Future Healthcare of America
Form 10-Q
November 05, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D. C. 20549

FORM 10-Q

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

For the quarterly period ended September 30, 2015

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

For the transition period from

to

Commission File No. 000-54917

FUTURE HEALTHCARE OF AMERICA

(Exact name of registrant as specified in its charter)

WYOMING	45-5547692
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

5001 Baum Blvd, Suite 770

Pittsburgh, PA 15213

(Address of Principal Executive Offices)

Registrant's Telephone Number: (412) 621-0902

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Sections 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. (1) Yes [X] 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 [X] 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 definition of large accelerated filer , accelerated filer and smaller reporting compan in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer [ ]	Accelerated filer [ ]
Non-accelerated filer [ ]	Smaller reporting company [X]

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

As of November 2, 2015, there were 11,265,631 shares of common stock, par value $0.001, of the registrant issued and outstanding.

PART I - FINANCIAL INFORMATION

The Unaudited Consolidated Financial Statements of Future Healthcare of America, a Wyoming corporation (the Company, FHA, we, our, us and words of similar import) were prepared by management and commence on the following page, together with related notes. In the opinion of management, the Unaudited Consolidated Financial Statements fairly present the financial condition of the Company.

Future Healthcare of America

Index to Unaudited Financial Statements

FUTURE HEALTHCARE OF AMERICA

UNAUDITED CONSOLIDATED BALANCE SHEETS

	September 30, 2015	December 31, 2014
CURRENT ASSETS:		
Cash	$ 547,449	$ 793,193
Accounts receivable	452,133 [1]	355,223 [1]
Prepaid expenses	58,304	64,853
Note receivable	40,000	-
Total current assets	1,097,886	1,213,269
Property and equipment, net	52	101
Deposit	14,112	28,224
Total assets	$ 1,112,050	$ 1,241,594
CURRENT LIABILITIES:		
Accounts payable	$ 65,669	$ 50,963
Accrued expenses	248,735	151,090
Derivative liability	1,293,423	641,010
Deferred revenue	4,578	10,351
CONVERTIBLE SECURED DEBENTURE PAYABLE, net of discount of $0 and $364,994, respectively	1,010,000	645,006
Total current liabilities	2,622,405	1,498,420
Total liabilities	2,622,405	1,498,420
STOCKHOLDERS' (DEFICIT)		
Common stock	11,266	10,616
Additional paid-in capital	1,313,160	1,271,784
Accumulated (deficit)	(2,834,781)	(1,539,226)
Total stockholders' (deficit)	(1,510,355)	(256,826)
Total liabilities and stockholders' deficit	$ 1,112,050	$ 1,241,594

Future Healthcare of America and Subsidiaries Balance Sheet (Parenthetical)

Statement of Financial Position	September 30, 2015	December 31, 2014
Allowance for doubtful accounts	20,200	20,200
Common stock authorized	200,000,000	200,000,000
Common stock par value	0.001	0.001
Common stock outstanding	11,265,631	10,615,631

