

Edgar Filing: American Home Food Products, Inc. - Form 10QSB

American Home Food Products, Inc.
Form 10QSB
January 19, 2007

FORM 10-QSB

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

- ☒ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE QUARTERLY PERIOD ENDED NOVEMBER 30, 2006
- or
- ☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE TRANSITION PERIOD FROM ____ TO ____.

AMERICAN HOME FOOD PRODUCTS INC.

(Formerly Novex Systems International Inc.)
(Exact name of registrant as specified in its charter)

New York

0-26112

41-1759882

State of Jurisdiction)

(Commission
File Number)

(IRS Employer
Identification No.)

42 Forest Lane

Bronxville, New York

10708

(Address of Principal Executive offices)

(Zip Code)

Registrant's telephone number, including area code 914-337-0231

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to filing requirements for the past 90 days. Yes ☒ No ☐.

The Company had 3,951,455 shares of its \$.001 par value common stock and no shares of its \$.001 par value preferred stock issued and outstanding on November 30, 2006.

DOCUMENTS INCORPORATED BY REFERENCE

Location in Form 10-Q

Incorporated Document

None

AMERICAN HOME FOOD PRODUCTS, INC.

Index

	<u>Page No.</u>
<u>Part I</u>	
<u>Financial Information</u>	
<u>Item 1.</u>	
<u>Financial Statements (Unaudited)</u>	
<u>Balance Sheet as of November 30, 2006</u>	F-1
<u>Statements of Operations for the six months ended November 30, 2006 and November 30, 2005</u>	F-2
<u>Statements of Cash Flows for the six months ended November 30, 2006 and November 30, 2005</u>	F-3
<u>Notes to Financial Statements</u>	F-4
<u>Item 2.</u>	
<u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	1
<u>Item 3.</u>	
<u>Controls and Procedures</u>	3
<u>Part II</u>	
<u>Other Information</u>	
<u>Item 1.</u>	
<u>Legal Proceedings</u>	3
<u>Item 2.</u>	
<u>Unregistered Sales of Equity Securities and Use of Proceeds</u>	4
<u>Item 3.</u>	
<u>Defaults Upon Senior Securities</u>	4
<u>Item 4.</u>	
<u>Submission of Matters to a Vote of Security Holders</u>	4
<u>Item 5.</u>	
<u>Other Information</u>	4
<u>Item 6.</u>	
<u>Exhibits and Reports on Form 8-K</u>	4

PART I

	<u>Page No.</u>
Item 1. Financial Information (Unaudited)	
Balance Sheet as of November 30, 2006	F-1
Statements of Operations for the six months ended November 30, 2006 and November 30, 2005	F-2
Statements of Cash Flows for the six months ended November 30, 2006 and November 30, 2005	F-3
Notes to Financial Statements	F-4

AMERICAN HOME FOOD PRODUCTS, INC.
BALANCE SHEET
November 30, 2006

ASSETS

CURRENT ASSETS:

Cash	\$	
Royalty/Licensee receivable		25,190

Total Current Assets		25,190
----------------------	--	--------

INTANGIBLES - at cost, net		414,903
----------------------------	--	---------

	\$	440,093
--	----	---------

LIABILITIES AND SHAREHOLDERS' DEFICIENCY

CURRENT LIABILITIES:

Current portion of long term debt	\$	1,665,507
Accounts payable		458,459
Loans payable - shareholder		222,191
Accrued expenses and other current liabilities		780,663
Accrued payroll taxes		514,936

Total Current Liabilities		3,641,757
---------------------------	--	-----------

COMMITMENTS AND CONTINGENCY

SHAREHOLDERS' DEFICIENCY:

Preferred stock - \$0.001 par value, 10,000,000 shares authorized, 0 shares issued and outstanding		
Common stock - \$0.001 par value, 40,000,000 shares authorized 3,951,455 shares issued and outstanding		3,951
Additional paid-in capital		8,128,194
Accumulated deficit		(11,333,809)

Total shareholders' deficiency		(3,201,664)
--------------------------------	--	-------------

	\$	440,093
--	----	---------

See notes to financial statements.

