

FINDEX COM INC  
Form 10-Q  
May 19, 2014

---

---

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

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT  
OF 1934

For the quarterly period ended March 31, 2014

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT  
OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_.

Commission file number: 0-29963

FINDEX.COM, INC.

(Exact name of registrant as specified in its charter)

Nevada 88-0379462  
(State or (I.R.S.  
other Employer  
jurisdiction of  
incorporation Identification  
or No.)  
organization)

18151 68022  
Lafayette  
Avenue,  
Elkhorn,  
Nebraska  
(Address of (Zip Code)  
principal)

Edgar Filing: FINDEX COM INC - Form 10-Q

executive  
offices)

(402) 333-1900

\_\_\_\_\_  
(Registrant's telephone number, including area code)

N/A

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the 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  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting

company

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

**APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY  
PROCEEDINGS DURING THE PRECEDING FIVE YEARS:**

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

**APPLICABLE ONLY TO CORPORATE ISSUERS**

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date:

At May 19, 2014 the registrant had outstanding 109,635,060 shares of common stock, of which there is only a single class.

\_\_\_\_\_  
FINDEX.COM, INC.

QUARTERLY REPORT ON FORM 10-Q  
FOR FISCAL QUARTER ENDED MARCH 31, 2014

- INDEX -

|   | Page |
|---|------|
| <u>PART I - FINANCIAL INFORMATION:</u>  |      |
| <u>Item 1. Financial Statements:</u>  | F-1  |
| <u>Balance Sheets – March 31, 2014 (unaudited) and December 31, 2013</u>  | F-1  |
| <u>Statements of Operations (unaudited) for the three months ending March 31, 2014 and for the three months ending March 31, 2013</u> | F-2  |
| <u>Statements of Cash Flows (unaudited) for the three months ending March 31, 2014 and for the three months ending March 31, 2013</u> | F-3  |
| <u>Notes to Unaudited Financial Statements</u>  | F-4  |
| <u>Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations</u>                                  | 1    |
| <u>Item 3. Quantitative and Qualitative Disclosures About Market Risk</u>   | 6    |
| <u>Item 4T. Controls and Procedures</u>   | 6    |
| <u>PART II - OTHER INFORMATION:</u>   | 7    |
| <u>Item 1. Legal Proceedings</u>  | 7    |
| <u>Item 1A. Risk Factors</u>  | 7    |
| <u>Item 2. Unregistered Sales of Equity Securities and Use of Proceeds</u>  | 7    |
| <u>Item 3. Defaults Upon Senior Securities</u>  | 7    |
| <u>Item 4. (Removed and Reserved)</u>   | 7    |
| <u>Item 5. Other Information</u>  | 7    |
| <u>Item 6. Exhibits</u>   | 7    |
| <u>Signatures</u>   | 10   |

## PART I – FINANCIAL INFORMATION

## ITEM 1. FINANCIAL STATEMENTS.

| Findex.com, Inc.   |                               |                                |
|--|-------------------------------|--------------------------------|
| CONDENSED CONSOLIDATED BALANCE SHEETS  |                               |                                |
|  | March 31, 2014<br>(Unaudited) | December 31, 2013<br>(Audited) |
| Assets   |                               |                                |
| Current assets:  |                               |                                |
| Cash and cash equivalents  | \$ 1,229                      | \$ 125                         |
| Accounts receivable, trade, net  | 670                           | 201                            |
| Inventories, net   | 474                           | 493                            |
| Other current assets   | 3,222                         | 742                            |
| Total current assets   | 5,595                         | 1,561                          |
| Property and equipment, net  | 18                            | 45                             |
| Intangible assets, net   | 6,511                         | 9,900                          |
| Total assets   | \$ 12,124                     | \$ 11,506                      |
| Liabilities and stockholders' equity (deficit)   |                               |                                |
| Current liabilities:   |                               |                                |
| Current portion of term debt   | \$ 38,783                     | \$ 28,783                      |
| Accounts payable, trade  | 149,584                       | 148,160                        |
| Accounts payable, related party  | 93,687                        | 52,879                         |
| Accrued royalties  | 50,960                        | 50,804                         |
| Accrued payroll  | 145,546                       | 122,560                        |
| Other current liabilities  | 55,476                        | 48,497                         |
| Other current liabilities from discontinued operations   | 114,368                       | 114,368                        |
| Total current liabilities  | 648,404                       | 566,051                        |
| Long-term debt, net  | ---                           | ---                            |
| Deferred income taxes, net   | ---                           | ---                            |
| Commitments and contingencies (Note 7)   |                               |                                |
| Stockholders' equity (deficit):  |                               |                                |
| Preferred stock, \$.001 par value<br>5,000,000 shares authorized<br>-0- and -0- shares issued and outstanding, respectively                    |                               |                                |
| Common stock, \$.001 par value<br>120,000,000 shares authorized,<br>103,635,060 and 103,635,060 shares issued and<br>outstanding, respectively | 103,635                       | 103,635                        |
| Paid-in capital  | 8,217,335                     | 8,217,335                      |
| Retained (deficit)   | (8,957,250 )                  | (8,875,515 )                   |
| Total stockholders' equity (deficit)   | (636,280 )                    | (554,545 )                     |
| Total liabilities and stockholders' equity (deficit)   | \$ 12,124                     | \$ 11,506                      |

See accompanying notes.

F-1

---

Table of Contents

| Findex.com, Inc.  |              |                    |              |
|---|--------------|--------------------|--------------|
| CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS                                     |              |                    |              |
| (Unaudited)   |              |                    |              |
|   |              | Three Months Ended |              |
|   |              | March 31,          |              |
|   | 2014         |                    | 2013         |
| Revenues, net of reserves and allowances  | \$ 2,770     |                    | \$ 5,012     |
| Cost of sales   | 124          |                    | 29           |
| Gross profit  | 2,646        |                    | 4,983        |
| Operating expenses:   |              |                    |              |
| Sales and marketing   | 100          |                    | 3,461        |
| General and administrative  | 81,506       |                    | 75,977       |
| Impairment expense  | ---          |                    | 17,150       |
| Total operating expenses  | 81,606       |                    | 96,588       |
| Loss from operations  | (78,960 )    |                    | (91,605 )    |
| Other income (expenses), net  | (2,775 )     |                    | (1,122 )     |
| Loss from continuing operations before income taxes                                 | (81,735 )    |                    | (92,727 )    |
| Income tax benefit  | ---          |                    | ---          |
| Loss from continuing operations   | \$ (81,735 ) |                    | \$ (92,727 ) |
| Discontinued operations (Note 10):  |              |                    |              |
| Income (loss) from operations of discontinued component                             | ---          |                    | ---          |
| Income tax (provision)  | ---          |                    | ---          |
| Income (loss) from discontinued operations, net of taxes                            | ---          |                    | ---          |
| Net loss  | \$ (81,735 ) |                    | \$ (92,727 ) |
| Net earnings (loss) per share - Basic & Diluted:                                    |              |                    |              |
| Net loss per share from continuing operations                                       | \$ 0.00      |                    | \$ 0.00      |
| Net loss per share from discontinued operations                                     | \$ 0.00      |                    | \$ 0.00      |
| Net loss per share  | \$ 0.00      |                    | \$ 0.00      |
| Weighted average shares outstanding:  |              |                    |              |
| Weighted average shares used in computing basic and diluted income (loss) per share | 103,635,060  |                    | 103,635,060  |

See accompanying notes.