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

FUTURE HEALTHCARE OF AMERICA

UNAUDITED CONSOLIDATED STATEMENTS OF OPERATIONS

	July 1 to Sept. 30, 2015	July 1 to Sept. 30, 2014	Jan. 1 to Sept. 30, 2015	Jan. 1 to Sept. 30, 2014
REVENUE				
Total Revenue	$ 973,647	$ 1,029,606	$ 2,875,340	$ 2,894,224
COST OF SERVICES				
Total Cost of Services	648,954	738,842	1,987,266	2,143,797
Gross Profit	324,693	290,764	888,074	750,427
OPERATING EXPENSES				
Selling expenses	38,276	15,035	103,530	47,185
General and administrative	121,967	146,935	329,938	412,042
Salaries, wages and related expenses	175,034	153,076	458,951	466,823
Professional and consulting fees	51,612	45,395	198,191	183,722
Total Operating Expenses	386,889	360,441	1,090,610	1,109,772
LOSS FROM OPERATIONS	(62,196)	(69,677)	(202,536)	(359,345)
OTHER INCOME (EXPENSE):				
Interest income	43	38	137	125
Gain/(loss) on derivative	(801,355)	103,842	(652,413)	560,501
Interest expense	(25,250)	(173,881)	(440,744)	(350,622)
Other income (expense)	1	-	1	20,260
Total Other Income (Expense)	(826,561)	(70,001)	(1,093,019)	230,264
LOSS BEFORE INCOME TAXES	(888,757)	(139,678)	(1,295,555)	(129,081)
CURRENT INCOME TAX EXPENSE (BENEFIT)	-	-	-	-
DEFERRED INCOME TAX EXPENSE (BENEFIT)	-	-	-	-
NET LOSS AVAILABLE TO COMMON SHAREHOLDERS	$ (888,757)	$ (139.678)	$ (1,295,555)	$ (129,081)
BASIC LOSS PER COMMON SHARE	$ (0.08)	$ (0.01)	$ (0.12)	$ (0.01)
BASIC WEIGHTED AVERAGE COMMON SHARES OUTSTANDING	10,796,066	10,515,631	10,708,305	10,396,407
DILUTED LOSS PER COMMON SHARE -	$ (0.08)	$ (0.01)	$ (0.12)	$ (0.01)
DILUTED WEIGHTED AVERAGE COMMON SHARES OUTSTANDING	10,796,066	10,515,631	10,708,305	10,396,407

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

FUTURE HEALTHCARE OF AMERICA
UNAUDITED CONSOLIDATED STATEMENTS OF CASH FLOWS

	September 30, 2015	September 30, 2014
Cash Flows from Operating Activities		
Net loss	$ (1,295,555)	$ (129,081)
Adjustments to reconcile net loss to net cash used in operating activities:		
Interest to be paid with stock	75,750	61,778
Stock issued to consultants	7,000	7,000
Depreciation and amortization expense	49	70
Accretion on discount	364,994	288,844
Loss (gain) on derivative instruments	652,413	(560,501)
Change in assets and liabilities:		
Accounts receivable	(96,911)	173,083
Prepaid expenses	20,662	(46,419)
Accounts payable	14,706	(53,022)
Accrued expense	56,921	(9,630)
Deferred revenue	(5,773)	3,759
Net Cash Used in Operating Activities	(205,744)	(264,119)
Cash Flows from Investing Activities:		
Issuance of Note Receivable	(40,000)	-
Net Cash Used in Investing Activities	(40,000)	-
Cash Flows from Financing Activities:		
Net Cash Provided/ (Used) by Financing Activities	-	-
Net Increase (Decrease) in Cash	(245,744)	(264,119)
Cash at Beginning of Period	793,193	1,073,686
Cash at End of Period	$ 547,449	$ 809,567
Supplemental Disclosures of Cash Flow Information		
Cash paid during the periods for:		
Interest	$ -	$ -
Income taxes	$ -	$ -

Supplemental Disclosures of Non-Cash Investing and Financing

Activities:

	For the Nine Months Ended September 30, 2015	2014
NON-CASH EXPENDITURES		
Amortization of discount on note payable	364,994	288,844

Depreciation expense	49	70
Interest expense to be paid with stock	70,750	61,778
Change in FMV of derivative liability	652,413	(560,501)
Expenditures paid with issuance of common stock	7,000	7,000
Total non-cash expenditures	1,095,206	(202,809)

The accompanying notes are an integral part of these financial statements

FUTURE HEALTHCARE OF AMERICA

CONDENSED NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Organization On June 22, 2012, FAB Universal (FAB) formed Future Healthcare of America (FHA), a wholly owned subsidiary. On October 1, 2012, FHA operations were spun-off in a 1 for 1 dividend to the shareholders of record of FAB on September 5, 2012, the record date. On November 14, 2014, FHA organized Future Healthcare Services Corp. (FHS), and transferred all the shares of Interim to FHS. Interim Healthcare of Wyoming, Inc. (Interim), a Wyoming corporation, a wholly owned subsidiary of FHS, was organized on September 30, 1991. Interim operates primarily in the home healthcare and healthcare staffing services in Wyoming and Montana. On April 3, 2007, Interim purchased the operations of Professional Personnel, Inc., d.b.a., Professional Nursing Personnel Pool.

