E-SMART TECHNOLOGIES INC
Form 10QSB/A
November 20, 2007
Table of Contents

U.S. SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

Form 10-QSB

(Amendment No. 1)

(Mark One)

x **Quarterly report under section 13 or 15(d) of the Securities Exchange Act of 1934**
for the quarterly period ended: September 30, 2006

¨ **Transition report under section 13 or 15(d) of the Securities Exchange Act of 1934**
for the transition period from ______ to ______.

Commission File No: 0-30717

e-SMART TECHNOLOGIES, INC.

(Name of small business in its charter)

Nevada	**88-0409261**
(State or other jurisdiction of incorporation)	**(IRS Employer Id. No.)**

526 West 26th Street, Suite 710, New York, NY 10001

(Address of Principal Office including Zip Code)

Issuer s telephone Number: (212) 727-3790

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 preceding 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 ¨

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, **200,000,000 shares** at September 30, 2006.

Transitional Small Business Disclosure Format (Check one): Yes ¨ No x

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act): Yes ¨ No x

Table of Contents

e-SMART TECHNOLOGIES, INC. & SUBSIDARIES

FORM 10-QSB - QUARTER ENDED SEPTEMBER 30, 2006

INDEX

PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

The unaudited condensed consolidated balance sheet of the Registrant at September 30, 2006, the audited balance sheet at December 31, 2005, and the unaudited condensed consolidated statements of operations, shareholders equity (deficiency), and cash flows for the nine months ended September 30, 2006 and September 30, 2005 follow. The unaudited condensed consolidated financial statements reflect all adjustments that are, in the opinion of management, necessary to a fair statement of the results for the periods presented.

Table of Contents

e-SMART TECHNOLOGIES, INC. & SUBSIDARIES

CONDENSED CONSOLIDATED BALANCE SHEETS

	[Unaudited] **September 30, 2006**	*[Audited]* **December 31, 2005**
Assets		
Current assets -		
Cash	$ 39,743	$ 164,584
Prepaid expenses	10,439	2,692
Total current assets	50,182	167,276
Equipment, net	44,082	44,701
License of Super Smart Card technology, net	94,467	99,290
Officers advances	18,830	51,674
Lease deposits	78,483	73,484
Total assets	$ 286,044	$ 436,425
Liabilities and Shareholders Equity (Deficiency)		
Current liabilities -		
Accounts payable	$ 1,104,029	$ 640,197
Note payable IVI Smart Technologies, Inc., a related party	450,000	450,000
Notes payable - others	47,500	47,500
Due Associated Business Group, a related party	12,427	12,427
Accrued officer s compensation	495,977	371,060
Accrued expenses	336,133	170,932
Total current liabilities	2,446,066	1,692,116
Note Payable - IVI Smart Technologies, Inc., a related party	4,757,840	2,274,722
Total liabilities	7,203,906	3,966,838
Shareholders Equity (Deficiency) -		
Common shares, $.001 par, 500,000,000 authorized, 200,000,000 issued and outstanding	200,000	200,000
Additional paid in capital	63,777,497	63,777,497
Retained deficit	(70,895,359)	(67,507,910)
Total shareholders equity (deficiency)	(6,917,862)	(3,530,413)
Total liabilities and shareholders equity (deficiency)	$ 286,044	$ 436,425

See notes to condensed consolidated financial statements.

Table of Contents

e-SMART TECHNOLOGIES, INC. & SUBSIDARIES

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

[Unaudited]

	Nine Months Ended September 30 2006	Nine Months Ended September 30 2005	Three Months Ended September 30 2006	Three Months Ended September 30 2005	January 1, 2001 Inception of Operations) to September 30, 2006
Net Revenue	$	$	$	$	$
Cost of revenue					
Gross profit					
Operating expenses:					
Research and development	447,575	839,793	120,001	332,554	15,014,309
General and administrative	2,773,878	2,494,641	1,075,417	919,927	55,534,001
Interest	163,996	75,829	62,988	30,189	338,749
Total operating expenses	3,385,449	3,410,263	1,258,406	1,282,670	70,887,059
Loss before taxes	(3,385,449)	(3,410,263)	(1,258,406)	(1,282,670)	(70,887,059))
Provision for taxes	2,000	2,075	500	1,425	8,300
Net Loss	$ (3,387,449)	$ (3,412,338)	$ (1,258,906)	$ (1,284,095)	$ (70,895,359)
Net loss per common share basic and fully-diluted	$ (0.02)	$ (0.02)	$ (0.00)	$ (0.01)	(0.45)
Weighted average common shares shares outstanding	200,000,000	183,834,970	200,000,000	190,614,554	157,402,092

See notes to condensed consolidated financial statements.