Table of Contents

| Findex.com, Inc.  |              |              |
|---|--------------|--------------|
| CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS   |              |              |
| (Unaudited)   |              |              |
| Three Months Ended March 31,  | 2014         | 2013         |
| Cash flows from operating activities:   |              |              |
| Cash received from customers  | \$ 2,301     | \$ 7,871     |
| Cash paid to suppliers and employees  | (9,403 )     | (16,070 )    |
| Other operating activities, net   | (1,794 )     | (306 )       |
| Net cash (used) by operating activities   | (8,896 )     | (8,505 )     |
| Cash flows from investing activities:   |              |              |
| Other investing activities, net   | ---          | ---          |
| Net cash provided by investing activities   | ---          | ---          |
| Cash flows from financing activities:   |              |              |
| Proceeds from note payable, net   | 10,000       | ---          |
| Net cash provided by financing activities   | 10,000       | ---          |
| Net increase (decrease) in cash and cash equivalents  | 1,104        | (8,505 )     |
| Cash and cash equivalents, beginning of period  | 125          | 8,751        |
| Cash and cash equivalents, end of period  | \$ 1,229     | \$ 246       |
| Reconciliation of net loss to cash flows from continuing and discontinued operating activities: |              |              |
| Net loss  | \$ (81,735 ) | \$ (92,727 ) |
| Adjustments to reconcile net loss to net cash used by operating activities:                     |              |              |
| Depreciation & amortization   | 3,416        | 4,757        |
| Loss on impairment expense  | ---          | 17,150       |
| Change in assets and liabilities:   |              |              |
| (Increase) decrease in accounts receivable  | (469 )       | 2,859        |
| Decrease in inventories   | 19           | 8            |
| (Increase) in other current assets  | (2,480 )     | (1,176 )     |
| Increase in accrued royalties   | 156          | 41           |
| Increase in accounts payable  | 42,233       | 30,515       |
| Increase in other liabilities   | 29,964       | 30,068       |
| Net cash (used) provided by operating activities  | \$ (8,896 )  | \$ (8,505 )  |

See accompanying notes.

Table of Contents

Findex.com, Inc.  
Notes to Condensed Consolidated Financial Statements  
March 31, 2014  
(Unaudited)

NOTE 1 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

BASIS OF PRESENTATION

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with Generally Accepted Accounting Principles for interim financial information and with the instructions to Form 10-Q and Article 8 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by Generally Accepted Accounting Principles for complete financial statements. The accompanying unaudited condensed consolidated financial statements reflect all adjustments that, in the opinion of management, are considered necessary for a fair presentation of the financial position, results of operations, and cash flows for the periods presented. The results of operations for such periods are not necessarily indicative of the results expected for the full year or for any future period. The December 31, 2013 condensed consolidated balance sheet data was derived from our audited financial statements at that date. The accompanying financial statements should be read in conjunction with the audited consolidated financial statements of Findex.com, Inc. included in our Form 10-K for the year ended December 31, 2013.

RECLASSIFICATIONS

Certain accounts in our 2013 financial statements have been reclassified for comparative purposes to conform with the presentation in our 2014 financial statements.

DISCONTINUED OPERATIONS

On May 5, 2011, we entered into a Software Product Line Purchase Agreement with WORDsearch Corp., L.L.C. In accordance with the Software Product Line Purchase Agreement, WORDsearch agreed to acquire from us all of the assets associated with the QuickVerse® product line which centered around our industry-leading Bible-study software program. The specific assets conveyed include, among others, the underlying software source code, registered trade names, and existing product inventories. As a result, we have classified this asset as well as all revenues and expenses directly related to the QuickVerse® product line as discontinued operations. See Note 10.

INTANGIBLE ASSETS

In accordance with Financial Accounting Standards Board Accounting Standards Codification (“ASC”) 350-30, General Intangibles Other Than Goodwill, intangible assets with an indefinite useful life are not amortized. Intangible assets with a finite useful life are amortized on the straight-line method over the estimated useful lives, generally three to ten years. All intangible assets are tested for impairment annually during the fourth quarter.

SOFTWARE DEVELOPMENT COSTS

In accordance with ASC 985-20-25, Costs of Software to Be Sold, Leased, or Marketed, software development costs are expensed as incurred until technological feasibility and marketability has been established, generally with release of a beta version for customer testing. Once the point of technological feasibility and marketability is reached, direct production costs (including labor directly associated with the development projects), indirect costs (including allocated fringe benefits, payroll taxes, facilities costs, and management supervision), and other direct costs (including



costs of outside consultants, purchased software to be included in the software product being developed, travel expenses, material and supplies, and other direct costs) are capitalized until the product is available for general release to customers. We amortize capitalized costs on a product-by-product basis. Amortization for each period is the greater of the amount computed using (i) the straight-line basis over the estimated product life (generally from 12 to 18 months, but up to 60 months), or (ii) the ratio of current revenues to total projected product revenues. We did not recognize any capitalized software development costs or associated accumulated amortization for the three months end March 31, 2014 and 2013, respectively.

F-4

---

## Table of Contents

Capitalized software development costs are stated at the lower of amortized costs or net realizable value. Recoverability of these capitalized costs is determined at each balance sheet date by comparing the forecasted future revenues from the related products, based on management's best estimates using appropriate assumptions and projections at the time, to the carrying amount of the capitalized software development costs. If the carrying value is determined not to be recoverable from future revenues, an impairment loss is recognized equal to the amount by which the carrying amount exceeds the future revenues. We did not recognize any impairment expense for the three months ended March 31, 2014 and 2013, respectively.

ASC 730, Research and Development, provides accounting and reporting standards for research and development. In accordance with ASC 730-10, costs we incur to enhance our existing products after general release to the public (bug fixes) are expensed in the period they are incurred and included in research and development costs. Research and development costs incurred prior to determination of technological feasibility and marketability and after general release to the public and charged to expense and included in general and administrative expenses of discontinued operations. We did not incur any research and development expenses for the three months ended March 31, 2014 and 2013, respectively.

We capitalize costs related to the development of computer software developed or obtained for internal use in accordance with the ASC 350-40, Internal-Use Software. Software obtained for internal use has generally been enterprise level business and finance software that we customize to meet our specific operational needs. We have not sold, leased, or licensed software developed for internal use to our customers and have no intention of doing so in the future.

We capitalize costs related to the development and maintenance of our website in accordance with ASC 350-50, Website Development Costs. Accordingly, costs expensed as incurred are as follows:

- planning the website,
- developing the applications and infrastructure until technological feasibility is established,
- developing graphics such as borders, background and text colors, fonts, frames, and buttons, and
- operating the site such as training, administration and maintenance.

Capitalized costs include those incurred to:

- obtain and register an Internet domain name,
- develop or acquire software tools necessary for the development work,
- develop or acquire software necessary for general website operations,
- develop or acquire code for web applications,
- develop or acquire (and customize) database software and software to integrate applications such as corporate databases and accounting systems into web applications,
- develop HTML web pages or templates,
- install developed applications on the web server,
- create initial hypertext links to other websites or other locations within the website, and
- test the website applications.

We amortize website development costs on a straight-line basis over the estimated life of the site, generally 36 months. We did not incur any cumulative website development costs nor any associated accumulated amortization expense, for the three months ended March 31, 2014 and 2013, respectively.