Accounting Estimates - The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Management made assumptions and estimates for determining reserve for accounts receivable, obsolete inventory and in determining the impairment of definite life intangible assets and goodwill. Actual results could differ from those estimated by management.

Cash and Cash Equivalents The Company considers all highly liquid investments with an original maturity date of three months or less when purchased to be cash equivalents. At September 30, 2015, the Company had $107,863 cash balances in excess of federally insured limits.

Accounts Receivable - Accounts receivable consist of trade receivables arising in the normal course of business. At September 30, 2015 and 2014, the Company has an allowance for doubtful accounts of $20,200, which reflects the Company's best estimate of probable losses inherent in the accounts receivable balance. The Company determines the allowance based on known troubled accounts, historical experience, and other currently available evidence. During the three months ended September 30, 2015 and 2014, the Company adjusted the allowance for bad debt by $0.

Depreciation - Depreciation of property and equipment is provided on the straight-line method over the estimated useful lives.

Income /(Loss) Per Share - The Company computes income (loss) per share in accordance with Accounting Standards Board (FASB) Accounting Standards Codification (ASC) Topic 260 Earnings Per Share, which requires the Company to present basic earnings per share and diluted earnings per share when the effect is dilutive (see Note 7).

Leases - The Company accounts for leases in accordance with Financial FASB ASC Topic 840, (formerly Statement of Financial Accounting Standards SFAS No. 13 "Accounting for Leases"). Leases that meet one or more of the capital lease criteria of standard are recorded as a capital lease, all other leases are operating leases.

Income Taxes - The Company accounts for income taxes in accordance with FASB ASC Topic 740 Accounting for Income Taxes. This topic requires an asset and liability approach for accounting for income taxes (see Note 8).

Advertising Costs - Advertising costs are expensed as incurred and amounted to $32,775 and $25,535 for the nine months ending September 30, 2015 and 2014, respectively.

Revenue Recognition - Revenue is generated from various payer s including Medicare, Medicaid, Insurance Companies, and various other entities and individuals. In accordance with FASB ASC Topic 605, Revenue is recognized when persuasive evidence of an arrangement exists, services have been provided, the price of services is fixed or determinable, and collection is reasonably assured. Payments received prior to services being provided are recorded as a liability (deferred revenue) until such services are performed. Revenue is recorded as net revenue where contractual adjustments and discounts are deducted from Gross Revenue to determine net revenue.

FUTURE HEALTHCARE OF AMERICA

CONDENSED NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued

Fair Value of Financial Instruments The Company accounts for fair value measurements for financial assets and financial liabilities in accordance with FASB ASC Topic 820. The authoritative guidance, which, among other things, defines fair value, establishes a consistent framework for measuring fair value and expands disclosure for each major asset and liability category measured at fair value on either a recurring or nonrecurring basis. Fair value is defined as the exit price, representing the amount that would either be received to sell an asset or be paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or liability. As a basis for considering such assumptions, the guidance establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value as follows:

Level 1. Observable inputs such as quoted prices in active markets for identical assets or liabilities;

Level 2. Inputs, other than the quoted prices in active markets, that are observable either directly or indirectly; and

Level 3. Unobservable inputs in which there is little or no market data, which require the reporting entity to develop its own assumptions.

Unless otherwise disclosed, the fair value of the Company s financial instruments including cash, accounts receivable, prepaid expenses, and accounts payable and accrued expenses approximates their recorded values due to their short-term maturities.

Derivative Financial Instruments The Company is required to recognize all of its derivative instruments as either assets or liabilities in the Consolidated Balance Sheets at fair value. The accounting for changes in the fair value (i.e., gains or losses) of a derivative instrument depends on whether it has been designated, and is effective, as a hedge and further, on the type of hedging relationship. For those derivative instruments that are designated and qualify as hedging instruments, a company must designate the hedging instrument, based upon the exposure being hedged, as a fair value hedge, or cash flow hedge. Gains and losses related to a hedge are either recognized in income immediately to offset the gain or loss on the hedged item or are deferred and reported as a component of Accumulated Other Comprehensive Income in the Stockholders' Equity and subsequently recognized in Net income when the hedged item affects Net income. The change in fair value of the ineffective portion of a financial instrument is recognized in Net income immediately. The gain or loss related to financial instruments that are not designated as hedges are recognized immediately in Net income.