4

Table of Contents

e-SMART TECHNOLOGIES, INC. & SUBSIDARIES

CONDENSED CONSOLIDATED STATEMENT OF

SHAREHOLDERS EQUITY (DEFICIENCY)

	Common Stock		Additional Paid-in	Accumulated	
	Shares	Amount	Capital	Deficit	Total
Audited					
Balance, January 1, 2005	173,535,944	$ 173,536	$ 61,053,801	$ (62,642,602)	$ (1,415,265)
Shares issued for cash	26,464,056	26,464	2,723,696		2,750,160
Net loss				(4,865,308)	(4,865,308)
Balance, December 31, 2005	200,000,000	200,000	63,777,497	(67,507,910)	(3,530,413)
Unaudited					
Balance January 1, 2006	200,000,000	200,000	63,777,497	(67,507,910)	(3,530,413)
Net loss				(3,387,449)	(3,387,449)
Balance, September 30, 2006	200,000,000	$ 200,000	$ 63,777,497	$ (70,895,359)	$ (6,917,862)

See notes to condensed consolidated financial statements.

Table of Contents

e-SMART TECHNOLOGIES, INC. & SUBSIDARIES

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

[Unaudited]

	Nine Months Ended September 30, 2006	2005	January 1, 2001 (inception of Operations) to September 30, 2006
Cash flows from Operating Activities -			
Net loss	$ (3,387,449)	$ (3,412,338)	$ (70,895,359)
Adjustments to reconcile net loss to net cash used in operating activities:			
Issuance of common stock and common stock options for services			55,812,844
Depreciation and amortization	17,170	18,246	70,522
Bad debt expense			312,505
Changes in Assets and Liabilities -			
(Increase) decrease in prepaid expenses	(7,747)	(4,253)	(10,439)
(Increase) decrease in officers advances	32,844		(18,830)
(Increase) decrease in deposits			(73,484)
Increase (decrease) in accounts payable	463,832	(65,285)	1,104,029
Increase in accrued expenses	290,118	208,083	832,110
Net Cash Used in Operating Activities	(2,591,232)	(3,255,547)	(12,866,102)
Cash Flows from Investing Activities -			
Acquisition of equipment	(11,728)	(21,455)	(80,471)
Cash used for intangible asset			(128,600)
Repayments (advances) to Biosensor, LLC		11,995	(312,505)
Increase in lease deposit	(4,999)	(4,511)	(4,999)
Net Cash Used in Investing Activities	(16,727)	(13,971)	(526,575)
Cash Flows from Financing Activities -			
Advances from IVI Smart Technologies, Inc., a related party	2,483,118	2,224,088	5,207,840
Proceeds from other borrowings, net		(70,000)	59,927
Proceeds from sale of common shares		1,449,322	8,164,653
Net Cash Provided by Financing Activities	2,483,118	3,603,410	13,432,420
Net Increase (decrease) in Cash	(124,841)	333,892	39,743
Cash at Beginning of Period	164,584	42,857	
Cash at End of Period	$ 39,743	$ 376,749	$ 39,743

See notes to condensed consolidated financial statements.

Table of Contents

e-SMART TECHNOLOGIES, INC. & SUBSIDARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Note 1 Basis of Presentation

The accompanying unaudited consolidated financial statements include the accounts of the Registrant and those of its wholly-owned subsidiaries e-Smart Korea, Inc. and e-Smart Systems, Inc., and have been prepared in accordance with generally accepted accounting principles for interim financial information. 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 (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the nine month and three month periods ended September 30, 2006 and 2005, are not necessarily indicative of the results that may be expected for the respective years ended December 31, 2006 and 2005.

The unaudited condensed consolidated financial statements should be read in conjunction with the audited financial statements and related footnotes included in the Registrant s Annual Report on Form 10-KSB for the fiscal year ended December 31, 2005, as amended April 30, 2007, supplemented by the notes included herein.

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.