AMERICAN HOME FOOD PRODUCTS, INC.
STATEMENTS OF OPERATIONS

	Three Months Ended November 30,		Six Months Ended November 30,	
	2006	2005	2006	2005
	Unaudited	Unaudited	Unaudited	Unaudited
ROYALTY REVENUE	72,172	49,649	133,964	102,469
GROSS PROFIT	72,172	49,649	133,964	102,469
SELLING, GENERAL AND ADMINISTRATIVE	92,162	93,382	183,985	182,294
LOSS FROM OPERATIONS	(19,990)	(43,733)	(50,021)	(79,825)
OTHER INCOME (EXPENSES):				
Interest income (expense)	(48,586)	(43,404)	(89,139)	(79,134)
OTHER EXPENSES, net	(48,586)	(43,404)	(89,139)	(79,134)
NET LOSS BEFORE INCOME TAXES	(68,576)	(87,137)	(139,160)	(158,959)
Income taxes	0	0	0	0
NET LOSS	(68,576)	(87,137)	(139,160)	(158,959)
LOSS PER COMMON SHARE, basic and diluted	\$ (0.02)	\$ (0.02)	\$ (0.04)	\$ (0.04)
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING, basic and diluted	3,903,955	3,606,455	3,842,884	3,606,455

See notes to financial statements.

AMERICAN HOME FOOD PRODUCTS, INC.
STATEMENTS OF CASH FLOWS

	Six Months ended November 30,	
	2006	2005
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	\$ (139,160)	\$ (158,959)
Adjustments to reconcile net loss to net cash used in operating activities:		
Amortization of intangibles	25,256	25,256
Common stock issued	20,900	
Changes in assets and liabilities		
Royalty/Licensee receivable	(7,738)	(18,926)
Accounts payable	(6,917)	(6,940)
Accrued expenses and other current liabilities	65,289	82,024
Accrued payroll taxes	30,370	30,860
NET CASH USED IN OPERATING ACTIVITIES	(12,000)	(46,685)
CASH FLOWS FROM INVESTING ACTIVITIES:		
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from loans payable - shareholders	11,000	15,000
Proceeds from debt financing	1,000	31,685
NET CASH PROVIDED BY FINANCING ACTIVITIES	12,000	46,685
NET INCREASE (DECREASE) IN CASH		
CASH AT BEGINNING OF YEAR		
CASH AT END OF YEAR	\$	\$
SUPPLEMENTAL CASH FLOW INFORMATION:		
Cash paid during the period for:		
Interest	\$ 15,000	\$
Income taxes	\$	\$

See notes to financial statements.

AMERICAN HOME FOOD PRODUCTS, INC.
NOTES TO FINANCIAL STATEMENTS
SIX MONTHS ENDED NOVEMBER 30, 2006
(UNAUDITED)

1. BASIS OF PRESENTATION

The accompanying unaudited condensed financial statements of American Home Food Products, Inc. (the Company) have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-QSB and Regulation S-B. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments considered necessary for a fair presentation (consisting of normal recurring accruals) have been included. The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Operating results expected for the six months ended November 30, 2006 are not necessarily indicative of the results that may be expected for the year ending May 31, 2007. For further information, refer to the financial statements and footnotes thereto included in the Company's Annual Report on Form 10-KSB for the year ended May 31, 2006. Per share data for the periods are based upon the weighted average number of shares of common stock outstanding during such periods, plus net additional shares issued upon exercise of options and warrants.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

a. GOING CONCERN

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. The Company has suffered from recurring losses from operations, and has a negative working capital and shareholder deficiency as of November 30, 2006. The Company is also in arrears with paying payroll taxes and in default with certain of its debt holders. These factors raise substantial doubt as to the Company's ability to continue as a going concern. Management expects to incur additional losses in the foreseeable future and recognizes the need to raise capital to achieve their business plans. The financial statements do not include any adjustments that might be necessary should the Company be unable to continue as a going concern.

b. STOCK-BASED COMPENSATION

The Company accounts for its stock-based compensation plans under Accounting Principles Board Opinion 25, (APB25) Accounting for Stock Issued to Employees and the related interpretation, for which no compensation cost is recorded in the statement of operations for the estimated fair value of stock options issued with an exercise price equal to the fair value

of the common stock on the date of grant. Statement of Financial Accounting Standards No. 123 (SFAS 123) Accounting for Stock-Based Compensation, as amended by Statement of Financial Accounting Standards No. 148 (SFAS 148) Accounting for Stock-Based Compensation Transition and Disclosure, requires the companies, which do not elect to account for stock-based compensation as prescribed by this statement, to disclose the pro-forma effects on earnings and earnings per share as if SFAS 123 has been adopted. No options or warrants have been granted to employees, officers and directors during fiscal year ended 2006 and through November 30, 2006.

