

Edgar Filing: ORTHODONTIX INC - Form 10QSB

ORTHODONTIX INC  
Form 10QSB  
November 14, 2003

U.S. Securities and Exchange Commission  
Washington, D.C. 20549

Form 10-QSB

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

For the Quarterly Period Ended September 30, 2003

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

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

Commission File No. 000-27836

ORTHODONTIX, INC.

-----  
(Exact name of small business issuer as specified in its charter)

Florida

65-0643773

-----  
(State or other jurisdiction of incorporation or organization)

-----  
(IRS Employer Identification No.)

1428 Brickell Avenue, Suite 105  
Miami, Florida 33131

-----  
(Address of principal executive offices)

(305) 371-4112

-----  
(Issuer's Telephone Number)

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

Check whether the issuer: (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports); and (2) has been subject to such filing requirements for the past 90 days. Yes  No .

On November 7, 2003, the number of shares of outstanding Common Stock of the issuer was 2,915,428.

Traditional Small Business Disclosure Format (check one) Yes  No   
Documents Incorporated by reference None

ORTHODONTIX, INC.

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FORM 10-QSB  
QUARTER ENDED September 30, 2003

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## PART I

### FINANCIAL INFORMATION

#### ITEM 1. FINANCIAL STATEMENTS

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The unaudited, condensed financial statements included herein, commencing at page F-1, have been prepared in accordance with the requirements of Regulation S-B and, therefore, omit or condense certain footnotes and other information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America. In the opinion of management, all adjustments (including all normal recurring adjustments) necessary for a fair presentation of the financial information for the interim periods reported have been made.

Results of operations for the nine months ended September 30, 2003 are not necessarily indicative of the results of operations expected for the year ending December 31, 2003.

### ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

The following discussion with regard to the Company's financial condition and operating results contains certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements are based on current plans and expectations of Orthodontix, Inc. (the "Company") and involve risks and uncertainties that could cause actual future activities and results of operations to be materially different from those set forth in the forward-looking statements. Important factors that could cause actual results to differ include, among others, the Company's inability to consummate an acquisition of an operating business on terms favorable to the Company or, in the event the Company does consummate the transaction contemplated, the Company's ability to successfully manage and operate the combined business.

The discussion of the Company's financial condition and plan of operation should be read in conjunction with the Company's unaudited, condensed financial statements and notes thereto included elsewhere in this Report and the Company's Annual Report on Form 10-KSB filed with the Securities and Exchange Commission.

### FINANCIAL RESULTS FOR THE QUARTER ENDED SEPTEMBER 30, 2003

For the quarter ended September 30, 2003, the Company recorded a net loss of approximately \$32,300 or \$0.01 per share. Included in the financial results for the quarter ended September 30, 2003, were general and administrative expenses of approximately \$33,000, and interest and other income of approximately \$700.

The Company does not expect to generate operating revenues or net income until such time as it effects a business combination with an operating company. However, in the event the Company does consummate a merger or an acquisition of an operating company, there can be no assurances that the combined operation will operate profitably.

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### LIQUIDITY AND CAPITAL RESOURCES

As of September 30, 2003, the Company had cash and cash equivalents of approximately \$756,100 and total liabilities of approximately \$63,200. The Company's cash is primarily invested in money market accounts. The Company continues to anticipate that the primary uses of working capital will include general and administrative expenses and costs associated with seeking to locate and consummate a business combination. The Company believes that its operating funds will be sufficient for its cash expenses for at least the next twelve months.

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### PLAN OF OPERATION

Management of the Company intends to continue devoting substantially all of its time to consummating a merger or acquisition with an operating business and has evaluated numerous companies and other business combinations since July 2001. The Company has focused its efforts on businesses operating in selected industries including aircraft maintenance and related service companies, health care, pharmaceutical, banking and financial services. In the event the Company locates an acceptable operating business, the Company intends to effect the transaction utilizing any combination of its common stock, cash on hand, or other funding sources that the Company reasonably believes are available. The Company currently has no contractual commitment with regard to effecting an acquisition or other business combination with an operating company.

Although the Company believes that it will be successful in consummating a business combination with an operating company, there can be no assurances that the Company will enter into such a transaction in the near term or on terms favorable to the Company, or that other funding sources will be available.

### ITEM 3. CONTROLS AND PROCEDURES

As of September 30, 2003, the Company's President and Chief Executive Officer and its Acting Chief Financial Officer evaluated the Company's disclosure controls and procedures and they concluded that the Company maintains effective disclosure controls and procedures. There have been no significant changes in internal control over financial reporting that have materially affected, or are likely to materially affect, the Company's internal control over financial reporting subsequent to the Evaluation Date.

