

AQUACELL TECHNOLOGIES INC
Form 10QSB/A
August 11, 2005

Changes are Blacklined (====)

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 10-QSB-A
AMENDMENT NO. 2
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(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 Exchange Act For the transition period from _____ to _____

Commission File Number 1-16165

AQUACELL TECHNOLOGIES, INC.

(Exact Name of Small Business Issuers as Specified in its Charter)

Delaware

33-0750453

(State of Incorporation)

(IRS Employer Identification Number)

10410 Trademark Street
Rancho Cucamonga, CA 91730

(Address of Principal Executive Offices)

(909) 987-0456

(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 [X] No []

APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY
PROCEEDING DURING THE PRECEDING FIVE YEARS

Check whether the registrant filed all documents and reports required to be filed by Section 12, 13 or 15(d) of the Exchange Act 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 issuer's classes of common equity, as of the latest practicable date:

Common Stock, \$.001 par value

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15,764,137 shares outstanding as of November 12, 2004.

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

PART I - FINANCIAL INFORMATION

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

Forward-Looking Statements

When used in this Form 10-QSB and in future filings by the Company with the Commission, statements identified by the words "believe", "positioned", "estimate", "project", "target", "continue", "will", "intend", "expect", "future", "anticipates", and similar expressions express management's present belief, expectations or intentions regarding the Company's future performance within the meaning of the Private Securities Litigation Reform Act of 1995. Readers are cautioned not to place undue reliance on any such forward-looking statements, each of which speaks only as of the date made. Such statements are subject to certain risks and uncertainties that could cause actual results to differ materially from historical earnings and those presently anticipated or projected. The Company has no obligations to publicly release the result of any revisions which may be made to any forward-looking statements to reflect anticipated or unanticipated events or circumstances occurring after the date of such statements.

Overview

The following discussions and analysis should be read in conjunction with the Company's condensed consolidated financial statements and the notes presented following the condensed consolidated financial statements. The discussion of results, causes and trends should not be constructed to imply any conclusion that such results or trends will necessarily continue in the future.

During the quarter ended September 30, 2004, we diligently worked to finalize agreements for our newly launched "Message On The Bottle" advertising program through our Aquacell Media subsidiary. Aquacell Media installs our patented Aquacell 1000 Bottled Water Cooler Systems free of charge into various locations while retaining ownership of the coolers. Revenue is generated through the sale of advertising on the band of the cooler's permanently attached five-gallon bottle, as well as on the cup holder.

Subsequent to the end of the quarter, we signed our first Water Cooler

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Placement Agreement with Rite Aid Corporation, the third largest drug chain in America with more than 3000 stores. Rite Aid conducted an extensive test over several months on the performance of our coolers in their corporate office as well as in several stores.

Under an initial term of five years, Rite Aid has agreed that the Aquacell 1000 coolers will be installed on a national basis at no cost to Rite Aid, and that AquaCell may sell the advertising space on the bottle band. The initial rollout, expected to be completed by the end of December 2004, will entail replacing water fountains in approximately half of the stores. Aquacell has been manufacturing coolers in anticipation of this agreement and is in position to use current inventory to supply the water coolers for these initial locations.

We are in negotiations with other retailers including other national chain drug stores and supermarkets, as well as other national chain retail stores for installations in these locations, as well. Test units have been installed in many of these locations and we anticipate the signing of agreements with additional retailers in the near future.

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Also subsequent to the end of the quarter, we secured our first advertiser, Unilever, one of the world's largest consumer products companies. This inaugural program is for the Dove(R) product line, the timing of which coincides with the roll out of installations in Rite Aid stores. The program also includes advertising in other chain drug stores.

The "Message On The Bottle" advertising provides a unique point-of-sale opportunity for manufacturers to reach the consumer. Advertising on the bottle gets face-to-face impact reaching the consumers while they are in the store. We are negotiating with other major manufacturers and providers of health care related products and/or their agencies, for the advertisement of their products.