c. FAIR VALUE OF FINANCIAL INSTRUMENTS

The carrying value of cash and cash equivalents, accounts receivable, other receivables, due to factor, accounts payable and accrued expenses approximate their fair values based on the short-term maturity of these instruments. The carrying amounts of long-term debt were also estimated to approximate fair value.

d. LOSS PER SHARE

Basic net loss per common share is computed by dividing net loss by the weighted average number of shares of common stock outstanding. For the periods ended November 30, 2006 and 2005, diluted loss per share is the same as basic loss per share since the inclusion of stock operations and warrants would be antidilutive.

e. USE OF ESTIMATES

The preparation of financials 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 revenues and expenses during the reporting period. Actual results could differ from those estimates.

f. FASB 155 Accounting for Certain Hybrid Financial Instruments

In February 2006, the FASB issued FASB Statement No. 155, which is an amendment of FASB Statements No. 133 and 140. This Statement; a) permits fair value re-measurement for any hybrid financial instrument that contains an embedded derivative that otherwise would require bifurcation, b) clarifies which interest-only strip and principal-only strip are not subject to the requirements of Statement 133, c) establishes a requirement to evaluate interests in securitized financial assets to identify interests that are freestanding derivatives or that are hybrid financial instruments that contain an embedded derivative requiring bifurcation, d) clarifies that concentrations of credit risk in the form of subordination are not embedded derivatives, e) amends Statement 140 to eliminate the prohibition on a qualifying special-purpose entity from holding a derivative financial instrument that pertains to a beneficial interest other than another derivative financial instrument. This Statement is effective for financial statements for fiscal years beginning after September 15, 2006. Earlier adoption of this Statement is permitted as of

the beginning of an entity's fiscal year, provided the entity has not yet issued any financial statements for that fiscal year. Management believes this Statement will have no impact on the financial statements of the Company once adopted.

FASB 156 - Accounting for Servicing of Financial Assets

In March 2006, the FASB issued FASB Statement No. 156, which amends FASB Statement No. 140. This Statement establishes, among other things, the accounting for all separately recognized servicing assets and servicing liabilities. This Statement amends Statement 140 to require that all separately recognized servicing assets and servicing liabilities be initially measured at fair value, if practicable. This Statement permits, but does not require, the subsequent measurement of separately recognized servicing assets and servicing liabilities at fair value. An entity that uses derivative instruments to mitigate the risks inherent in servicing assets and servicing liabilities is required to account for those derivative instruments at fair value. Under this Statement, an entity can elect subsequent fair value measurement to account for its separately recognized servicing assets and servicing liabilities. By electing that option, an entity may simplify its accounting because this Statement permits income statement recognition of the potential offsetting changes in fair value of those servicing assets and servicing liabilities and derivative instruments in the same accounting period. This Statement is effective for financial statements for fiscal years beginning after September 15, 2006. Earlier adoption of this Statement is permitted as of the beginning of an entity's fiscal year, provided the entity has not yet issued any financial statements for that fiscal year. Management believes this Statement will have no impact on the financial statements of the Company once adopted.

FASB 157 - Fair Value Measurements

In September 2006, the FASB issued FASB Statement No. 157. This Statement defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles (GAAP), and expands disclosures about fair value measurements. This Statement applies under other accounting pronouncements that require or permit fair value measurements, the Board having previously concluded in those accounting pronouncements that fair value is a relevant measurement attribute. Accordingly, this Statement does not require any new fair value measurements. However, for some entities, the application of this Statement will change current practices. This Statement is effective for financial statements for fiscal years beginning after November 15, 2007. Earlier application is permitted provided that the reporting entity has not yet issued financial statements for that fiscal year. Management believes this Statement will have no impact on the financial statements of the Company once adopted.

3. STOCK ISSUED

In September 2006, the Company issued 40,000 shares of common stock to a creditor in exchange for an extension of an earlier settlement agreement (See Note 4-Subsequent Event). The Company

recorded an interest expense of \$4,400 in connection with these shares. In September 2006, a private investor made an equity investment of \$16,500 for which he received 150,000 shares of the Company's common stock. The proceeds were used for working capital.