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### PART II OTHER INFORMATION

#### ITEM 1. LEGAL PROCEEDINGS

None.

#### ITEM 2. CHANGES IN SECURITIES AND USE OF PROCEEDS

None.

#### ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

#### ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

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During the quarter ended September 30, 2003, no matters were submitted to a vote of security holders of the Company through the solicitation of proxies or otherwise.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) Exhibits.

Exhibit 31.1: Certification of Chief Executive Officer pursuant to Rule 13a-14(a)

Exhibit 31.2: Certification of Acting Chief Financial Officer pursuant to Rule 13a-14(a)

Exhibit 32: Certification pursuant to Rule 13a-14(b) and Section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of Section 1350, Title 18, United States Code)

(b) Reports on Form 8-K

None.

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SIGNATURES

In accordance with the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

ORTHODONTIX, INC.  
(Registrant)

Dated: November 12, 2003

By: /s/ Glenn L. Halpryn

-----  
Glenn L. Halpryn  
Chairman and President (Principal  
Executive Officer)

Dated: November 12, 2003

By: /s/ Alan Jay Weisberg

-----  
Alan Jay Weisberg  
Acting Chief Financial Officer

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(Principal Financial and  
Accounting Officer)

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ORTHODONTIX, INC.  
CONDENSED BALANCE SHEETS

| ASSETS                                    | SEPTEMBER 30, 2003<br>(UNAUDITED) | DECEMBER<br>2002 |
|---|-----------------------------------|------------------|
|   | -----                             | -----            |
| Current assets:                           |                                   |                  |
| Cash and cash equivalents                 | \$ 756,053                        | \$ 807,          |
| Prepaid expenses and other current assets | 8,785                             | 24,              |
|   | -----                             | -----            |
| Total current assets                      | 764,838                           | 831,             |
| Notes and other receivables               | -                                 | 43,              |
|   | -----                             | -----            |
| Total assets                              | \$ 764,838                        | \$ 875,          |
|   | =====                             | =====            |
| LIABILITIES AND STOCKHOLDERS' EQUITY      |                                   |                  |
| Current liabilities:                      |                                   |                  |
| Accounts payable and accrued liabilities  | \$ 63,219                         | \$ 79,           |
|   | -----                             | -----            |
| Total current liabilities                 | 63,219                            | 79,              |
|   | -----                             | -----            |

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Commitments

Stockholders' equity:

|   |             |             |
|---|-------------|-------------|
| Preferred stock, \$.0001 par value, 100,000,000 shares authorized, no shares issued and outstanding   | -           |             |
| Common stock, \$.0001 par value, 100,000,000 shares authorized, 2,915,428 shares issued and outstanding at September 30, 2003 and December 31, 2002 | 292         |             |
| Additional paid-in capital  | 4,232,821   | 4,232,821   |
| Accumulated deficit   | (3,531,494) | (3,436,821) |
|   | -----       | -----       |
| Total stockholders' equity  | 701,619     | 796,821     |
|   | -----       | -----       |
| Total liabilities and stockholders' equity  | \$ 764,838  | \$ 875,821  |
|   | =====       | =====       |

The accompanying notes are an integral part of these condensed financial statements.

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ORTHODONTIX, INC.  
CONDENSED STATEMENTS OF OPERATIONS  
(UNAUDITED)

|  | THREE MONTHS ENDED<br>SEPTEMBER 30, |             | NINE MONTHS<br>SEPTEMBER |             |
|--|-------------------------------------|-------------|--------------------------|-------------|
|  | 2003                                | 2002        | 2003                     | 2002        |
|  | -----                               | -----       | -----                    | -----       |
| General and administrative expenses          | \$ 33,018                           | \$ 35,760   | \$ 94,280                | \$ 94,280   |
| Other operating expense                      | -                                   | -           | 4,250                    | -           |
|  | -----                               | -----       | -----                    | -----       |
| Net operating loss                           | (33,018)                            | (35,760)    | (98,530)                 | (94,280)    |
|  | -----                               | -----       | -----                    | -----       |
| Other income (expense):                      |                                     |             |                          |             |
| Interest income                              | 762                                 | 3,602       | 4,003                    | -           |
| Other income                                 | -                                   | -           | -                        | -           |
|  | -----                               | -----       | -----                    | -----       |
| Total other income                           | 762                                 | 3,602       | 4,003                    | -           |
|  | -----                               | -----       | -----                    | -----       |
| Net loss                                     | \$ (32,256)                         | \$ (32,158) | (94,527)                 | \$ (94,280) |
|  | =====                               | =====       | =====                    | =====       |
| Loss per common and common equivalent share: |                                     |             |                          |             |
| Basic  | \$ (0.01)                           | \$ (0.01)   | \$ (0.03)                | \$ (0.03)   |
|  | =====                               | =====       | =====                    | =====       |
| Diluted                                      | \$ (0.01)                           | \$ (0.01)   | \$ (0.03)                | \$ (0.03)   |
|  | =====                               | =====       | =====                    | =====       |
| Weighted average number of common and        |                                     |             |                          |             |