Certain prior year amounts disclosed in the accompanying financial statements and notes thereto have been reclassified to conform to the current period s presentation.

Note 2 Letters of Comment

From time to time the Staff of the Securities and Exchange Commission s Division of Corporate Finance may examine the periodic reports of a Registrant for compliance and form (Letter of Comment). In January 2006, the Registrant received a Letter of Comment relating to its Annual Report on Form 10-KSB for the year ended December 31, 2004, its Quarterly Reports on Form 10-QSB for the quarters ending March 31, June 30, and September 30, 2005, and its Form 8-K Reports filed August 4, and November 21, 2005. In February 2006, the Registrant filed a preliminary response to the Letter of Comment and provided a more complete response on July 21, 2006.

Note 3 Related Party Transactions

Pursuant to the Registrant s Planned Reorganization and subject to the filing of an Amendment increasing its authorized common shares, approximately 68% of the Registrant s outstanding common shares are owned by IVI Smart Technologies, Inc., a Delaware corporation (the Licensor), that is the sole owner of the Super Smart Card technology licensed to the Registrant, for a 20-year term for commercialization throughout China, the remainder of Asia exclusive of China, and the United States of America, respectively. In addition, the Licensor has advanced the Registrant at various dates throughout 2006 and 2005 an aggregate of $4,757,840 in 6% term notes and $450,000 in 5% demand notes at September 30, 2006.

Table of Contents

Mary A. Grace, the Registrant s President and Chief Executive Officer, is a director, executive officer and principal stockholder of Licensor. Tamio Saito, the Registrant s chief inventor, is also a principal stockholder of Licensor. The Licensor is in a position to materially influence the direction of the Registrant, its efforts in raising the additional capital critical to its success, and the strategies employed in commercialization of the licensed technology, assuming the Registrant s business plan is ultimately successful.

Note 4 Going Concern

The Registrant s condensed consolidated financial statements have been presented on the basis that it is a going concern, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business.

As shown in the accompanying financial statements, the Registrant had negative working capital at September 30, 2006, of $2,395,884. In addition, the Registrant has incurred an accumulated deficit of $(70,895,359) through September 30, 2006. The Registrant is dependent upon the efforts of its management to raise proceeds from continued debt or equity placements to sustain the research and development and ultimate commercialization of their respective interests in the Super Smart Card technology. The Registrant s ability to continue to receive the necessary level of funding support through the efforts of its management cannot be guaranteed. The condensed consolidated financial statements do not include any adjustments that might be necessary if the Registrant is unable to continue as a going concern.

ITEM 2. MANAGEMENT S PLAN OF OPERATION
Plan of Operation

We continue our efforts to develop the technology and finalize long term financing for the continued development and the manufacture of our product. At this point, our primary source of funds remains private financing and loans from Licensor and we expect that this dependence will continue through 2006 and 2007. Based upon our current and planned 2006 rate of operating commitments, we will require approximately $25,000,000 in additional funding during this period. Management has identified several potential sources of capital, but there can be no assurance that we will be able to successfully obtain all or a portion of the funds required to commence commercial operations.

Over the next twelve months we expect to continue our marketing and research and development efforts and to implement our first system, demonstrating the viability of our Super Smart Card and BVS2 based products and related technologies.

We are constantly acquiring equipment in connection with our research and development activities. Our planned budget over the next twelve months is approximately $5,000,000 for such acquisitions, but could change depending upon our rate of accomplishment in the anticipated sales of one or more systems. Should such sales occur, we will also require an operations and testing center near those customers offices as a condition of contract.

Table of Contents

The Company is continuing to identify appropriate candidates for key management, marketing and technology positions commensurate with our intended growth and expanded operations.

Off-Balance Sheet Arrangements

During the three months ended September 30, 2006, we had no off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on the Company s financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors. The Company is presently negotiating certain proposed relationships, which if accepted by all parties, may contain terms that have off-balance sheet implications; see Note 12 to the Consolidated Financial Statements included in Item 7 of our Form 10-KSB for the year ended December 31, 2005, as amended April 30, 2007.

