competing ADR services. If qualified hearing officers are unwilling or unable to continue to provide their services through us for any reason, including possible agreements to provide their services to our competitors on an exclusive basis, our business and operations could be materially and adversely affected.

Our Current Stockholders Have the Ability to Exert Significant Control

Our executive officers, directors, and their affiliates beneficially own 630,507 shares or approximately 44.8% of the common stock outstanding based on 1,408,176 shares of common stock outstanding as of September 30, 2002. Of that number, Mr. Israel beneficially owns 401,713 shares or approximately 28.5% of the common stock. As a result, these stockholders acting in concert may have significant influence on votes to elect or remove any or all of our directors and to control substantially all corporate activities in which we are involved, including tender offers, mergers, proxy contests or other purchases of common stock that could give our stockholders the opportunity to realize a premium over the then prevailing market price for their shares of common stock.

We May Be Unable to Protect Our Proprietary Technology and We May Be Sued for Infringing on the Rights of Others

Our success depends, in part, upon our ability to protect our proprietary software technology and operate without infringing upon the rights of others. We rely on a combination of methods to protect our proprietary intellectual property, technology and know-how, such as:

| | |
|--|----------------------------|
| trade secret laws | copyright law |
| trademark law | patent law |
| contractual provisions | confidentiality agreements |
| certain technology and security measures | |

The steps we have taken regarding our proprietary technology, however, may

be insufficient to deter misappropriation.

In the systems and software industries, it is common that companies receive notices from time to time alleging infringement of patents, copyrights or other intellectual property rights of others. We may from time to time be notified of claims that we may be infringing upon patents, copyrights or other intellectual property rights owned by third parties. Companies may pursue claims against us with respect to the alleged infringement of patents, copyrights or other intellectual property rights owned by third parties. Although we believe we have not violated or infringed upon any intellectual property patents and have taken measures to protect our own rights, there is no assurance that we will avoid litigation. Litigation may be necessary to protect our intellectual property rights and trade secrets, to determine the validity of and scope of the proprietary rights of others or to defend

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against third party claims of invalidity. Any litigation could result in substantial costs and diversion of resources away from the day-to-day operation of our business.

Existing copyright, trademark, patent and trade secret laws afford only limited protection. Existing laws, in combination with the steps we have taken to protect our proprietary rights may be inadequate to prevent misappropriation of our technology or other proprietary rights. Also, such protections do not preclude competitors from independently developing products with functionality or features similar or superior to our products and technologies.

We Have Issues With Our Continued Listing on the Nasdaq SmallCap Market

Although our securities are currently quoted on the Nasdaq SmallCap Market, we cannot assure you that a trading market will be maintained. In addition, we cannot assure you that we will meet the maintenance criteria for continued quotation of the securities on the Nasdaq SmallCap Market. The maintenance criteria for the Nasdaq SmallCap Market include, among other things:

- o \$2,000,000 in net tangible assets (to be replaced effective November 1, 2002 by a requirement of \$2,500,000 in net stockholders' equity); or \$35,000,000 in market capitalization; or \$500,000 Net Income (in the latest fiscal year or two of the last three fiscal years). As of September 30, 2002, both our net tangible assets and our net stockholders' equity were \$1,827,191;
- o a public float of 500,000 shares with a market value equal to \$1,000,000. On September 25, 2002, the Company received a letter from the Nasdaq SmallCap Market that its common stock had failed to maintain a minimum market value of publicly held shares of \$1,000,000. As a result, the Company has been provided 90 calendar days, or until December 24, 2002, to regain compliance;
- o two market makers;
- o a minimum bid price of \$1.00 per share of common stock. On November 6, 2002, the Company received a letter from the Nasdaq SmallCap Market that its common stock had failed to maintain a minimum bid price of \$1.00 over the previous 30 consecutive trading days. As a result, the Company has been provided 180 calendar days, or until May 5, 2003, to regain compliance; and

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- o 300 shareholders (round lot holders).

If we were removed from the Nasdaq SmallCap Market, trading, if any, in our securities would thereafter have to be conducted in the over-the-counter market in the so-called "pink sheets" or, if then available, the NASD's OTC Electronic Bulletin Board. As a result, an investor would find it more difficult to purchase, dispose of and to obtain accurate quotations as to the value of our securities.