Recently Enacted Accounting Standards - In February 2015, the FASB issued Accounting Standards Update No. 2015-02 (ASU 2015-02) "Consolidation (Topic 810): Amendments to the Consolidation Analysis." ASU 2015-02 changes the analysis that a reporting entity must perform to determine whether it should consolidate certain types of legal entities. It is effective for annual reporting periods, and interim periods within those years, beginning after December 15, 2015. Early adoption is permitted, including adoption in an interim period. We do not anticipate the adoption of ASU 2015-02 will have any impact on our consolidated financial statements.

In May 2014, the Financial Accounting Standards Board (FASB) issued a new standard to achieve a consistent application of revenue recognition within the U.S., resulting in a single revenue model to be applied by reporting companies under U.S. generally accepted accounting principles. Under the new model, recognition of revenue occurs when a customer obtains control of promised goods or services in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. In addition, the new standard requires that reporting companies disclose the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. On July 9, 2015, the FASB agreed to delay the effective date by one year. In accordance with the agreed upon delay, the new standard is effective for us beginning in the first quarter of 2018 and we expect to adopt it at that time. The new standard is required to be applied retrospectively to each prior reporting period presented or retrospectively with the cumulative effect of initially applying it recognized at the date of initial application. We have not yet selected a transition method nor have we determined the impact of the new standard on our consolidated condensed financial statements.

FUTURE HEALTHCARE OF AMERICA

CONDENSED NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued

Other recent accounting pronouncements issued by the FASB did not or are not believed by management to have a material impact on the Company s present or future financial statements.

NOTE 2 - GOING CONCERN

The accompanying consolidated financial statements have been prepared in conformity with generally accepted accounting principles of the United States of America, which contemplate continuation of the Company as a going concern. However, the Company has incurred losses, an accumulated deficit and has a short-term note payable in excess of anticipated cash, which is currently past due. These factors raise substantial doubt about the ability of the Company to continue as a going concern. There is no assurance that the Company will be successful in achieving profitable operations. The financial statements do not include any adjustments that might result from the outcome of these uncertainties.

NOTE 3 NOTE RECEIVABLE

On September 1, 2015, the Company extended a $100,000 Promissory Note to F3 & Associates, Inc. The note earns interest at 6% on the outstanding balance and matures October 31, 2015. The balance on the note as of September 30, 2015 was $40,000.

NOTE 4 - PROPERTY & EQUIPMENT

The following is a summary of property and equipment at:

		September 30,	December 31,
	Life	2015	2014
Furniture, fixtures and equipment	2-10 yrs	$ 36,384	$ 36,384
		36,384	36,384

Less: Accumulated depreciation	(36,332)	(36,283)
Property & equipment, net	$ 52	$ 101

Depreciation expense for the nine months ended September 30, 2015 and 2014 was $49 and $70, respectively.

NOTE 5 VARIABLE RATE SENIOR SECURED CONVERTIBLE DEBENTURE

On September 9, 2013, the Company closed a Subscription Agreement by which one institutional investor purchased a) a Variable Rate Senior Secured Convertible Note payable having a total principal amount of $1,010,000, convertible into common shares of the Company at $0.25 per share and maturing March 9, 2015; b) Warrants to purchase a total of 3,030,000 shares of common stock, at $0.50 per share, exercisable for four years, and c) a greenshoe to purchase a total of 2,000,000 shares of common stock at $0.25 per share, exercisable for one year from the closing date. On September 9, 2014 the greenshoe expired unexercised. On March 9, 2015, the Note matured. As the note has not been paid nor extended, the outstanding principal, plus accrued but unpaid interest, liquidated damages and other amounts, became due and payable at the election of the holder. The holder has not made such an election.