Forward Looking Statements:

The following discussion contains forward-looking statements regarding the Registrant, its business, prospects and results of operations that are subject to certain risks and uncertainties posed by many factors and events that could cause the Registrant s actual business, prospects and results of operations to differ materially from those that may be anticipated by such forward-looking statements. Factors that may affect such forward-looking statements include the Registrant s ability to successfully exploit its licensed technology, develop new products and new markets for its licensed technology; the impact of competition on the Registrant s proposed operations, changes in law or regulatory requirements that adversely affect or preclude customers from using the Registrant s licensed technology, delays in the Registrant s introduction of new products or services, and failure by the Registrant to keep pace with emerging technologies.

When used in this discussion, words such as believes, anticipates, expects, intends, and similar expressions are intended to identify forward-looking statements, but are not the exclusive means of identifying forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this report. The Registrant undertakes no obligation to revise any forward-looking statements in order to reflect events or circumstances that may subsequently arise. Readers are urged to carefully review and consider the various disclosures made by the Registrant in this report and other reports filed with the Securities and Exchange Commission (SEC) that attempt to advise interested parties of the risks and factors that may affect the Registrant s business.

Discussion and Analysis of the Nine Months Ended September 30, 2006 and 2005

Revenues Since obtaining the license to the Super Smart Card technology in November 2000, the Registrant has been engaged in research and development efforts to enhance and broaden the technology s applications and in exploring the global market for its optimal commercialization. In the opinion of management, the Registrant s Super Smart Card is ready for commercialization. This fact notwithstanding, the Registrant is still in its development stage for accounting purposes as it has not experienced revenues in either of the nine month periods ended September 30, 2006 (9M6) or September 30, 2005 (9M5).

Table of Contents

Cost of Revenues Consistent with the Registrant still being in its development stage, it did not experience cost of revenues in either 9M6 or 9M5.

Operating Expenses Operating expenses were $3,385,449 for 9M6 compared to $3,410,263 for 9M5 resulting in a decrease of $24,814 or 1%. The principal element of this decrease was reduced research and development expenses as we get closer to the commercialization of our technologies.

Loss Before Taxes and Income Taxes As a result of the foregoing, loss before taxes for 9M6 was $(3,385,449) compared to $(3,410,263) for 9M5 upon which the Registrant s tax provision in both periods related solely to minimum franchise taxes.

Net Loss Consistent with the foregoing analysis, the Registrant reported a net loss of $(3,387,449) or $(0.02) per share for 9M6, compared to a net loss of $(3,412,338) or $(0.02) per share for 9M5, based upon weighted average shares outstanding of 200,000,000 and 183,834,970, respectively.

Discussion and Analysis of the Three Months Ended September 30, 2006 and 2005

Revenues Since obtaining the license to the Super Smart Card technology in November 2000, the Registrant has been engaged in research and development efforts to enhance and broaden the technology s applications and in exploring the global market for its optimal commercialization. In the opinion of management, the Registrant s Super Smart Card is ready for commercialization. This fact notwithstanding, the Registrant is still in its development stage for accounting purposes as it has not experienced revenues in either of the three month periods ended September 30, 2006 (3Q6) or September 30, 2005 (3Q5).

Cost of Revenues Consistent with the Registrant still being in its development stage, it did not experience cost of revenues in either 3Q6 or 3Q5.

Operating Expenses Operating expenses were $1,258,406 for 3Q6 compared to $1,282,670 for 3Q5 resulting in a decrease of $24,264 or 2%. The principal components of this decrease were reduced research and development expenses as we get closer to the commercialization of our technologies.

Loss Before Taxes and Income Taxes As a result of the foregoing, loss before taxes for 3Q6 was $(1,258,406) compared to $(1,282,670) for 3Q5 upon which the Registrant s tax provision in both periods related solely to minimum franchise taxes.

Net Loss Consistent with the foregoing analysis, the Registrant reported a net loss of $(1,258,906) or $(0.01) per share for 3Q6, compared to a net loss of $(1,284,095) or $(0.01) per share for 3Q5, based upon weighted average shares outstanding of 200,000,000 and 190,614,554, respectively.

Liquidity and Capital Resources The Registrant has limited working capital and is dependent upon the efforts of its management in raising proceeds derived from private securities offerings for funds for the continuation of its proposed smart card business. Currently, the Registrant does not have any existing credit facilities or similar bank borrowing arrangements. The Registrant will need

Table of Contents

to obtain additional financing in order to carry out its entire business plan. There can be no assurance that any additional financing will be available to the Registrant on acceptable terms, if at all. If the Registrant raises additional funds by issuing additional equity securities, further dilution to existing equity holders will result. If adequate additional funds are not available, the Registrant may be required to curtail significantly its long term business objectives and the Registrant still may not be able to transition out of the development stage, notwithstanding that the BVS2 systems and Super Smart Card and other smart card system technologies are ready for commercialization.