In addition, if our common stock is delisted from trading on the Nasdaq SmallCap Market and the trading price of the common stock is less than \$5.00 per share, trading in the common stock would also be subject to the requirements of Rule 15g-9 under the Securities Exchange Act of 1934. Under that rule, broker/dealers who recommend such low-priced securities to persons other than established customers and accredited investors must satisfy special sales practice requirements, including:

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- o a requirement that they make an individualized written suitability determination for the purchaser; and
- o receive the purchaser's written consent prior to the transaction.

The Securities Enforcement Remedies and Penny Stock Reform Act of 1990 also requires additional disclosure in connection with any trades involving a stock defined as a penny stock (generally, any equity security not traded on an exchange or quoted on Nasdaq SmallCap that has a market price of less than \$5.00 per share), including the delivery, prior to any penny stock transaction, of a disclosure schedule explaining the penny stock market and the risks associated therewith. Such requirements could severely limit the market liquidity of our securities and the ability of stockholders to sell their securities in the secondary market. We cannot assure you that our securities will not be delisted or treated as a penny stock.

GENERAL

We provide alternative dispute resolution services, or ADR services, to insurance companies, law firms, corporations and municipalities. We focus the majority of our marketing efforts on developing and expanding relationships with these entities, which we believe are some of the largest consumers of ADR services. We believe that with our global roster of qualified hearing officers, administrative capabilities, electronic oversight applications, knowledge of dispute resolution and reputation within the corporate and legal communities, we are uniquely positioned to provide a comprehensive total solution to disputing parties worldwide.

We currently operate from locations in New York and Massachusetts.

Our objective is to become the leading global provider of dispute resolution services by providing services and software/web-enabled tools designed to enhance and streamline the traditional and often time-consuming and expensive legal process. We believe we are uniquely positioned to offer customized solutions built upon our sophisticated technology platform. We have a patent pending on our dispute resolution processing and oversight system and, dependent upon market acceptance, we will review the needs of our current and prospective customers and offer those solutions that we believe will be of most value to our clients and to our Company. We believe that our marketing efforts

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going forward will best be directed towards large-scale applications that benefit from our proprietary electronic infrastructure. As such, our marketing emphasis will be driven by our unique capabilities as an administrator. Additionally, the staff presently dedicated to our existing transactional client base will be charged with growing this book of business and exploiting our inherent market advantages. Therefore, our plan is as follows: (1) exploit potential revenue streams driven by our technological innovations in software, systems and intellectual property such as (i) the administration of high-volume, customized dispute resolution programs for large corporations, governmental bodies, law firms and agencies and (ii) the licensing and/or sale of dispute resolution-related software; (2) build brand recognition of NAM (the Arbitration Company) as the premier provider of dispute resolution solutions through our advertising campaign; (3) attract and retain the services of highly talented, former top-tier judges and attorneys; and (4) broaden the type and complexity of the dispute resolution cases we administer.

With the recent string of corporate failures and scandals, it is likely that individuals and groups will seek retribution via a legal outlet. At the same time, a greater emphasis has been placed on

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the protection of investors, employees and other groups as evidenced by many new proposed and adopted corrective actions and laws. The confluence of the above in conjunction with the current economic slowdown creates a fertile environment for our services, particularly those related to oversight applications that can uniquely address and facilitate many of these areas of concern. Our oversight applications/web-based services enhance business practices by enabling our clients to better manage their operations through data driven features and, at the same time, produce cost savings given the tremendous expense related to traditional litigation versus our quicker, more efficient dispute resolution solutions.

We have and may continue to incur net losses in the future as a result of (a) continuing enhancements and other costs associated with our software-based products and (b) our advertising campaign. Although we are actively promoting our services, there can be no assurance as to the amount of revenues to be realized therefrom. Additionally, we currently expect that our advertising campaign will continue into the first quarter of fiscal year 2004. In August 2000, we signed an agreement with American Lawyer Media, Inc., the nation's leading legal journalism and information company, to provide \$1,000,000 of advertising and promotional opportunities in their national and regional publications over a two-year period in exchange for 61,474 shares of our common stock (as adjusted for the 1-for-3 reverse stock split effectuated on August 20, 2001). As part of that agreement, we will additionally purchase \$250,000 of advertising during the one-year period ending August 2003. We believe that targeting our advertising to the legal community will continue to increase awareness of our comprehensive suite of dispute resolution services. However, there can be no assurance that this effort will result in increased revenues.