## REVENUE RECOGNITION

Within our operations as a whole, including those operations now classified as discontinued operations, we derive revenues from the sale of packaged software products, product support and multiple element arrangements that may include any combination of these items. We recognize software revenue for software products and related services in accordance with ASC 985-605, Software Revenue Recognition. We recognize revenue when persuasive evidence of an arrangement exists (generally a purchase order), we have delivered the product, the fee is fixed or determinable and collectability is probable. In some situations, we receive advance payments from our customers. We defer revenue associated with these advance payments until we ship the products or offer the support.

F-5

---

Table of Contents

## EARNINGS PER SHARE

We follow the guidance of ASC 260, Earnings Per Share, to calculate and report basic and diluted earnings per share (“EPS”). Basic EPS is computed by dividing income available to common shareholders by the weighted average number of shares of common stock outstanding for the period. Diluted EPS is computed by giving effect to all dilutive potential shares of common stock that were outstanding during the period. For us, dilutive potential shares of common stock consist of the incremental shares of common stock issuable upon the exercise of stock options and warrants for all periods, convertible notes payable and the incremental shares of common stock issuable upon the conversion of convertible preferred stock.

When discontinued operations, extraordinary items, and/or the cumulative effect of an accounting change are present, income before any of such items on a per share basis represents the “control number” in determining whether potential shares of common stock are dilutive or anti-dilutive. Thus, the same number of potential shares of common stock used in computing diluted EPS for income from continuing operations is used in calculating all other reported diluted EPS amounts. In the case of a net loss, it is assumed that no incremental shares would be issued because they would be anti-dilutive. In addition, certain options and warrants are considered anti-dilutive because the exercise prices were above the average market price during the period. Anti-dilutive shares are not included in the computation of diluted EPS, in accordance with ASC 260-10-45-17.

The following table shows the amounts used in computing earnings per common share and the average number of shares of dilutive potential common stock:

| For the Three Months<br>Ended March 31,           | 2014         | 2013         |
|---|--------------|--------------|
| Net loss from<br>continuing operations            | \$ (81,735 ) | \$ (92,727 ) |
| Preferred stock<br>dividends                      | ---          | ---          |
| Net loss available to<br>common shareholders      | \$ (81,735 ) | \$ (92,727 ) |
| Net income from<br>discontinued operations        | \$ ---       | \$ ---       |
| Preferred stock<br>dividends                      | ---          | ---          |
| Net income available to<br>common shareholders    | \$ ---       | \$ ---       |
| Basic weighted average<br>shares outstanding      | 103,635,060  | 103,635,060  |
| Dilutive effect of:                               |              |              |
| Stock options                                     | ---          | ---          |
| Warrants  | ---          | ---          |
| Diluted weighted<br>average shares<br>outstanding | 103,635,060  | 103,635,060  |

## RECENT ACCOUNTING PRONOUNCEMENTS

At March 31, 2014, there were no recent accounting pronouncements that we believe would have a material impact on our consolidated financial statements.

NOTE 2 – GOING CONCERN

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with Generally Accepted Accounting Principles in the United States applicable to a going concern. As of March 31, 2014, we had a net loss of \$81,735 and negative working capital of \$642,809, and an accumulated deficit of \$8,957,250 and \$8,875,515 as of March 31, 2014 and December 31, 2013, respectively. Although these factors raise substantial doubt as to our ability to continue as a going concern through December 31, 2014, we are taking several actions intended to mitigate against this risk. These actions include pursuing mergers and acquisitions that will provide profitable operations and positive operating cash flow.

F-6

---

Table of Contents

## NOTE 3 – INVENTORIES

At March 31, 2014, inventories consisted of the following:

|                                     |        |
|-------------------------------------|--------|
| Raw materials                       | \$686  |
| Finished goods                      | 616    |
| Less reserve for obsolete inventory | (828 ) |
| Inventories                         | \$474  |

## NOTE 4 – RESERVES AND ALLOWANCES

At March 31, 2014, the allowance for doubtful accounts included in Accounts receivable, trade, net, consisted of the following:

|   |       |
|---|-------|
| Balance December 31, 2013                     | \$400 |
| Bad debts provision                           | ---   |
| Accounts written off                          | ---   |
| Collection of accounts previously written off | ---   |
| Balance March 31, 2014                        | \$400 |

At March 31, 2014, the reserve for obsolete inventory included in Inventories consisted of the following:

|   |       |
|---|-------|
| Balance December 31, 2013                                   | \$828 |
| Provision for obsolete inventory                            | ---   |
| Obsolete inventory written off                              | ---   |
| Reserve for obsolete inventory from discontinued operations | ---   |
| Balance March 31, 2014                                      | \$828 |

At March 31, 2014, the reserve for sales returns included in Other current liabilities consisted of the following:

|                                  |       |
|----------------------------------|-------|
| Balance December 31, 2013        | \$200 |
| Return provision – sales         | ---   |
| Return provision – cost of sales | ---   |
| Returns processed                | ---   |
| Balance March 31, 2014           | \$200 |

## NOTE 5 – DEBT

At March 31, 2014, the current portion of debt consisted of the following:

|  |          |
|--|----------|
| Unsecured term note payable to a former shareholder due January 2012, plus interest at 5% APR. |          |
| Interest on overdue principal accruing at 10% APR.   | \$28,783 |
| Secured term note payable to a current shareholder due September                               | 10,000   |

Edgar Filing: FINDEX COM INC - Form 10-Q

10, 2014, plus interest at 14%  
APR.

|                         |          |
|-------------------------|----------|
| Current portion of debt | \$38,783 |
|-------------------------|----------|

At March 31, 2014, we were in arrears on the unsecured term notes payable to the former shareholder. For the security on the note payable to a current shareholder, we agreed to transfer the domain FormTool.com name to the shareholder to hold in escrow in case of default. The shareholder agreed to maintain the domain name in good standing throughout the term of the note and transfer the domain back to the Company within 30 days following final payment of the note.

F-7

---

Table of Contents

## NOTE 6 – IMPAIRMENT EXPENSE

During the three months ended March 31, 2014, we did not test for impairment for the intangible asset associated with the FormTool® product line. However, we did test for impairment for the intangible asset associated with the FormTool® product line during the three months ended March 31, 2013 as we experienced a sharp decline in revenue. Furthermore, during the year ended December 31, 2012, the decision was made to postpone indefinitely the plan to revamp our FormTool.com website due to a lack of available financial and human resources. In accordance with ASC 360-10-35, Property, Plant, and Equipment, Overall, Subsequent Measurement, we recognized a total impairment expense of \$17,150 during the three months ended March 31, 2013 for the intangible assets. This has been treated as an operating expense and included in Impairment expense on our Condensed Consolidated Statement of Operations.

## NOTE 7 – COMMITMENTS AND CONTINGENCIES

We are subject to legal proceedings and claims that may arise in the ordinary course of our business. In the opinion of management, the amount of potential liability we are likely to be found liable for otherwise incur as a result of these actions is not so much as would materially affect our financial condition.

The last employment agreement with our Chief Executive Officer expired on April 14, 2010. This agreement was not extended nor is a new agreement being considered. Our Chief Executive Officer, however, has continued to be employed by us on an at-will basis since the expiration of his employment agreement at the following base annual salary rates:

|                    |                               |
|--------------------|-------------------------------|
|                    | Chief<br>Executive<br>Officer |
| Base Annual Salary | \$ 75,000                     |

Although the employment agreement has expired, we have accrued the following for our Chief Executive Officer as of March 31, 2014:

|  |                           |
|--|---------------------------|
|  | Accrued<br>Base<br>Salary |
| Included in Accrued<br>Payroll at March 31, 2014 | \$ 121,106                |

We have included third-party technology in FormTool® under a contract with a publisher provider that has expired. We are currently pursuing resolution, however, there is no guarantee that we will be able to secure a new agreement, or an extension, and should the publisher demand we cease and desist including their technology, the unknown potential negative impact could be material.