At September 30, 2006, the Registrant had current assets of $50,182 (including cash of $39,743, current liabilities of $2,446,066, and an accumulated deficit of $(70,895,359). The Registrant periodically evaluates its liquidity requirements, capital needs and availability of capital resources in view of its plans for commercialization of its technology, and other operating cash needs. In the opinion of Registrant s management, the Registrant is entirely dependent upon a material infusion of capital from the sale of securities to its accredited investors during the next several months in order to sustain its current developmental efforts, commence commercial operations, and ultimately transition out of the development stage.

ITEM 3. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

As of September 30, 2006, the Company s CEO and CFO carried out an evaluation of the effectiveness of the Company s disclosure controls and procedures (as defined in the Securities Exchange Act of 1934 Rules 13a-15(e) or 15d-15(e)). Based upon this evaluation, the CEO and CFO concluded that as of September 30 2006, the Company s disclosure controls and procedures are effective to provide reasonable assurance that information required to be disclosed by the Company is recorded, processed and summarized and to ensure that information required to be disclosed is accumulated and communicated to management as appropriate to allow timely decisions regarding required disclosures.

While concluding that the Company s controls and procedures are effective to ensure that information is accumulated and communicated to management to allow timely decisions regarding disclosures, the CEO and CFO also acknowledges that the Company has not has not filed all reports within the time periods specified by the Commission. The CEO and CFO concluded that the issues regarding the timing of our reporting related not to the accumulation, dissemination or accuracy of the reported data but to issues associated with allocation and availability of resources, both financial and staff. The Company has therefore taken additional steps to retain additional administrative and financial staff, and is seeking to ensure the availability of the funds necessary for timely submission of all periodic filings.

Changes in Internal Controls

The Registrant made no significant changes in its internal controls or in other factors that could significantly affect these controls subsequent to the date of the evaluation of those controls by the CEO and CFO.

Table of Contents

PART II - OTHER INFORMATION

ITEM 5. OTHER MATTERS

During July 2006, a majority of the Registrant s shareholders consented to 1) amendment of the Company s Articles of Incorporation to increase the number of shares of Common Stock, $.001 par value per share, the Corporation is authorized to issue from 200,000,000 to 500,000,000, and 2) the reappointment of Mary A. Grace, Elliot Cole, and Tom Volpe to the Board of Directors and the election of Charles R. Black and Gary Messina to fill the two board appointments which expired in July 2006.

During July and August the Company took steps to initiate its plan to reorganize e-Smart in order to transition from an R&D company to a company implementing its contracts, and delivering product (the Plan). Pursuant to that Plan, the Company will not perform a research and development function, employs no technical or research personnel, and no longer employs or retains Tamio Saito, Big Bang Technology or any other R&D personnel. All research and development is to be conducted by IVI Smart Technologies, Inc. the owner of the Company s patents and majority owner of the Company s shares. The Company entered into agreements with a Chief Operating Officer who will be in charge of the Plan, and a Chief Enterprise Architect, who will be in charge of the installation and operation of the company s system and payment gateway and other related oversight. The names of these individuals and those on their respective teams, and others in new divisions will be announced.

On or about September 11, 2006, the Company filed a civil action in the Northern District of California against former consultants including Wayne Drizin for misappropriation of property of the Company. That action is continuing.

Also In September the Company filed new patents related to its latest next generation and new technology, and is in the process of filing additional patents on the new technology that will be introduced soon.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

Exhibits:

31.1 - Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

31.2 - Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

32.1 - Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

Reports on Form 8-K: None.

Table of Contents

SIGNATURES

In accordance with Section 13 or 15(d) of the Exchange Act, the Registrant has caused this amended report to be signed on its behalf by the undersigned, thereunto duly authorized.

e-Smart Technologies, Inc.

By: /s/ Mary A. Grace
Chief Executive Officer, and Director

By: /s/ Mary A. Grace
Chief Financial Officer
Dated: November 20, 2007

Table of Contents

Exhibit Index

Exhibit No.		Description
31.1	-	Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	-	Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	-	Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002