

RECOM MANAGED SYSTEMS INC DE/  
Form 10QSB  
November 16, 2004

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United States  
Securities And Exchange Commission  
Washington, D.C. 20549

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FORM 10-QSB

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(Mark One)

Quarterly Report Under Section 13 Or 15(d) Of The Securities Exchange Act Of 1934

For The Quarterly Period Ended September 30, 2004

Transition Report Under Section 13 Or 15(d) Of The Securities Exchange Act Of 1934

For The Transition Period From \_\_\_\_\_ To \_\_\_\_\_

Commission File No. \_\_\_\_\_

RECOM MANAGED SYSTEMS, INC.  
(Exact name of small business issuer as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

87-0441351  
(I.R.S. Employer  
Identification No.)

4705 Laurel Canyon Boulevard, Suite 203  
Studio City, California 91607  
(818) 432-4560  
(Address Of Principal Executive Offices)  
(Issuer's Telephone Number)

Check whether the issuer (1) 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

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date: 34,477,539 shares of common stock, par value \$0.001 per share, as of October 31, 2004



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## ADVISEMENTS

Unless the context requires otherwise, "*Recom*", *the company*, "*we*", "*us*", "*our*" and similar terms refer to Recom Managed Systems, Inc. Our common stock, par value \$.001 per share, and our series A preferred stock, par value \$.001 per share, are commonly referred to in this report as our *common shares* and *series A preferred shares*, respectively. The information in this report is current as of the date of this report (September 30, 2004), unless an earlier date is specified.

We prepare our interim consolidated financial statements in accordance with United States generally accepted accounting principles. Our consolidated financial condition and results of operations for the nine-month interim period ended September 30, 2004 are not necessarily indicative of our prospective consolidated financial condition and results of operations for the full fiscal year ended December 31, 2004. The interim consolidated financial statements presented in this report as well as other information relating to our company contained in this report should be read in conjunction with the annual consolidated financial statements and more detailed background information relating to our company and our business contained in our annual report on form 10-KSB for our fiscal year ended December 31, 2003, as amended, together with any reports, statements and information filed with the SEC relating to periods or events occurring after December 31, 2003.

On April 11, 2003, we effected a split in our common shares on a 3:1 forward basis through the mechanism of a stock dividend. Whenever we make any reference in this report to the grant or issuance of common shares or options or warrants to purchase common shares, such reference shall, for comparison purposes, be made in reference to post-split numbers and, in the case of options and warrants, exercise prices, unless we state otherwise.

In this report we make a number of statements, referred to as "*forward-looking statements*", which are intended to convey our expectations or predictions regarding the occurrence of possible future events or the existence of trends and factors that may impact our future plans and operating results. These forward-looking statements are derived, in part, from various assumptions and analyses we have made in the context of our current business plan and information currently available to us and in light of our experience and perceptions of historical trends, current conditions and expected future developments and other factors we believe to be appropriate in the circumstances. You can generally identify forward-looking statements through words and phrases such as "*seek*", "*anticipate*", "*believe*", "*estimate*", "*expect*", "*intend*", "*plan*", "*budget*", "*project*", "*may be*", "*may continue*", "*may likely result*", and similar expressions. When reading any forward looking statement you should remain mindful that actual results or developments may vary substantially from those expected as expressed in or implied by that statement for a number of reasons or factors, such as those relating to: (1) the success of our research and development activities, the development of a viable commercial production model, and the speed with which regulatory authorizations and product launches may be achieved; (2) whether or not a market for our products develops and, if a market develops, the pace at which it develops; (3) our ability to successfully sell our products if a market develops; (4) our ability to attract the qualified personnel to implement our growth strategies, (5) our ability to develop sales, marketing and distribution capabilities; (6) our ability to obtain reimbursement from third party payers for the products that we sell; (7) the accuracy of our estimates and projections; (8) our ability to fund our short-term and long-term financing needs; (9) changes in our business plan and corporate strategies; and (10) other risks and uncertainties discussed in greater detail in the sections of this report, including those captioned "*Plan of Operation*" and *Uncertainties And Other Risk Factors That May Affect Our Future Results And Financial Condition* .

Each forward-looking statement should be read in context with, and with an understanding of, the various other disclosures concerning our company and our business made elsewhere in this report as well as other public reports we file with the United States Securities and Exchange Commission (the "*SEC*"), including our annual report on form 10-KSB for our fiscal year ended December 31, 2003, as amended. You should not place undue reliance on any

forward-looking statement as a prediction of actual results or developments. We are not obligated to update or revise any forward-looking statement contained in this report to reflect new events or circumstances unless and to the extent required by applicable law.

**RECOM MANAGED SYSTEMS, INC.**  
**(A Development Stage Company)**  
**BALANCE SHEET**  
**September 30, 2004**

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**ASSETS**

**CURRENT ASSETS**

Cash and cash equivalents	\$	1,583,697
Prepaid expenses and other current assets		38,105
Total current assets		1,621,802
Property, plant and equipment, net of accumulated depreciation of \$82,920.		159,274
Intangibles - patents, net of accumulated amortization of \$19,506		261,029
<b>TOTAL ASSETS</b>	<b>\$</b>	<b>2,042,105</b>

**LIABILITIES AND STOCKHOLDERS EQUITY**

**CURRENT LIABILITIES**

Accounts payable and accrued expenses	\$	476,520
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**STOCKHOLDERS EQUITY**

Series A convertible preferred stock, \$.001 par value; 10,000,000 shares authorized; 1,042,204 shares issued and outstanding		1,042
Common stock, \$.001 par value; 100,000,000 shares authorized; 33,853,112 shares issued and outstanding		33,853
Additional paid-in capital		13,780,804
Deferred compensation		(8,009)
Deficit accumulated during development stage		(12,242,105)

<b>TOTAL STOCKHOLDERS EQUITY</b>		<b>1,565,585</b>
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<b>TOTAL LIABILITIES AND STOCKHOLDERS EQUITY</b>	<b>\$</b>	<b>2,042,105</b>
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The accompanying notes are an integral part of these financial statements.

**RECOM MANAGED SYSTEMS, INC.**  
**(A Development Stage Company)**  
**STATEMENTS OF OPERATIONS**  
**For The Three and Nine Months Ended September 30, 2004 And 2003 And From Inception**  
**Of Development Stage (November 7, 2000) To September 30, 2004**

	<b>For the Three Months Ended September 30,</b>		<b>For the Nine Months Ended September 30,</b>		<b>From Inception of Development Stage (Nov. 7, 2000 To September 30, 2004</b>
	<b>2004</b>	<b>2003</b>	<b>2004</b>	<b>2003</b>	
Revenue	\$	\$	\$	\$	\$
Research and development	448,078	85,161	880,523	166,910	1,445,654
General and administrative expenses	909,310	827,416	3,905,983	3,262,176	8,950,856
Total expense	1,357,388	912,577	4,786,506	3,429,086	10,396,510
Loss before income taxes	(1,357,388)	(912,577)	(4,786,506)	(3,429,086)	(10,396,510)
Provision for income taxes					
Net loss	\$ (1,357,388)	\$ (912,577)	\$ (4,786,506)	\$ (3,429,086)	\$ (10,396,510)
Preferred dividend	68,258				