First Quarter Ended September 30, 2002 Compared to First Quarter Ended September 30, 2001

Revenues. Revenues increased 20.8% to \$993,359 for the first quarter ended September 30, 2002 from \$822,619 for the comparable prior period. The increase in revenues is primarily attributable to a higher number of cases heard in the current period as well as a rise in the average dollars earned per hearing. As New York is our primary market, the terrorist attacks on September 11, 2001 adversely impacted our business in the prior year quarterly period as there was

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a decline in the number of hearings conducted in the New York metropolitan area as well as at our satellite office. The insurance industry, which represents a major portion of our clientele, was particularly hard hit and continues to be impacted by the fallout of these events in the form of consolidations and other changes.

As we continue to recruit an exclusive pool of former, top-tier hearing officers, we believe this will enable us to attract a higher volume and diversity of cases, the nature of which demands the talented and well-respected hearing officers that we have to offer. As a result, we believe the average dollars earned per hearing will be favorably impacted.

Cost of Services. Cost of services increased 11.7% to \$228,926 for the first quarter ended September 30, 2002 from \$204,862 for the first quarter ended September 30, 2001. Additionally, the cost of services as a percentage of revenues decreased to approximately 23% in the first quarter of fiscal year 2003 from 25% in the first quarter of fiscal year 2002. The improvement in the ratio is attributed to the increase in average dollars earned per hearing. The ratio of cost of services to revenues will fluctuate based on the number of hours per case and our ability (or inability) to take advantage of volume arrangements with hearing officers which usually lower the cost per case.

Sales and Marketing. Sales and marketing costs decreased 25.1% to \$308,967 for the first quarter ended September 30, 2002 from \$412,699 for the first quarter ended September 30, 2001. Sales and marketing costs as a percentage of revenues decreased to 31% in the first quarter of fiscal year 2003 from 50% in the first quarter of fiscal year 2002. Most of the decrease (approximately

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\$103,600) relates to advertising costs. Our initial agreement with American Lawyer Media, Inc., which provided us with \$1,000,000 of advertising and promotional opportunities in their national and regional publications over a two-year period, ended in August 2002. The related non-cash amount expensed for the quarters ended September 30, 2002 and 2001 was \$18,285 and \$108,130, respectively. As part of that agreement, we will additionally purchase \$250,000 of advertising during the one-year period ending August 2003. Currently, we expect to utilize this advertising beginning in the third quarter of this fiscal year.

General and Administrative. General and administrative costs decreased 4.3% to \$653,800 for the first quarter ended September 30, 2002 from \$683,033 for the first quarter ended September 30, 2001. A portion of the decrease (approximately \$50,800) relates to legal fees related to mergers and acquisitions activity in the prior year period that did not recur in the current year period. Additionally, we reduced expenditures by approximately \$58,400 with respect to consulting fees, market costs and taxes. Offsetting these decreases was an increase in employee costs and related items (including benefits, payroll taxes and outside services) amounting to approximately \$79,000. This increase was largely due to increases in staff for computer programmers in our information technology department and for other administrative functions, including temporary help, to support and develop our dispute resolution processing and oversight software. General and administrative costs as a percentage of revenues decreased to 66% for the first quarter of fiscal year 2003 from 83% for the first quarter of fiscal year 2002.

Other (Expenses) Income. Other (expenses) income changed by \$17,726 to other expenses of (\$11,001) for the first quarter ended September 30, 2002 from other income of \$6,725 for the first quarter ended September 30, 2001. Other

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income (expenses) is composed primarily of investment income and realized gains (losses) generated from investments. Realized losses (which includes write-downs for other than temporary declines in the value of marketable securities) approximated \$18,800 in the first quarter of fiscal year 2002 versus \$20,100 in the first quarter of fiscal year 2003, a decline of \$1,300. Additionally, net interest income generated primarily from investments in money market funds declined by approximately \$13,600 from \$21,000 in the prior year period due to lower invested balances and a decline in the prevailing interest rates between the two periods. At September 30, 2002, approximately 85% of cash equivalents and marketable securities were invested in money market funds whose rate of return will fluctuate based on prevailing interest rates.

Income Taxes. Tax benefits resulting from net losses incurred for the periods ended September 30, 2002 and 2001 were not recognized as we recorded a full valuation allowance against the net operating loss carryforwards during the periods.

Net Loss. For the three months ended September 30, 2002, we had a net loss of \$209,335 as compared to a net loss of \$471,250 for the three months ended September 30, 2001. The loss declined as we were able to increase the number of cases heard and secure higher fees for services rendered to our clients as a result of an increase in the type and diversity of cases heard, as well as realize operating efficiencies.