We do not collect sales/use taxes or other taxes with respect to shipments of most of our goods into most states in the U.S. Our fulfillment center and customer service center networks, and any future expansion of those networks, along with other aspects of our evolving business, may result in additional sales/use and other tax obligations. One or more states may seek to impose sales/use or other tax collection obligations on out-of-jurisdiction companies that engage in e-commerce. A successful assertion by one or more states that we should collect sales/use or other taxes on the sale of merchandise or services could result in substantial tax liabilities for past sales, decrease our ability to compete with traditional retailers, and otherwise harm our business.



Currently, decisions of the U.S. Supreme Court restrict the imposition of obligations to collect state and local taxes and use taxes with respect to sales made over the Internet. However, a number of states, as well as the U.S. Congress, have been considering various initiatives that could limit or supersede the Supreme Court's constitutional concerns and result in a reversal of its current position, we could be required to collect sales and use taxes in additional states. The imposition by state and local governments of various taxes upon Internet commerce could create administrative burdens for us, put us at a competitive disadvantage if they do not impose similar obligations on all of our online competitors and decrease our future sales.

F-8

---

Table of Contents

NOTE 8 – RISKS AND UNCERTAINTIES

Our future operating results may be affected by a number of factors. We depend upon a number of major inventory and intellectual property suppliers. If a critical supplier had operational problems or ceased making materials available to us, operations could be adversely affected.

NOTE 9 – RELATED PARTY TRANSACTIONS

Our executive officers and employees, from time to time, make purchases of materials and various expense items (including business related travel) in the ordinary course of business via their personal credit cards in lieu of a corporate check for COD orders and/or prior to establishment of a line of credit with a vendor. We do not provide our employees or executive officers with corporate credit cards and reimburse these purchases as quickly as possible. The unpaid expense account balances are included in Accounts payable, related parties on our Consolidated Balance Sheets.

After the divestiture of the QuickVerse® product line in 2011 and as a result largely leaving the Christian publishing space, our Chief Executive Officer entered into a license agreement for an updated version of the ClickArt software program. Given the shift in the company's strategy to focus largely on acquiring or merging with another company and to develop its remaining software assets outside of the Christian space, the board of directors had no objection to the CEO entering into such agreement and felt there was no conflict of interest.

For the fiscal year ended December 31, 2013 and for the three months ended March 31, 2014, we have accrued \$25,000 and \$10,000, respectively, in contract fees for the preparation and filing of our annual and quarterly reports. The contractor who performed the work is our one part-time employee as well as the spouse of the Company's CEO.

During the three months ended March 31, 2014, we experienced an increase in our accounts payable due to related parties of approximately \$41,000 from approximately \$53,000 for the year ended December 31, 2013 to approximately \$94,000 for the three months ended March 31, 2014. In large part, this increase is attributed to certain vendor payments made directly by our sole outside director, including our auditors and our transfer agent, via his personal credit card. It was agreed at the time that all accounts payable due to related parties, including those due to these vendor payments, will be reimbursed as quickly as possible.

NOTE 10 – DISCONTINUED OPERATIONS

On May 5, 2011, we entered into a Software Product Line Purchase Agreement to sell our QuickVerse® product line to WORDsearch Corp., L.L.C. In accordance with the Software Product Line Purchase Agreement, WORDsearch agreed to acquire from us all of the assets associated with our QuickVerse® product line for \$975,000 in cash at closing and the assumption of up to \$140,000 of our then-existing liabilities at closing.

On June 30, 2011, closing of the asset sale transaction governed by the Software Product Line Purchase Agreement, which is transitional in nature and expected to be ongoing through approximately the end of April, 2012, commenced. As one of the initial parts of the closing, on July 1, 2011 WORDsearch assumed possession of the physical assets conveyed in the transaction as well as control and responsibility of the business operations related to the QuickVerse® product line, including, among many other things, the receipt of revenues for sales in exchange for partial payment of the cash portion of the purchase price being paid to us. On April 13, 2012, we determined that the final closing conditions under the Software Product Line Purchase Agreement had been met, which meant that we were able to deliver to WORDsearch the last in a series of officer's certificates required thereunder. Having delivered such certificate to WORDsearch on April 13, 2012, the sale of the QuickVerse® product line to WORDsearch was complete.

As a result of the decision to sell the QuickVerse® product line, we have classified the QuickVerse® product line as discontinued operations for the three months ended March 31, 2014 and the fiscal year ended December 31, 2013. We have recorded the remaining class of liabilities for the QuickVerse® product line as presented below:

|   |                |                   |
|---|----------------|-------------------|
| Other current liabilities from discontinued operations: | March 31, 2014 | December 31, 2013 |
| Accrued royalties                                       | \$ 114,368     | \$ 114,368        |
| Other current liabilities from discontinued operations  | \$ 114,368     | \$ 114,368        |

For the three months ended March 31, 2014 and 2013 we did not have any operations to record as discontinued operations.

Table of Contents

NOTE 11 – SUBSEQUENT EVENTS

On May 1, 2014, we completed a private offering of securities to a single individual investor. The securities sold in the offering consisted of 6,000,000 shares of common stock, representing 5.7% of our total issued and outstanding common stock. The purchase price was \$0.005 per share, representing a 23% discount to then quoted market price for our common stock, and the aggregate proceeds amounted to \$30,000, all of which was paid in cash.

The date to which events occurring after March 31, 2014, the date of the most recent balance sheet, have been evaluated for possible adjustment to the financial statements or disclosure is May 19, 2014, which is the date on which the financial statements were available to be issued.

Table of Contents

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

Cautionary Statement Regarding Forward-Looking Statements

Certain statements made in this Quarterly Report on Form 10-Q are "forward-looking statements" (within the meaning of the Private Securities Litigation Reform Act of 1995) regarding the plans and objectives of management for future operations. Such statements involve known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements of Findex.com, Inc. ("we", "us", "our" or the "Company") to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. The forward-looking statements included herein are based on current expectations that involve numerous risks and uncertainties. The Company's plans and objectives are based, in part, on assumptions involving the continued expansion of business. Assumptions relating to the foregoing involve judgments with respect to, among other things, future economic, competitive and market conditions and future business decisions, all of which are difficult or impossible to predict accurately and many of which are beyond the control of the Company. Although the Company believes its assumptions underlying the forward-looking statements are reasonable, any of the assumptions could prove inaccurate and, therefore, there can be no assurance the forward-looking statements included in this Quarterly Report will prove to be accurate. In light of the significant uncertainties inherent in the forward-looking statements included herein, the inclusion of such information should not be regarded as a representation by the Company or any other person that the objectives and plans of the Company will be achieved.

This information should be read in conjunction with our unaudited condensed consolidated financial statements and the notes thereto included in Item 1 of Part I of this quarterly report, and our audited financial statements and the notes thereto and our Management's Discussion and Analysis of Financial Condition and Results of Operation contained in our annual report on Form 10-K for the fiscal year ended December 31, 2013.