FUTURE HEALTHCARE OF AMERICA

CONDENSED NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

NOTE 5 VARIABLE RATE SENIOR SECURED CONVERTIBLE DEBENTURE - Continued

The fair value of the beneficial conversion feature of the warrants and greenshoe totaled $952,254 and was recorded as a derivative liability. The Company recorded a discount on the note for beneficial conversion feature of the note. The $952,254 discount on the beneficial conversion feature was amortized as interest expense over the term of the note. As of September 30, 2015, the Company has amortized $952,254 of the discount, with no remaining unamortized discount being offset against the outstanding balance of the note in the accompanying balance sheet. As of September, 30, 2015, the Company had accrued interest payable on the debenture of $107,552.

NOTE 6 DERIVATIVE FINANCIAL INSTRUMENTS

The Company entered into a variable rate senior secured convertible debenture, wherein the Company agreed to register the underlying share, warrants and greenshoe. The fair value of the beneficial conversion feature of the warrants and greenshoe was estimated using the Black Scholes pricing model and totaled $952,254 upon issuance and was recorded as a derivative liability. As of March 9, 2015 and March 31, 2015, the fair value of the unregistered conversion feature of the Note Payable based on the following assumptions (Life 0, risk-free interest rate 0, volatility of 0, and stock price of $.15 and conversion price of $.25) was $0, resulting in the recording of a gain totaling $233,816. As of September 30, 2015, the fair value of the warrants based on the following assumptions (Life 1.95 years, risk free interest rate 0.64%, volatility of 218.07%, and stock price of $.49 and exercise price of $.50) was $1,293,423, and a loss totaling $801,355 was recorded for the three months ended September 30, 2015.

NOTE 7 FAIR VALUE OF FINANCIAL INSTRUMENTS

The Fair Value Measurement and Disclosure Topic of FASB and ASC:

.

Defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, and establishes a framework for measuring fair value;

.

Establishes a three-level hierarchy for fair value measurement based upon the transparency of inputs to the valuation as of the measurement date;

.

Expands disclosures about financial instruments measured at fair value.

Financial assets and financial liabilities record on the Balance sheet at fair value are categorized based on the reliability of inputs to the valuation techniques as follows:

Level 1: Financial assets and financial liabilities whose values are based on unadjusted quoted prices for identical assets or liabilities in an active market that the Company can access.

Level 2: Financial assets and financial liabilities whose values are based on the following:

Quoted prices for similar assets or liabilities in active markets; Quoted prices for identical or similar assets or liabilities in non-active markets or Valuation models whose inputs are observable, directly or indirectly, for substantially the full term of the assets or liability

Level 3: Financial assets and financial liabilities whose values are based on prices or valuation techniques that require inputs that are both unobservable and significant to the overall fair value measurement. These inputs may reflect our estimates of the assumptions that market participants would use in valuing the financial assets and financial liabilities.

FUTURE HEALTHCARE OF AMERICA

CONDENSED NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

NOTE 7 FAIR VALUE OF FINANCIAL INSTRUMENTS - Continued

The following tables summarize Level 1, 2 and 3 financial assets and financial (liabilities) by their classification in the Consolidated Balance Sheet:

As of September 30, 2015:	Level 1	Level 2	Level 3
Derivative liability Conversion feature of warrants	-	-	(1,293,423)

NOTE 8 - CAPITAL STOCK

Common Stock - The Company has authorized 200,000,000 shares of common stock, $0.001 par value. As of September 30, 2015, 11,265,631 shares were issued and outstanding.

On January 7, 2015, the Company issued 50,000 unregistered common shares valued at $7,000 for consulting services.

On September 10, 2015, the Company issued 600,000 common shares in payment of $35,026 of accrued interest on the variable rate senior secured convertible debenture.

On February 4, 2014, the Company issued 50,000 unregistered common shares valued at $7,000 for consulting services.

On February 18, 2014, the Company issued 226,485 common shares in payment of $24,913 of accrued interest on the variable rate senior secured convertible debenture.

On April 22, 2014, the Company issued 175,897 common shares in payment of $20,200 of accrued interest on the variable rate senior secured convertible debenture.