Liquidity and Capital Resources

At September 30, 2002, the Company had a working capital surplus of \$1,589,721 compared to \$1,833,092 at June 30, 2002. The decrease in working capital occurred primarily as a result of the loss from operations.

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Net cash used in operating activities was \$129,618 for the three months ended September 30, 2002 versus \$172,325 in the prior comparable period. Cash used in operating activities principally declined due to a reduction in the loss from operations which was offset by a decrease in non-cash charges for advertising and changes in operating assets and liabilities.

Net cash used in investing activities was \$56,947 for the three months ended September 30, 2002 versus net cash provided by investing activities of \$12,466 in the comparable prior period. The change in cash from investing activities was primarily due to a higher level of net purchases of marketable securities in the current period.

Net cash used in financing activities was \$0 for the three months ended September 30, 2002 versus \$61,952 in the prior comparable period. In the prior period, we purchased 28,567 shares of our common stock for an aggregate cost of \$61,952.

We have incurred net losses and had negative cash flow from operations during the last six years and through September 30, 2002. Cash and cash equivalents arising principally from equity transactions have provided sufficient working capital to fund losses incurred and capital expenditures, as well as to provide cash to redeem preferred stock outstanding and to purchase treasury stock. As of September 30, 2002, we had \$1,730,501 in aggregate cash and cash equivalents. We believe that, through the proper utilization of these existing funds, from revenue generated from existing and new services and from expense reductions achieved by streamlining operations through the utilization of an enhanced processing system, we will have sufficient cash to meet our needs

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over the next twelve months.

Nasdaq Listing

On September 25, 2002, the Company received a letter from the Nasdaq SmallCap Market that its common stock had failed to maintain a minimum market value of publicly held shares of \$1,000,000. As a result, the Company has been provided 90 calendar days, or until December 24, 2002, to regain compliance. Additionally, on November 6, 2002, the Company received a letter from the Nasdaq SmallCap Market that its common stock had failed to maintain a minimum bid price of \$1.00 over the previous 30 consecutive trading days. As a result, the Company has been provided 180 calendar days, or until May 5, 2003, to regain compliance. Further, Nasdaq amended one of its standards for continued listing on the SmallCap Market from requiring a minimum of \$2,000,000 in net tangible assets to a minimum of \$2,500,000 of net equity. As of September 30, 2002, both the Company's net tangible assets and its net equity were \$1,827,191. The Company's net equity is below the new minimum standard that was effective November 1, 2002 and therefore, the Company may have its common stock delisted from the Nasdaq SmallCap Market.

Controls and Procedures

Our disclosure controls and procedures are designed to ensure that material information relating to the Company are made known to our Chief Executive Officer ("CEO"), Chief Financial Officer ("CFO") and others in the Company involved in the preparation of this quarterly report, by others within the Company. Our CEO and CFO have reviewed our disclosure controls and procedures within 90 days prior to the filing of this quarterly report and have concluded that they are effective. There were no significant changes in our internal controls or other factors that could significantly affect our internal controls subsequent to the last date they were reviewed by our CEO and CFO.

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PART II - OTHER INFORMATION

- | | |
|---------|--|
| Item 1. | Legal Proceedings. |
| | We are a party to legal matters arising in the general conduct of business. The ultimate outcome of such matters is not expected to have a material adverse effect on the results of operations or financial position. |
| Item 2. | Changes in Securities and Use of Proceeds. |
| | Not applicable. |
| Item 3. | Defaults upon Senior Securities. |
| | Not applicable. |
| Item 4. | Submission of matters to a Vote of Security Holders. |
| | Not applicable. |
| Item 5. | Other information. |
| | Not applicable. |

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

(a) Exhibits.