Description of Business

Since 1999, our business has been developing, publishing, marketing, distributing and direct-selling off-the-shelf consumer and organizational software products for the Windows platform. Following divestitures of two software titles which had consistently accounted for the overwhelming majority of our revenues while owned by us, including our Membership Plus® product line, which we sold in late 2007, and our flagship QuickVerse® product line, which we sold during 2011, and title acquisitions during the same period that, in the aggregate, have been relatively insignificant in offsetting the loss of revenues associated with those divestitures, our continuing operations, while not nominal, are currently very limited and insubstantial in terms of revenue, both relative to what they had been prior thereto and by any appropriate standalone measure. Specifically, our current operations consist exclusively of those relating to FormTool.com and its related line of products which we acquired in February 2008, as well as two language tutorial products, which were retained after the sale of the QuickVerse® product line.

Beyond our current software business, a current principal focus of ours surrounds, and has increasingly surrounded during the period since we began for some time, the identification and evaluation of what we perceive as our best broader-range strategic options for realizing the most favorable economic outcome for our shareholders, and ultimately the selection and pursuit of one or more of those options. With very different though similarly difficult-to-meaningfully-forecast capital allocation considerations, the options under consideration in this regard have been included the pursuit of a business combination transaction involving a potential merger or acquisition aimed at revenue re-development and long-term growth, on the one hand, and liquidation and/or winding-down, aimed in the very different direction of business cessation, on the other. Unless and until we determine to liquidate and/or wind down, we will continue to be largely focused on acquiring or merging with another operating company.

On January 23, 2014, we entered into a definitive Agreement and Plan of Merger (the “Merger Agreement”) with certain of our affiliated stockholders, ESCT Acquisition Corp., a majority-owned subsidiary of ours organized specifically for purposes of this transaction, The Renewable Corporation, a Washington corporation, and EcoSmart Surface and Coating Technologies, Inc., a Florida corporation and a wholly owned subsidiary of The Renewable Corporation (“EcoSmart”). Pursuant to the Merger Agreement, we have agreed to enter into a series of transactions centered around a statutory merger (the “Pending Merger”) pursuant to which we will issue what will amount to approximately eighty percent (80%) of our common stock in exchange for all of the issued and outstanding capital stock of EcoSmart. If and when consummated, the Pending Merger would result in a change of control and fundamental restructuring of the Company, including not only our board of directors and operating officers, but also our business operations and strategic direction, though no determinations have been made to date that are expected to impact our existing FormTool® product line sales and operations.

Table of Contents

To date, EcoSmart has generated only nominal revenue, but our management believes that, subject to its ability to obtain required financing on reasonable terms, it is positioned to take advantage of a substantial opportunity for top line growth in 2014 and beyond.

## Management Overview

During the three months ended March 31, 2014, there were no new developments to the FormTool® product line in regards to either the software program itself or the dedicated website. Although we formulated plans prior to 2013 to develop a new version of our FormTool® software package as well as to undertake a cosmetic and functional makeover of the related marketing website, and executing such plans remains a relatively high priority, our ability to do so has been dependent, among other things, on our having available the requisite financial resources, which, to date, we have not, and which, looking ahead, is highly uncertain. At this time, and given these financial constraints, we are unable to provide any estimate in terms of our completing either the FormTool® product and/or website updates that we believe ought be meaningfully relied upon, and, moreover, there can be no assurance that, should financial resources become available, we will continue to be of a view that FormTool® is worthy of further investment as a business line given the current uncertainties surrounding our broader strategic objectives.

A key focus of management during the three months ended March 31, 2014 centered on reducing our ongoing operational expenses and general overhead. Simultaneously, and moving forward, management is concentrated on the strategic determination to begin a long-term shift in our product lines away from those within the faith-based vertical market and more towards those that extend across the business and consumer segments more generally.

Near-term liquidity poses a continuous challenge to us and is expected to continue to do so for the foreseeable future. And the need to find ways to stretch our very limited economic resources places ongoing strains on our very limited human resources.

## Results of Continuing Operations for Quarters Ending March 31, 2014 and March 31, 2013

| Statements of Continuing Operations for Three Months Ending March 31, | 2014        | 2013        | Change      |
|---|-------------|-------------|-------------|
| Net revenues  | \$ 2,770    | \$ 5,012    | \$ (2,242 ) |
| Cost of sales   | (124 )      | (29 )       | (95 )       |
| Gross profit  | \$ 2,646    | \$ 4,983    | \$ (2,337 ) |
| Sales, marketing and general and administrative expenses              | (81,606)    | (79,438)    | (2,168 )    |
| Impairment expense  | ---         | (17,150)    | 17,150      |
| Total operating expenses  | \$ (81,606) | \$ (96,588) | \$ 14,982   |
| Loss from operations  | \$ (78,960) | \$ (91,605) | \$ 12,645   |
| Other income (expenses), net  | (2,775 )    | (1,122 )    | (1,653 )    |
| Loss before income taxes  | \$ (81,735) | \$ (92,727) | \$ 10,992   |
| Income tax (provision)  | ---         | ---         | ---         |
| Net loss from continuing operations                                   | \$ (81,735) | \$ (92,727) | \$ 10,992   |

The differing results of operations are primarily attributable to the following for the three months ended March 31, 2014:

a decrease in sales for our FormTool® product line;  
an increase in sales, marketing and general and administrative expenses resulting from an increase in travel expenses as we pursue the pending merger with EcoSmart;  
an impairment expense for the three months ended March 31, 2013 related to a valuation decrease in the FormTool® intangible asset as a result of a sharp decline in revenue derived from the asset; and  
an increase in interest expense related to the decrease in overall available cash to pay certain vendors.



Table of Contents

In future periods, and notwithstanding our remaining focus on our FormTool® business and line of language tutorial products, we anticipate a continued reduction to our sales, marketing and general and administrative expenses due to the decision to sell the QuickVerse® product line.

## Revenues

The following table presents our revenues for continuing operations for the three months ended March 31, 2014 and March 31, 2013 and dollar and percentage changes from the prior year.

|   | Change   |               |          |               |            |      |
|---|----------|---------------|----------|---------------|------------|------|
| Revenues for<br>Continuing<br>Operations for<br>Three Months<br>Ending March<br>31, | 2014     | % to<br>Sales | 2013     | % to<br>Sales | \$         | %    |
| Gross revenues  | \$ 2,835 | 100 %         | \$ 5,307 | 100 %         | \$ (2,472) | 47 % |
| Less estimated<br>sales returns<br>and allowances                                   | (65 )    | 2 %           | (295 )   | 6 %           | 230        | 78 % |
| Net revenues  | \$ 2,770 | 98 %          | \$ 5,012 | 94 %          | \$ (2,242) | 45 % |

The decrease in gross revenues for the three months ended March 31, 2014 was attributable to a sharp fall-off in demand in the retail channel for our FormTool® software products due, we believe, to the lack of relatively recent updating of the products and their lack of compatibility with newer platform technologies. Although there can be no assurance, and provided we have available to us the necessary investment capital to develop and market updated and broader application versions of the product, which cannot be assured, we anticipate our FormTool® product line revenues to grow in the future, though likely at no more than a low, single-digit annual percentage.

## Cost of Sales

Cost of sales consists primarily of direct costs, royalties accrued to third party providers of intellectual property and the costs associated with reproducing, packaging, and shipping our products. Cost of sales increased by \$95 from \$29 for the three months ended March 31, 2013 to \$124 for the three months ended March 31, 2014. The overall increase in cost of sales for the three months ended March 31, 2014 is mainly attributable to the slight increase in royalties.

Although there can be no assurance, we would anticipate our cost of sales to increase in the future in relation to anticipated increases in our revenues for the FormTool® product line.