NOTE 9 WARRANTS AND GREENSHOE

A summary of the status of the warrants granted is presented below for the nine months ended:

	September 30, 2015		December 31, 2014	
	Shares	Weighted Average Exercise Price	Shares	Weighted Average Exercise Price
Outstanding at beginning of period	3,030,000	$ 0.50	5,030,000	$ 0.40
Granted	-	-	-	-
Exercised	-	-	-	-
Forfeited	-	-	-	-
Expired	-	-	(2,000,000)	0.25
Outstanding at end of period	3,030,000	$ 0.50	3,030,000	$ 0.50

On September 9, 2013, the Company closed a Subscription Agreement wherein the Company granted warrants to purchase a total of 3,030,000 shares of common stock, at $0.50 per share, exercisable for four years.

FUTURE HEALTHCARE OF AMERICA

CONDENSED NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

NOTE 10 - INCOME TAXES

The Company accounts for income taxes in accordance with FASB ASC Topic 740, Accounting for Income Taxes which requires the Company to provide a net deferred tax asset or liability equal to the expected future tax benefit or expense of temporary reporting differences between book and tax accounting and any available operating loss or tax credit carryforwards.

Because of the uncertainty surrounding the realization of the loss carryforwards and significant changes in the ownership of the Company, a valuation allowance has been established equal to the tax effect of the loss carryforwards and, therefore, no deferred tax asset has been recognized for the loss carryforwards. The net deferred tax assets are approximately $500,000 as of September 30, 2015, with an offsetting valuation allowance of the same amount.

NOTE 11 LEASES

Operating Lease - The Company leases office space in Casper, Wyoming for $4,892 a month through June 2018. The Company further leases space in Billings, Montana for $1,490 a month through February 2017.

The future minimum lease payments for non-cancelable operating leases having remaining terms in excess of one year as of September 30, 2015 are as follows:

Twelve months ending September 30

Lease Payments

2015

76,584

2016

66,154

2017		44,028
2018		-
2019		-
Thereafter		-
Total Minimum Lease Payments	$	186,766

Lease expense charged to operations was $71,168 and $165,401 for the nine months ended September 30, 2015 and 2014, respectively.

NOTE 12 INCOME/ (LOSS) PER SHARE

The following data shows the amounts used in computing income (loss) per share and the weighted average number of shares of common stock outstanding for the periods presented for the periods ended:

	For the Three Months September 30		For the Nine Months September 30	
	2015	2014	2015	2014
Loss before income taxes (numerator)	$ (888,757)	$ (139,678)	$ (1,295,555)	$ (129,081)
Net loss available to common stockholders (numerator)	(888,757)	(139,678)	(1,295,555)	(129,081)
Weighted average number of common shares outstanding during the period used in loss per share (denominator)	10,796,066	10,515,631	10,708,305	10,396,407

FUTURE HEALTHCARE OF AMERICA

CONDENSED NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

NOTE 12 INCOME/ (LOSS) PER SHARE - Continued

At September 30, 2015 and 2014, the Company had 3,030,000 and 3,030,000, respectively, warrants to purchase common stock of the Company at $0.50 per share, 0 and 2,000,000, respectively, greenshoe to purchase common stock of the Company at $0.25 per share and a convertible debenture payable wherein the holder could convert the note and underlying accrued interest into a minimum of 4,812,716 and 4,139,652, respectively shares of common stock which were not included in the loss per share computation because their effect would be anti-dilutive.

NOTE 13 RELATED PARTY TRANSACTIONS

During the nine months ended September 30, 2015, an entity controlled by the CEO and shareholder of the Company used and paid $98,784 for the leased office space in Palm Beach, Florida. Additionally, the entity controlled by the CEO and shareholder paid for all expenses related to running the office.

NOTE 14 - SUBSEQUENT EVENTS

Subsequent events have been evaluated through the date and time of this report.