4. SUBSEQUENT EVENT

In January 2006, the Company and a judgment creditor reached an agreement whereby the creditor agreed to refrain from enforcing its judgment in exchange for a monthly payment of interest on the creditor's original loan to the Company and the Company's commitment to pay the judgment upon the earlier of the recapitalization of the Company or September 30, 2006. In September 2006, the judgment creditor agreed to extend the agreement to December 31, 2006 at which time the creditor agreed to a further extension of the agreement to March 31, 2007. In exchange for the first extension, the Company agreed to increase the monthly interest payment and to issue 40,000 shares of common stock to the creditor. In exchange for the second extension, the Company agreed to issue 60,000 shares of common stock to the creditor.

F-7

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis should be read in conjunction with the information contained in the Financial Statements and the Notes to the financial statements appearing elsewhere in this Form 10-QSB. The Financial Statements for the six month period ending November 30, 2006, included in this Form 10-QSB are unaudited; however, this information reflects all adjustments (consisting solely of normal recurring adjustments), which are, in the opinion of management, necessary to present a fair statement of the results for the interim period.

Results of Operations

Six months ending November 30, 2006 vs. November 30, 2005

In the six month period ended November 30, 2006, the Company had net sales of \$133,964 versus \$102,469 in the corresponding six month period in 2005. In both periods the Company generated a gross margin of 100% which is attributable to the Company's conversion of its business from a manufacturing company into a licensing company. Since February 2003, the Company has maintained an exclusive licensing agreement with CGM, Inc., whereby CGM fulfills all orders for products sold under the trade names that the Company continues to own and thereafter pays the Company a cash royalty on sales (Licensing Agreement). All royalty payments are based on actual sales in the previous month and are paid on a monthly basis.

In this six month period, the Company recorded a loss from operations of \$50,021 and a net loss to common shareholders of \$139,160. In the six month period, the Company incurred financing charges of \$89,139. Until the Company can either refinance its outstanding debt, or merge with another company which will include a refinancing of the debt, it will continue to accrue inordinate debt charges. The Company incurred selling, general and administrative costs of \$183,985, which included \$25,256 of amortization charges.

On November 30, 2006, the Company had \$25,190 in current assets, which represented the royalty receivable. The Company has intangible assets of \$414,903, which represents the book value of its trademarks, trade names and customer list, which collectively are the assets that generate the royalty income that the Company earns.

Three months ending November 30, 2006 vs. November 30, 2005

In the three month period ended November 30, 2006, the Company had net sales of \$72,172 versus \$49,649 in the corresponding three month period in 2005. The net loss of \$68,576 includes \$12,628 of amortization charges and \$48,586 in interest charges.

Liquidity and Financial Resources at November 30, 2006

As of November 30, 2006, the Company had \$3,641,757 in current liabilities, which includes loans (including interest) that are now due totaling \$2,668,361 which were used to fund the Company's operations. These loans are principally to shareholders of the Company. It had accounts payable of \$458,459 and accrued taxes of \$514,936.

Of the principal loans outstanding, \$1,120,958 is held by one person that has properly perfected security interest against the Company's remaining assets, being all its intangible property.

The Company is planning to increase its royalty revenue and use excess cash proceeds to pay down its debt while it continues to pursue a new business that could be merged with the Company. With any merger the Company will seek to refinance its debt by either paying off all debt in cash or an offer of cash and stock. Although the Company is required to carry its intangible property at a net value of \$414,903, it believes that the fair market value for these assets is much higher. As such, the Company believes that a refinancing that would enable creditors to receive cash and some additional equity in the company will eliminate all debts.

Until such time as the Company shall merge with another entity, its current cash flow is sufficient to meet its fixed monthly expenses.

Inflation and Changing Prices

The Company no longer manufactures its products and is no longer subject to risks associated with inflation or substantial price increase in the near future.

Critical Accounting Policies

The discussion and analysis of our financial condition and results of operations are based upon our financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amount of assets and liabilities, revenues and expenses, and related disclosure on contingent assets and liabilities at the date of our financial statements. Actual results may differ from these estimates under different assumptions and conditions.

Critical accounting policies are defined as those that are reflective of significant judgments and uncertainties, and potentially result in materially different results under different assumptions and conditions. We believe that our critical accounting policies are limited to those described below. For a detailed discussion on the application of these and other accounting policies see our note 2 to our financial statements.