## Sales, General and Administrative

|  | Change |               |      |               |    |   |
|--|--------|---------------|------|---------------|----|---|
| Sales, General<br>and<br>Administrative<br>Costs for<br>Continuing<br>Operations for<br>Three Months | 2014   | % to<br>Sales | 2013 | % to<br>Sales | \$ | % |

Edgar Filing: FINDEX COM INC - Form 10-Q

Ending March  
31,

Selected expenses:

|   |          |      |   |          |      |   |           |     |   |
|---|----------|------|---|----------|------|---|-----------|-----|---|
| Advertising<br>and direct<br>marketing                      | \$100    | 4    | % | \$840    | 16   | % | \$(740 )  | 88  | % |
| Bad debt<br>expense   | ---      | 0    | % | 2,621    | 49   | % | (2,621)   | 100 | % |
| Total sales and<br>marketing                                | \$100    | 4    | % | \$3,461  | 65   | % | \$(3,361) | 97  | % |
| Personnel costs   | \$24,416 | 861  | % | \$24,938 | 470  | % | \$(522 )  | 2   | % |
| Amortization<br>and<br>depreciation                         | 3,416    | 120  | % | 4,757    | 90   | % | (1,341)   | 28  | % |
| Accounting  | 20,000   | 705  | % | 15,000   | 283  | % | 5,000     | 33  | % |
| Legal   | 15,000   | 529  | % | 16,433   | 310  | % | (1,433)   | 9   | % |
| Travel and<br>entertainment                                 | 5,409    | 191  | % | 0        | 0    | % | 5,409     | 0   | % |
| Other general<br>and<br>administrative<br>costs             | 13,265   | 468  | % | 14,849   | 280  | % | (1,584)   | 11  | % |
| Total general<br>and<br>administrative                      | \$81,506 | 2875 | % | \$75,977 | 1432 | % | \$5,529   | 7   | % |
| Total sales,<br>marketing,<br>general and<br>administrative | \$81,606 | 2879 | % | \$79,438 | 1497 | % | \$2,168   | 3   | % |

## Table of Contents

The differing results of total sales, marketing, general and administrative costs are primarily attributable to the following for the three months ended March 31, 2014:

- a decrease in total sales and marketing for the three months ended March 31, 2014 as comparatively during the three months ended March 31, 2013 we increased our provision for bad debts due to the change of character of our receivables;
- a decrease in amortization and depreciation due to age of those items being amortized and depreciated;
- an increase in accounting costs due to a timing difference related to our ongoing accounting needs;
- an increase in our travel and entertainment expenses as we pursue the pending merger with EcoSmart; and
- an overall decrease in other general and administrative costs resulting from our continued cost-cutting initiatives.

During the three months ended March 31, 2014, there were no new developments to the FormTool® product line in regards to either the software program itself or the dedicated website. Although we formulated plans prior to 2013 to develop a new version of our FormTool® software package as well as to undertake a cosmetic and functional makeover of the related marketing website, and executing such plans remains a relatively high priority, our ability to do so has been dependent, among other things, on our having available the requisite financial resources, which, to date, we have not, and which, looking ahead indefinitely, is highly uncertain. At this time, and given these financial constraints, we are unable to provide any estimate in terms of our completing either the FormTool® product and/or website updates that we believe ought be meaningfully relied upon, and, moreover, there can be no assurance that, should financial resources become available, we will continue to be of a view that FormTool® is worthy of further investment as a business line given the current uncertainties surrounding our broader strategic objectives.

## Income Taxes

For the three months ended March 31, 2014 and 2013, based on uncertainty about the timing of and ability to generate future taxable income and our assessment that the realization of the deferred tax assets no longer met the “more likely than not” criterion for realization, we provided for a full valuation allowance against our net deferred tax assets. If we determine that it is more likely than not that we will be able to realize our deferred tax assets in the future, an adjustment to the deferred tax asset valuation allowance would be recorded in the period when such determination is made.

## Liquidity And Capital Resources

Our primary needs for liquidity and capital resources are the working capital requirements of our continued operations, which includes the ongoing internal development of new products, expansion and upgrade of existing products, and marketing and sales, as well as funding for the acquisition of new product lines and/or companies. At this time it is unlikely that cash generated through our continuing operations will be sufficient to sustain our continuing operations. Furthermore, our pursuit of an aggressive growth plan, whether based on internally developed products, licensing opportunities, or strategic product line and/or company acquisitions, will likely require funding from outside sources. Funding from outside sources may include but is not limited to the pursuit of other financing options such as commercial loans, common stock and/or preferred stock issuances and convertible notes.

Our decision during the first half of 2011 to sell the QuickVerse® product line as well as the divestiture of our Membership Plus® product line in October 2007 was driven by a combination of our need to raise cash and a strategic determination to begin a long-term shift in our product lines away from those within the faith-based vertical market and more towards those that extend across the business-to-business and consumer segments more generally. With a portion of the net proceeds we realized from the sale of our Membership Plus® product line, we purchased FormTool® in February 2008 which was our first product line acquisition outside of the faith-based market.



Table of Contents

Though it had been our reasoned hope and expectation to re-deploy into new business opportunities all or most of the net proceeds realized from the sale of the QuickVerse® product line in 2011, as it has turned out, interim and developing cash requirements associated with the mere exploration and pursuit of prospective new business opportunities have (i) been substantially higher than we had anticipated, (ii) become substantial on an aggregate, standalone basis and meaningfully depleted such net proceeds, (iii) increasingly imposed a significant strain on both our general liquidity, and (iv) led to a dramatic reduction in our cash currently available for both the exploration and pursuit of prospective new business opportunities and any capital investment therein.

|                     | March 31,<br>2014 | December<br>31, 2013 |
|---------------------|-------------------|----------------------|
| Working Capital     |                   |                      |
| Current assets      | \$ 5,595          | \$ 1,561             |
| Current liabilities | \$ 648,404        | \$ 566,051           |
| Retained deficit    | \$ 8,957,250      | \$ 8,875,515         |

Liquidity for our day-to-day continuing operations remains a very serious ongoing concern for us, and there can be no continuing assurance of it remaining manageable.

| Cash Flows for<br>Three Months<br>Ending March<br>31, | 2014        | 2013        | Change    | %   |
|---|-------------|-------------|-----------|-----|
| Cash flows<br>(used) by<br>operating<br>activities    | \$ (8,896 ) | \$ (8,505 ) | \$ (391 ) | 5 % |
| Cash flows<br>provided by<br>investing<br>activities  | \$ ---      | \$ ---      | \$ ---    | 0 % |
| Cash flows<br>provided by<br>financing<br>activities  | \$ 10,000   | \$ ---      | \$ 10,000 | 0 % |

Net cash used by operating activities for the three months ended March 31, 2014 consisted mainly of cash payments going out for our accounting firm, legal counsel and our insurance providers.

The increase in net cash provided by financing activities for the three months ended March 31, 2014 was the result of entering into a new note payable agreement.

## Financing

Looking ahead, we believe that completing an equity financing, or equity-linked financing, of some sort seems the only realistic option to sustain viability beyond approximately August, 2014. However, there are currently no definitive plans for any such financing nor any definitive prospects identified from which it will be secured. In connection with any such contemplated financing, it may become necessary given market conditions and the unavailability of alternative options for us to issue additional shares of our common stock or securities exchangeable for shares of our common stock, including but not limited to convertible preferred stock or convertible notes or debentures containing so-called “floorless convertible” provisions that can be, and often are, extremely dilutive to

existing stockholders upon conversion. Any such issuances, as well as any related issuances of common stock or other purchase warrants, would likely have the effect of depressing the market price of our common stock and diluting the interests of our common stockholders, potentially very significantly.