On October 6, 2015, the Company received written notice from F3 & Associates, Inc., a California corporation (F3), that F3 has elected to terminate the Merger and Share Exchange Agreement executed by the Company and F3 on September 4, 2015 (the Merger Agreement). The notice of termination was given pursuant to Section 11.1 of the Merger Agreement, which gives to each party the right to terminate the Agreement without liability to the other party if closing of the transactions contemplated thereby has not occurred by September 30, 2015. The termination of the F3 Merger Agreement was disclosed in our Current Report on Form 8-K dated October 6, 2015, filed with the Securities and Exchange Commission on October 13, 2015. Management will continue to work diligently to find acquisition candidates the fit within the direction of the Company, the industry and current customer demand.

On November 2, 2015, the company received a $40,000 check from F3 & Associates, Inc., for repayment of the outstanding Note Receivable.

12

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

Safe Harbor Statement.

Statements made in this Form 10-Q which are not purely historical are forward-looking statements with respect to the goals, plan objectives, intentions, expectations, financial condition, results of operations, future performance and business of the Company, including, without limitation, (i) our ability to gain a larger share of the home healthcare industry, our ability to continue to develop services acceptable to our industry, our ability to retain our business relationships, and our ability to raise capital and the growth of the home healthcare industry, and (ii) statements preceded by, followed by or that include the words "may", "would", "could", "should", "expects", "projects", "anticipates", "believes", "estimates", "plans", "intends", "targets", "tend" or similar expressions.

Forward-looking statements involve inherent risks and uncertainties, and important factors (many of which are beyond the Company's control) that could cause actual results to differ materially from those set forth in the forward-looking statements, including the following, in addition to those contained in the Company's reports on file with the Securities and Exchange Commission: general economic or industry conditions, nationally and/or in the communities in which the Company conducts business, changes in the interest rate environment, legislation or regulatory requirements, conditions of the securities markets, changes in the home healthcare industry, the development of services that may be superior to the services offered by the Company, competition, changes in the quality or composition of the Company's services, our ability to develop new services, our ability to raise capital, changes in accounting principles, policies or guidelines, financial or political instability, acts of war or terrorism, other economic, competitive, governmental, regulatory and technical factors affecting the Company s operations, services and prices.

Accordingly, results actually achieved may differ materially from expected results in these statements. Forward-looking statements speak only as of the date they are made. The Company does not undertake, and specifically disclaims, any obligation to update any forward-looking statements to reflect events or circumstances occurring after the date of such statements.

Business Highlights

Based in Casper, Wyoming, and Billings, Montana, FHA s wholly-owned subsidiary, Interim Healthcare of Wyoming, Inc., a Wyoming corporation (Interim), is an independent franchisee of Interim HealthCare that has been serving its community for 18 years and is providing a wide range of visiting nurse services to the elderly, wounded and sick. It is one of the 300 independent home health agencies that comprise the Interim HealthCare network. Our business consists of providing healthcare services for those in need. We record all revenue and expenses and provide all services under one umbrella. Below is a description of our Home Healthcare and Staffing operations.

As the census (number of patients utilizing facilities) in the hospitals fluctuates, we are taking the necessary steps to position ourselves for the ups and downs of the census for these facilities. Our home healthcare service continued to generate the majority of our revenue during the first nine months of 2015.

During the first nine months of 2015, FHA experienced a 1% decrease in revenue over the first nine months of 2014. This was driven by increases in our Billings, Montana location, off-set by the revenue decreases in Casper, Wyoming home health businesses.

In 2015, we have seen an increase in the census within the hospitals in our Billings, Montana location as well as the utilization of our staffing services in Billings. During 2015, we have seen a significant decrease in the utilization of our private pay business in the Casper, Wyoming location. We have re-established our priorities and goals for this location for the remainder of 2015. As for our operations, we anticipate the trends seen in the first nine months of 2015 to continue throughout 2015. As such, we will continue to evaluate opportunities to expand the realm of services we offer. Promotional activities and operations are being managed as the offices experience fluctuations in the day-to-day activities and as we embark on new business opportunities.

Our home healthcare business continues to be a substantial revenue generator for our Company as our country's population ages and new methods of patient data capture become critical components for delivering high quality, affordable healthcare services in a patient's home. Although this has been a gradual process, we continue to build a solid business that will offer a complimentary package of new technology and traditional services.