Long-Lived Assets (including Tangible and Intangible Assets)

We acquired businesses in recent years, which resulted in tangible assets being recorded. The determination of the value of such intangible assets requires management to make estimates and assumptions that affect our consolidated financial statements. We assess potential impairment to the intangible and tangible assets on a quarterly basis or when evidence that events or changes in circumstances indicate that the carrying amount of an asset may not be recovered. Our judgments regarding the existence of impairment indicators, if any, and future cash flows related to these assets are based on operational performance of our business, market conditions and other factors.

Accounting for Income Taxes

As part of the process of preparing our financial statements we are required to estimate our income taxes. Management judgment is required in determining our provision of our deferred tax asset. We recorded a valuation for the full deferred tax asset from our net operating losses carried forward due to the Company not demonstrating any consistent profitable operations. In the event that the actual results differ from these estimates or we adjust these estimates in future periods we may need to adjust such valuation recorded.

Going Concern

The financial statements of the Company have been prepared assuming that the Company will continue as a going concern. The Company has had negative working capital for each of the last two years ended May 31, 2006 and 2005, however the Company currently has little if any mandatory expenses associated with its operating business and, therefore, can continue to operate, while it seeks new acquisition candidates that will enable the Company to complete its recapitalization plan. Notwithstanding these future plans, which the Company can provide no assurances that they will happen, the current level of liabilities that accumulate through monthly accruals raise substantial doubt about the Company's ability to continue as a going concern. The financial statements of the Company do not include any adjustments that might be necessary should the Company be unable to continue as a going concern.

Item 3. Controls and Procedures

Our principal executive officer and principal financial officer, who is the sole officer and employee, evaluated the effectiveness of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended) as of the end of the period covered by this report. Based on this evaluation, the principal executive officer and principal financial officer have concluded that the controls and procedures are effective in providing reasonable assurance that the information required to be disclosed in this report has been recorded, processed, summarized and reported as of the end of the period covered by this report.

During the period covered by this report, there have not been any significant changes in our internal controls or, to our knowledge, in other factors that could significantly affect our internal controls.

Part II Other Information

Item 1. Legal Proceedings

The former shareholders of the Sta-Dri company filed a lawsuit for unpaid royalty payments and received a judgment in the amount of \$95,000.

Other trade creditors have commenced lawsuits against the Company to secure payment on unsecured claims, however none of these judgment can be satisfied against the Company assets due to there being a properly perfected security interest in place with a financial creditor that is willing

to work with the company.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

In September 2006, the Company issued 40,000 shares of common stock to a creditor in exchange for an extension of an earlier settlement agreement (See Notes to Financials, Note 4-Subsequent Event). The Company recorded an interest expense of \$4,400 in connection with these shares. In September 2006, a private investor made an equity investment of \$16,500 for which he received 150,000 shares of the Company's common stock. The proceeds were used for working capital.

Item 3. Defaults Upon Senior Securities. None.

Item 4. Submission of Matters to a Vote of Security Holders. None.

Item 5. Other Information.

In January 2006, the Company and a judgment creditor reached an agreement whereby the creditor agreed to refrain from enforcing its judgment in exchange for a monthly payment of interest on the creditor's original loan to the Company and the Company's commitment to pay the judgment upon the earlier of the recapitalization of the Company or September 30, 2006. In September 2006, the judgment creditor agreed to extend the agreement to December 31, 2006. In exchange for the extension, the Company agreed to increase the monthly interest payment and to issue 40,000 shares of common stock to the creditor. In December 2006, the creditor agreed to a further extension of the settlement agreement to March 31, 2007, in exchange for which the Company agreed to issue to the creditor 60,000 shares of common stock.

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

On December 11, 2006, the Company filed with the Securities and Exchange Commission a Form 8-K announcing that it had entered into a non-binding Letter of Intent to acquire 100% of the ownership interests in a privately-held specialty food company.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities and Exchange Act of 1934, American Home Food Products, Inc. has duly caused this report to be signed on its behalf by the undersigned person who is duly authorized to sign on behalf of the Company as its principal executive officer and principal financial officer.

AMERICAN HOME FOOD PRODUCTS, INC.

By: /ss/ Daniel W. Dowe

Daniel W. Dowe

Chief Executive Officer and Chief Financial Officer

Date: January 17, 2007