Although no attempt has been made for several years now due to management's practical awareness that it would be unrealistic to obtain it, we have been unable to secure any bank or other secured financing due to our revenue and cash flow levels, internal financial ratios, and negative working capital position, and we do not expect that we will be successful in securing any such financing if we were to recommence efforts to do so unless and until our revenues and cash flows become substantially higher, and our internal financial ratios dramatically improve, something we believe to be unlikely absent the occurrence of a major business combination and/or equity or equity-linked financing transaction.

#### Contractual Liabilities

As of May 19, 2014 we had no contractual liabilities.

-5-

---

## Table of Contents

### Discontinued Operations

On May 5, 2011, we entered into a Software Product Line Purchase Agreement to sell the QuickVerse® product line to WORDsearch. On June 30, 2011, closing of the asset sale transaction governed by the Software Product Line Purchase Agreement, which was transitional in nature and expected to be ongoing through approximately the end of April, 2012, commenced. As one of the initial parts of the closing, on July 1, 2011 WORDsearch assumed possession of the physical assets conveyed in the transaction as well as control and responsibility of the business operations related to the QuickVerse® product line, including, among many other things, the receipt of revenues for sales in exchange for partial payment of the cash portion of the purchase price being paid to us. On April 13, 2012, we determined that the final closing conditions under the Software Product Line Purchase Agreement had been met, and the sale of the QuickVerse® product line to WORDsearch was complete. As a result, we have classified this asset as discontinued operations for the three months ended March 31, 2014 and 2013.

### Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors.

### Contractual Obligations

As a “smaller reporting company” as defined by Item 10 of Regulation S-K, we are not required to provide this information.

### ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

As a “smaller reporting company” as defined by Item 10 of Regulation S-K, we are not required to provide this information.

### ITEM 4T. CONTROLS AND PROCEDURES.

#### Evaluation of Disclosure Controls and Procedures

As required by paragraph (b) of Rule 13a-15 under the Exchange Act, our principal executive and principal financial officers are responsible for assessing the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(f) under the Exchange Act). Accordingly, we maintain disclosure controls and procedures designed to ensure that information required to be disclosed in our filings under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission’s rules and forms. Our Chief Executive Officer/Chief Financial Officer has evaluated our disclosure controls and procedures as of the end of the period covered by this Quarterly Report on Form 10-Q, and has determined that such disclosure controls and procedures are not effective. Our disclosure controls and procedures are not effective as a result of the material weakness in internal control over financial reporting because of inadequate segregation of duties over authorization, review and recording of transactions as well as the financial reporting of such transactions. Management is attempting to develop a plan to mitigate the above material weaknesses. Despite the existence of these material weaknesses, we believe the financial information presented herein is materially correct and in accordance with generally accepted accounting principles.

#### Changes in Internal Controls

There were no changes in our internal control over financial reporting during the fiscal quarter covered by this report, other than those disclosed above that materially affected, or is reasonable likely to materially effect, the Company's internal control over financial reporting.

-6-

---



Table of Contents

PART II – OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS.

As of the date of this quarterly report on Form 10-Q for the period ended March 31, 2014, and to the best knowledge of our officers and directors, there were no pending material legal proceedings to which we were a party and we were not aware that any were contemplated. There can be no assurance, however, that we will not be made a party to litigation in the future.

ITEM 1A. RISK FACTORS.

As a “smaller reporting company” as defined by Item 10 of Regulation S-K, the Company is not required to provide information required by this Item.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.

There were no reportable events under this Item 2 during the quarterly period ended March 31, 2014.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES.

As of the date of this quarterly report on Form 10-Q for the period ended March 31, 2014, we are in default under a certain unsecured term note payable to a former shareholder in the total amount of approximately \$37,000. The arrearage as of such date was \$28,783, plus interest. In accordance with the terms of the note, however, our default has triggered an acceleration of the entire balance plus accumulated interest.

ITEM 4. (REMOVED AND RESERVED).

There were no reportable events under this Item 4 during the quarterly period ended March 31, 2014.

ITEM 5. OTHER INFORMATION.

As of the date of this quarterly report on Form 10-Q for the period ended March 31, 2014, there were no reportable events under this Item 5.

ITEM 6. EXHIBITS.

Exhibits required by Item 601 of Regulation S-K.

No. Description of Exhibit

2.1 Share Exchange Agreement between Findex.com, Inc. and the stockholders of Reagan Holdings, Inc. dated March 7, 2000, incorporated by reference to Exhibit 2.1 on Form 8-K filed March 15, 2000.

3(i)(1) Restated Articles of Incorporation of Findex.com, Inc. dated June 1999 incorporated by reference to Exhibit 3.1 on Form 8-K filed March 15, 2000.

3(i)(2) Amendment to Articles of Incorporation of Findex.com, Inc. dated November 10, 2004 incorporated by reference to Exhibit 3.1(ii) on Form 10-QSB filed November 10, 2004.

Edgar Filing: FINDEX COM INC - Form 10-Q

- 3(ii) Restated By-Laws of Findex.com, Inc., incorporated by reference to Exhibit 3.3 on Form 8-K filed March 15, 2000.
- 10.1 Stock Incentive Plan of Findex.com, Inc. dated May 7, 1999, incorporated by reference to Exhibit 10.1 on Form 10-KSB/A filed May 13, 2004.
- 10.2 Share Exchange Agreement between Findex.com, Inc. and the stockholders of Reagan Holdings Inc., dated March 7, 2000, incorporated by reference to Exhibit 2.1 on Form 8-K filed March 15, 2000.