| Exhibit Number | Description of Document |
|----------------|--|
| 3.1 | Certificate of Incorporation, as amended (1) |
| 3.1 (b) | Certificate of Designation of Series A Exchangeable Preferred Stock (5) |
| 3.1 (c) | Certificate of Correction of Certificate of Designation of Series A Exchangeable Preferred Stock (6) |
| 3.1 (d) | Certificate of Amendment of Certificate of Incorporation (8) |
| 3.1 (e) | Certificate of Amendment of Certificate of Incorporation, as amended (11) |
| 3.2 | By-Laws of the Company, as amended (3) |
| 4.1 | Stock Purchase Agreement dated May 10, 2000 (7) |
| 4.2 | Stock Purchase Warrant dated May 10, 2000 (7) |
| 10.1 | 1996 Stock Option Plan, amended and restated (3) |
| 10.2 | Employment Agreement between Company and Roy Israel effective July 1, 2002(12) |
| 10.5 | Employment Agreement between Company and Patricia Giuliani-Rheaume (2) |
| 10.7 | Lease Agreement for Great Neck, New York facility (1) |
| 10.7.1 | Amendment to Lease Agreement for Great Neck, New York facility (4) |
| 10.7.2 | Second Amendment to Lease Agreement for Great Neck, New York facility (10) |
| 10.8 | Exchangeable Preferred Stock and Warrants Purchase Agreement (5) |
| 10.9 | Preferred Stock Registration Rights Agreement (5) |
| 10.11 | Private Equity Line of Credit Agreement between Moldbury Holdings and Company (5) |
| 10.12 | Private Equity Line of Credit Registration Rights Agreement (5) |
| 10.13 | Stock Purchase Warrant for Moldbury Holdings Limited (5) |
| 10.14 | Advertising Agreement dated August 11, 2000 (9) |
| 99.1 | Certification of CEO under Section 906 of the Sarbanes-Oxley Act of 2002** |
| 99.2 | Certification of CFO under Section 906 of the Sarbanes-Oxley Act of 2002** |

- (1) Incorporated herein in its entirety by reference to the Company's Registration Statement on Form SB-2, Registration No. 333-9493, as filed with the Securities and Exchange Commission on August 2, 1996.
 - (2) Incorporated herein in its entirety by reference to the Company's 1997 Annual Report on Form 10-KSB.
 - (3) Incorporated herein in its entirety by reference to the Company's 1998 Annual Report on Form 10-KSB.
 - (4) Incorporated herein in its entirety by reference to the Company's 1999 Annual Report on Form 10-KSB.
 - (5) Incorporated herein in its entirety by reference to the Company's SB-2 filed on March 28, 2000.
 - (6) Incorporated herein in its entirety by reference to the Company's SB-2A filed on April 21, 2000.
 - (7) Incorporated herein in its entirety by reference to the Company's Form 8-K filed on May 17, 2000.
 - (8) Incorporated herein in its entirety by reference to the Company's Form 8-K filed on June 21, 2000.
 - (9) Incorporated herein in its entirety by reference to the Company's Form 8-K filed on August 24, 2000.
 - (10) Incorporated herein in its entirety by reference to the Company's 2000 Annual Report on Form 10-KSB.
 - (11) Incorporated herein in its entirety by reference to the Company's 2001 Annual Report on Form 10-KSB.
 - (12) Incorporated herein in its entirety by reference to the Company's 2002 Annual Report on Form 10-KSB.
- ** Filed herewith.

(b) Reports on Form 8-K. Form 8-K was filed on September 27, 2002 to announce that the Company had received notification from Nasdaq Listing Qualifications that its common stock had not maintained a minimum market value of publicly held shares of \$1,000,000 as required.

SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant has duly

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caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

CLICKNSETTLE.COM, INC.

Date: November 12, 2002

By: /s/ Roy Israel

Roy Israel, President and CEO

Date: November 12, 2002

By: /s/ Patricia A. Giuliani-Rheaume

Patricia A. Giuliani-Rheaume,
Vice President, Treasurer and CFO

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CERTIFICATION UNDER
EXCHANGE ACT RULES 13a-14 OR 15d-14

I, Roy Israel, certify that:

1. I have reviewed this quarterly report on Form 10-QSB of the registrant;
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and have:
 - a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
 - b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and
 - c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors:

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- a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
- b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

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- 6. The registrant's other certifying officer and I have indicated in this quarterly report whether there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: November 12, 2002

/s/ Roy Israel

Roy Israel - Chairman of the Board, CEO and President

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CERTIFICATION UNDER
EXCHANGE ACT RULES 13a-14 OR 15d-14

I, Patricia Giuliani-Rheaume, certify that:

- 1. I have reviewed this quarterly report on Form 10-QSB of the registrant;
- 2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;
- 3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;
- 4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and have:

- a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries,

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is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and

c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors:

a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

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6. The registrant's other certifying officer and I have indicated in this quarterly report whether there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: November 12, 2002

/s/ Patricia Giuliani-Rheaume

Patricia Giuliani-Rheaume - Vice President, Chief Financial Officer and Treasurer

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