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common equivalent shares outstanding -  
basic and diluted

2,915,428      2,915,428      2,915,428      2,  
=====

The accompanying notes are an integral part of these condensed financial statements.

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ORTHODONTIX, INC.  
CONDENSED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY  
(UNAUDITED)  
for the nine months ended September 30, 2003

|                             | Common<br>Shares | Stock<br>Amounts | Additional<br>Paid-In<br>Capital | Accumulated<br>Deficit | To<br>Stockh<br>Equ |
|-----------------------------|------------------|------------------|----------------------------------|------------------------|---------------------|
|                             | -----            | -----            | -----                            | -----                  | -----               |
| Balance, December 31, 2002  | 2,915,428        | \$ 292           | \$ 4,232,821                     | \$ (3,436,967)         | \$ 796              |
| Net loss for the period     | -                | -                | -                                | (94,527)               | (94                 |
| Balance, September 30, 2003 | 2,915,428        | \$ 292           | \$ 4,232,821                     | \$ (3,531,494)         | \$ 701              |
|                             | =====            | =====            | =====                            | =====                  | =====               |

The accompanying notes are an integral part of these condensed financial statements.

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ORTHODONTIX, INC.  
 CONDENSED STATEMENTS OF CASH FLOWS  
 (UNAUDITED)

|   | NINE MONTHS ENDED<br>SEPTEMBER 30, |              |
|---|------------------------------------|--------------|
|   | 2003                               | 2002         |
|   | -----                              | -----        |
| Cash flows from operating activities:                                       |                                    |              |
| Net loss  | \$ (94,527)                        | \$ (100,092) |
| Adjustments to reconcile net loss to net cash used in operating activities: |                                    |              |
| Loss on collection of notes receivable                                      | 4,250                              | -            |
| Changes in assets and liabilities   | (22,190)                           | (20,239)     |
|   | -----                              | -----        |
| Net cash used in operating activities                                       | (112,467)                          | (120,331)    |
|   | -----                              | -----        |
| Cash flows from investing activities:                                       |                                    |              |
| Payments received from notes receivable                                     | 60,881                             | 28,155       |
| Proceeds from the sale of fixed assets                                      | -                                  | 150          |
|   | -----                              | -----        |
| Net cash provided by investing activities                                   | 60,881                             | 28,305       |
|   | -----                              | -----        |
| Net decrease in cash and cash equivalents                                   | (51,586)                           | (92,026)     |
| Cash and cash equivalents, beginning of period                              | 807,639                            | 915,635      |
|   | -----                              | -----        |
| Cash and cash equivalents, end of period                                    | \$ 756,053                         | \$ 823,609   |
|   | =====                              | =====        |

The accompanying notes are an integral part of these condensed financial statements.

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ORTHODONTIX, INC.  
NOTES TO CONDENSED FINANCIAL STATEMENTS  
SEPTEMBER 30, 2003  
(UNAUDITED)

### 1. BASIS OF PRESENTATION:

The accompanying unaudited condensed financial statements of Orthodontix, Inc. ("Orthodontix" or the "Company") presented herein do not include all disclosures required by accounting principles generally accepted in the United States of America for a complete set of financial statements. In the opinion of management, these financial statements include all adjustments, including normal recurring adjustments, necessary for a fair presentation of the results of interim periods.

The results of operations for the nine months ended September 30, 2003 are not necessarily indicative of the results of operations to be expected for the year ending December 31, 2003. The unaudited condensed financial statements should be read in conjunction with the financial statements and footnotes thereto included in the Company's Annual Report on Form 10-KSB as filed with the Securities and Exchange Commission on March 28, 2003.