AquaCell has engaged several new marketing partners, including Beau Dietl & Associates. This organization has agreed to provide us with introductions to distribution channels and to potential advertisers on our coolers as well as consulting on future promotional activities. Our agreement runs through August, 2006. Through this association, we retained the services of J. DeKama Associates. Our consulting agreement with J. DeKama Associates, which runs through February 2007, provides for that organization to assist us in securing retail locations for our coolers and for securing potential advertisers. Through J. DeKama Associates' efforts, we have signed consulting agreements with former Unilever executives who have tapped into the services of Advantage Sales and Marketing. This network has been instrumental in assisting us in developing a wide variety of companies for both advertising and for placement of Aquacell 1000 coolers into retail locations. By utilizing these and other individuals who are responsible for payment of their own expenses, and who will receive cash compensation only upon the generation of revenues, we do not anticipate incurring any significant direct sales and marketing expenses in the rollout of this program.

During the quarter ended September 30, 2004 we incurred non-cash charges for stock based compensation for warrants issued to consultants, which we believe is a benefit to the Company and its shareholders for the growth of the Company.

We are embarking on additional opportunities, including expansion of our "Message On The Bottle" advertising program into more diverse areas, such as medical offices, car dealerships, health clubs and law offices, which we believe will provide long-term benefits to the Company.

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Results of Operations

During the three months ended September 30, 2004 on a consolidated basis, revenues were \$199,000 as compared to \$201,000 for the similar period of the preceding year.

On a consolidated basis cost of sales was 62% for the quarter ended September 30, 2004 as compared to 64% for the same quarter of the prior year.

Net loss on a consolidated basis, attributable to common stockholders, for the three months ended September 30, 2004 was \$877,000 or \$0.06 per share, as compared to \$1,144,000 or \$.12 per share for the same period of the prior year. The decrease in the loss is primarily attributable to the decrease in fair value adjustment of derivative in the amount of \$207,000.

Salaries and wages decreased by \$11,000 for the quarter ended September 30, 2004 over the prior year. Legal, accounting and other professional expensed decreased by approximately \$13,000 for the quarter ended September 30, 2004. Stock based compensation decreased by \$133,000 to \$242,000 for the quarter ended September 30, 2004. Other selling, general and

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administrative expenses, consisting primarily of rent - \$49,000, telephone and utilities- \$17,000, travel- \$21,000, business promotion- \$22,000, insurance- \$37,000, and vehicle expenses-\$25,000 increased by approximately \$82,000 to \$337,000 for the quarter ended September 30, 2004.

Liquidity and Capital Resources

During the three months ended September 30, 2004 we raised, through the repricing of warrants to purchase common shares, net equity of approximately \$209,000.

Cash used by operations during the three months ended September 30, 2004 amounted to \$818,000. Net loss of \$868,000 was reduced by non-cash stock based compensation in the amount of \$242,000, and depreciation and amortization of

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\$6,000. Cash used by operations was further increased by decreases in accounts payable of \$138,000, accrued expenses of \$41,000, and customer deposits in the amount of \$41,000. Net loss was further decreased by net changes in inventories and prepaid expenses aggregating \$22,000.

Cash used by investing activities during the three months ended September 30, 2004 represented capital expenditures in the amount of \$84,000 increased by payments on a note issued for the purchase of equipment in the amount of \$1,000. The note which was payable in three equal installments of \$333 has been paid.

Cash provided by financing activities was approximately \$246,000. Proceeds from sales of common stock purchase warrants amounted to \$209,000 and expenses of warrant exercises amounted to \$3,000. Proceeds from subscriptions receivable were \$40,000.

We have granted warrants, subsequent to our initial public offering in connection with private placements, consulting, marketing and financing agreements that remain outstanding at the date of this filing and may generate additional capital of up to approximately \$13,800,000 if exercised. There is no assurance however, that any of the warrants will be exercised.

Management believes that its present cash position combined with subsequent equity raises and conversion of warrants, and cash flows expected to be generated from future operations will be sufficient to meet presently anticipated needs for working capital and capital expenditures through at least the next 12 months; however, there can be no assurance in that regard. The Company presently has no material commitments for future capital expenditures.

ITEM 3. CONTROLS AND PROCEDURES

As of the end of the period covered by this Report the Company carried out an evaluation, under the supervision and with the participation of the Company's management, including the Company's chief executive officer and chief financial officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures pursuant to Rules 13a-15(e) and 15d-15(e) adopted under the Securities Exchange Act of 1934. Based upon that evaluation, the chief executive officer and chief financial officer concluded that the Company's disclosure controls and procedures are effective. There were no significant changes in the Company's internal controls or in other factors that could significantly affect these controls as of the date of their evaluation.