-7-

---

Table of Contents

- 10.3 License Agreement between Findex.com, Inc. and Parsons Technology, Inc. dated June 30, 1999, incorporated by reference to Exhibit 10.3 on Form 10-KSB/A filed May 13, 2004.
- 10.4 Employment Agreement between Findex.com, Inc. and Steven Malone dated July 25, 2003, incorporated by reference to Exhibit 10.4 on Form 10-KSB/A filed May 13, 2004.
- 10.5 Employment Agreement between Findex.com, Inc. and Kirk Rowland dated July 25, 2003, incorporated by reference to Exhibit 10.5 on Form 10-KSB/A filed May 13, 2004.
- 10.6 Employment Agreement between Findex.com, Inc. and William Terrill dated June 7, 2002, incorporated by reference to Exhibit 10.6 on Form 10-KSB/A filed May 13, 2004.
- 10.7 Restricted Stock Compensation Agreement between Findex.com, Inc. and John A. Kuehne dated July 25, 2003, incorporated by reference to Exhibit 10.7 on Form 10-KSB/A filed May 13, 2004.
- 10.8 Restricted Stock Compensation Agreement between Findex.com, Inc. and Henry M. Washington dated July 25, 2003, incorporated by reference to Exhibit 10.8 on Form 10-KSB/A filed May 13, 2004.
- 10.9 Restricted Stock Compensation Agreement between Findex.com, Inc. and William Terrill dated July 25, 2003, incorporated by reference to Exhibit 10.9 on Form 10-KSB/A filed May 13, 2004.
- 10.10 Stock Purchase Agreement, including the form of warrant agreement, between Findex.com, Inc. and Barron Partners, LP dated July 19, 2004, incorporated by reference to Exhibit 10.1 on Form 8-K filed July 28, 2004.
- 10.11 Amendment No. 1 to Stock Purchase Agreement between Findex.com, Inc. and Barron Partners, LP dated September 30, 2004, incorporated by reference to Exhibit 10.3 on Form 8-K filed October 6, 2004.
- 10.12 Registration Rights Agreement between Findex.com, Inc. and Barron Partners, LP dated July 26, 2004, incorporated by reference to Exhibit 10.2 on Form 8-K filed July 28, 2004.
- 10.13 Waiver Certificate between Findex.com, Inc. and Barron Partners, LP dated September 16, 2004, incorporated by reference to Exhibit 10.4 on Form 8-K filed October 6, 2004.
- 10.14 Settlement Agreement between Findex.com, Inc., The Zondervan Corporation, Mattel, Inc., TLC Multimedia, Inc., and Riverdeep, Inc. dated October 20, 2003, incorporated by reference to Exhibit 10.14 on Form 10-KSB/A filed December 14, 2005.
- 10.15 Employment Agreement Extension between Findex.com, Inc and Steven Malone dated March 31, 2006, incorporated by reference to Exhibit 10.1 on Form 8-K filed April 6, 2006.
- 10.16 Employment Agreement Extension between Findex.com, Inc and William Terrill dated March 31, 2006, incorporated by reference to Exhibit 10.2 on Form 8-K filed April 6, 2006.
- 10.17 Employment Agreement Extension between Findex.com, Inc and Kirk R. Rowland dated March 31, 2006, incorporated by reference to Exhibit 10.3 on Form 8-K filed April 6, 2006.
- 10.18 Promissory Note to Barron Partners, LP dated April 7, 2006, incorporated by reference to Exhibit 10.1 on Form 8-K filed April 13, 2006.

Edgar Filing: FINDEX COM INC - Form 10-Q

10.19 Share Exchange Agreement between Findex.com, Inc. and the stockholders of Reagan Holdings Inc., dated March 7, 2000, incorporated by reference to Exhibit 2.1 on Form 8-K filed March 15, 2000.

10.20 Convertible Secured Promissory Note between FindEx.com, Inc. and W. Sam Chandoha, dated July 20, 2006, incorporated by reference to Exhibit 10.1 on Form 8-K filed July 26, 2006.

-8-

---

Table of Contents

- 10.21 Security Agreement between FindEx.com, Inc. and W. Sam Chandoha, dated July 20, 2006 incorporated by reference to Exhibit 10.2 on Form 8-K filed July 26, 2006.
- 10.22 Common Stock Purchase Warrant between FindEx.com, Inc. and W. Sam Chandoha, dated July 20, 2006 incorporated by reference to Exhibit 10.3 on Form 8-K filed July 26, 2006.
- 10.23 Modification and Extension Agreement Between FindEx.com, Inc. and W. Sam Chandoha, dated September 20, 2006, incorporated by reference to Exhibit 10.1 on Form 8-K filed September 25, 2006.
- 10.24 Employment Agreement Extension Amendment between Findex.com, Inc. and Steven Malone dated April 13, 2007, incorporated by reference to Exhibit 10.24 on Form 10-KSB filed April 17, 2007.
- 10.25 Employment Agreement Extension Amendment between Findex.com, Inc. and William Terrill dated April 13, 2007, incorporated by reference to Exhibit 10.25 on Form 10-KSB filed April 17, 2007.
- 10.26 Employment Agreement Extension Amendment between Findex.com, Inc. and Kirk R. Rowland dated April 13, 2007, incorporated by reference to Exhibit 10.26 on Form 10-KSB filed April 17, 2007.
- 10.27 Asset Purchase Agreement between Findex.com, Inc. and ACS Technologies Group, Inc. dated October 18, 2007, incorporated by reference to Exhibit 10.27 on Form 8-K filed October 24, 2007.
- 10.28 Partial Assignment of License Agreement Among Findex.com, Inc., Riverdeep, Inc., LLC and ACS Technologies Group, Inc. dated October 11, 2007, incorporated by reference to Exhibit 10.28 on Form 8-K filed October 24, 2007.
- 10.29 Asset Purchase Agreement between Findex.com, Inc. and ORG Professional, LLC dated February 25, 2008, incorporated by reference to Exhibit 10.29 on Form 8-K filed on February 28, 2008.
- 10.30 Warrant Cancellation Agreement between Findex.com, Inc. and Barron Partners, L.P. dated March 6, 2008, incorporated by reference to Exhibit 10.30 on Form 8-K filed on March 10, 2008.
- 10.31 Employment Agreement Extension Amendment between Findex.com, Inc. and Steven Malone dated April 14, 2008, incorporated by reference to Exhibit 10.31 on Form 10-KSB filed on April 15, 2008.
- 10.32 Employment Agreement Extension Amendment between Findex.com, Inc. and William Terrill dated April 14, 2008, incorporated by reference to Exhibit 10.32 on Form 10-KSB filed on April 15, 2008.
- 10.33 Employment Agreement Extension Amendment between Findex.com, Inc. and Kirk R. Rowland dated April 14, 2008, incorporated by reference to Exhibit 10.33 on Form 10-KSB filed on April 15, 2008.
- 10.34 License Agreement between Findex.com, Inc. and Houghton Mifflin Harcourt Publishing Company dated May 7, 2010, incorporated by reference to Exhibit 10.34 on Form 10-K filed on April 15, 2012.
- 10.35 Software Product Line Purchase Agreement between FindEx.com, Inc. and WORDsearch Corp., L.L.C. dated May 5, 2011, incorporated by reference to Exhibit 10.35 on Form 8-K filed on May 10, 2011.
- 10.36 Promissory Note to Barron Partners, LP dated August 18, 2011, incorporated by reference to Exhibit 10.36 on Form 10-Q filed on August 22, 2011.

10.37 Letter of Intent between Findex.com, Inc. and Next Level Hockey, LLC dated June 6, 2013, incorporated by reference to Exhibit 10.37 on Form 8-K filed on June 7, 2013.

-9-

---

Table of Contents

- 10.38 Binding Letter of Intent between Findex.com, Inc. and the Renewable Corporation dated October 29, 2013, incorporated by reference to Exhibit 10.38 on Form 8-K filed on November 4, 2013.
- 10.39 Agreement and Plan of Merger among FindEx.com, Inc., certain of its affiliated stockholders, ESCT Acquisition Corp., The Renewable Corporation, and EcoSmart Surface and Coating Technologies, Inc. dated January 23, 2014, exclusive of schedules and exhibits other than exhibit forms of Employment Agreements to be entered into between Findex.com, Inc. and each of Joseph Alvarez and Steven Malone, incorporated by reference to Exhibit 10.39 on Form 8-K filed on January 29, 2014.
- 10.40 Voting Agreement between EcoSmart Surface and Coating Technologies, Inc. and each of three individual stockholders of Findex.com, Inc. dated January 23, 2014, incorporated by reference to Exhibit 10.40 on Form 8-K filed on January 29, 2014.
- 31.1 Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 and dated May 19, 2014. FILED HEREWITH.
- 32.1 Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and dated May 19, 2014. FILED HEREWITH.

Signatures

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

FINDEX.COM,  
INC.

Date: By/s/ Steven  
May Malone  
19,  
2014

Steven Malone  
President  
Chief  
Executive  
Officer  
(Principal  
Executive  
Officer)  
Chief Financial  
Officer  
(Principal  
Accounting  
Officer)





Table of Contents