### 2. ACCOUNTS PAYABLE AND ACCRUED EXPENSES:

Accounts payable and accrued expenses consist of the following:

|                        | September 30, 2003<br>(Unaudited) | December 31,<br>2002 |
|------------------------|-----------------------------------|----------------------|
| Accounts payable       | \$ 4,214                          | \$ 4,214             |
| Other accrued expenses | 59,005                            | 74,860               |
|                        | <u>\$ 63,219</u>                  | <u>\$ 79,074</u>     |

### 3. EARNINGS PER SHARE:

Basic earnings per share is calculated by dividing the net income or loss by the weighted average number of common shares outstanding during the period. Diluted earnings per share is calculated by dividing net income or loss by the weighted average number of common shares and potential common equivalent shares outstanding during the period. Potential common shares consist of the dilutive effect of outstanding options calculated using the treasury stock method. There were no potential common equivalent shares for the nine months ended September 30, 2003 and 2002.

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ORTHODONTIX, INC.  
NOTES TO CONDENSED FINANCIAL STATEMENTS  
SEPTEMBER 30, 2003, Continued  
(UNAUDITED)

### 4. LOSS ON COLLECTION OF NOTE RECEIVABLE:

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At December 31, 2002, the Company had a note receivable as a result of the termination of the affiliation with a Founding Practice with an outstanding balance of approximately \$65,000. Such note receivable was due in monthly payments through August 2004. On March 31, 2003, the Company entered into an agreement for the Founding Practice to settle the outstanding balance on the note receivable for a payment of approximately \$60,900. As a result of the agreement, the Company recorded other operating expenses in the amount of \$4,250 for the nine months ended September 30, 2003.

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### EXHIBIT INDEX

| Exhibit No. | Description   |
|-------------|---|
| 31.1        | Certification of Chief Executive Officer pursuant to Rule 13a-14(a) |

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- 31.2 Certification of Acting Chief Financial Officer pursuant to Rule 13a-14(a)
- 32 Certification pursuant to Rule 13a-14(b) and Section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of Section 1350, Title 18, United States Code).

CERTIFICATION OF CHIEF EXECUTIVE OFFICER

I, Glenn L. Halpryn, certify that:

1. I have reviewed this quarterly report on Form 10-QSB of Orthodontix, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects

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the financial condition, results of operations and cash flows of the small business issuer as of, and for, the periods presented in this quarterly report;

4. The small business issuer's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the small business issuer and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the small business issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Evaluated the effectiveness of the small business issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

c) Disclosed in this report any change in the small business issuer's internal control over financial reporting that occurred during the small business issuer's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the small business issuer's internal control over financial reporting; and

5. The small business issuer's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the small business issuer's auditors and the audit committee of the small business issuer's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the small business issuer's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the small business issuer's internal control over financial reporting.

Dated: November 12, 2003

By: /s/ Glenn L. Halpryn

-----  
Glenn L. Halpryn  
Chief Executive Officer

Exhibit 31.2

CERTIFICATION OF CHIEF FINANCIAL OFFICER

I, Alan Jay Weisberg, certify that:

1. I have reviewed this quarterly report on Form 10-QSB of Orthodontix, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the small business issuer as of, and for, the periods presented in this quarterly report;

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4. The small business issuer's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the small business issuer and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the small business issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Evaluated the effectiveness of the small business issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

c) Disclosed in this report any change in the small business issuer's internal control over financial reporting that occurred during the small business issuer's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the small business issuer's internal control over financial reporting; and

5. The small business issuer's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the small business issuer's auditors and the audit committee of the small business issuer's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the small business issuer's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the small business issuer's internal control over financial reporting.

Dated: November 12, 2003

By: /s/ Alan Jay Weisberg

-----  
Alan Jay Weisberg  
Acting Chief Financial Officer

Exhibit 32

CERTIFICATION PURSUANT TO RULE 13a-14(b) AND SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002 (SUBSECTIONS (a) AND (b) OF SECTION 1350, TITLE 18, UNITED STATES CODE)

In connection with the Quarterly Report on Form 10-QSB of Orthodontix, Inc. for the period ended September 30, 2003 as filed with the Securities and Exchange Commission (the "Report"), we, Glenn L. Halpryn, Chief Executive Officer of Orthodontix, Inc., and Alan Jay Weisberg, Acting Chief Financial Officer of Orthodontix, Inc., hereby certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of Orthodontix, Inc.

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Dated: November 12, 2003

By: /s/ Glenn L. Halpryn

-----  
Glenn L. Halpryn  
Chief Executive Officer

Dated: November 12, 2003

By: /s/ Alan Jay Weisberg

-----  
Alan Jay Weisberg  
Acting Chief Financial Officer

A signed original of this written statement required by Section 906 has been provided to Orthodontix, Inc. and will be retained by Orthodontix, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.