Home Healthcare

Through trained health care professionals, FHA provides home care services including senior care and pediatric nursing; physical, occupational and speech therapy. FHA offices deliver quality home care and treat each patient with genuine compassion, kindness and respect. FHA provides health care professionals at all skill levels, including registered nurses, therapists, LPN's and certified home health aides. FHA derives its revenue from multiple payer sources. These include Medicare, Medicaid, Insurance, Medicaid LTW, and Private Payers. Because our officers are located in areas that do not contain a large population base (less than 200,000 residents), we continually explore opportunities to increase our revenue with our current payer sources and expand through new sources of revenue. The healthcare team is utilized across all payer sources, including staffing services. Our customer base comes from referrals from hospitals, rehab facilities, nursing homes, assisted living facilities and previous patients.

In addition to our professional team, we employ a management team at each facility to handle the day to day direction of the office. This is provided by our Administrators. We also have a Director of Nursing in each location. This person is responsible for the day to day oversight of the service providers and ensuring the certified professionals obtain the necessary training to maintain their certificates as well as the training necessary to be in compliance with all regulating organizations.

Staffing

FHA provide nurses, nurse aides and management services to hospitals, prisons, schools, corporations and other health care facilities. FHA s success is based on our ability to recruit the best health care professionals and the responsiveness of our local managers to fill the needs of our clients in a timely manner. Additionally, we work with our clients should they decide they would like to hire our service professional on a full time basis. Another key to our success is the personal relationship that our management and sales team build with each of our existing and new clients. As noted previously, in order to reduce turnover of our service team by providing as many hours as possible, similar to the hours of a full-time employee, we utilize the same service team members across all payer sources.

As each of our businesses is located in smaller based population areas of the country, the competition is significantly heightened and the relationships maintained with our clients become very critical to the continued success of our operations.

As we provide diversified services and accept payments from multiple payer sources, we are not heavily dependent on a few clients in order for our business to be successful.

Termination of Merger Agreement

On October 6, 2015, the Company received written notice from F3 & Associates, Inc., a California corporation (F3), that F3 has elected to terminate the Merger and Share Exchange Agreement executed by the Company and F3 on September 4, 2015 (the Merger Agreement). The notice of termination was given pursuant to Section 11.1 of the Merger Agreement, which gives to each party the right to terminate the Agreement without liability to the other party if closing of the transactions contemplated thereby has not occurred by September 30, 2015. The termination of the F3 Merger Agreement was disclosed in our Current Report on Form 8-K dated October 6, 2015, filed with the Securities and Exchange Commission on October 13, 2015. Management will continue to work diligently to find acquisition candidates the fit within the direction of the Company, the industry and current customer demand.

Results of Operations

Nine Months Ended September 30, 2015 and 2014.

During the nine months ended September 30, 2015, FHA recorded revenues of $2,875,340, a 1% decrease over revenues of $2,894,224 for the same period in 2014. The decrease for 2015 reflects a decrease in revenue for home healthcare services in the Casper, Wyoming location, with an off-set from an increase in revenue in the Billings, Montana location.

For the nine months ended September 30, 2015, cost of services totaled $1,987,266, a 7% decrease compared to $2,143,797 in the comparable period of 2014. This is a reflection of the costs associated with the change in the mix of revenue as well as the locations managing employment levels. FHA posted a gross profit of $888,074 during the first nine months of 2015, versus a gross profit of $750,427 for the first nine months of 2014, an increase of 18%. The increase in gross margin was driven because revenue increased, and we were able to manage our employment levels.

FHA recorded total operating expenses of $1,090,610 during the first nine months of 2015, a 2% decrease as compared to operating expenses of $1,109,772 in the same period of 2014. General and administrative expenses totaled $329,938 in the first nine months of 2015 versus $412,042 in the first nine months of 2014, a decrease of 20%, due to a decrease in rent and office supplies. Consulting fees increased from $183,722 to $198,191 when comparing the first nine months of 2014 versus 2015. The increase was driven by consulting fees incurred as the company continued to search for growth opportunities through potential acquisition strategies. Salaries, wages and related expenses decreased to $458,951 in the first nine months of 2015 from $466,823 in 2014, a decrease of 2% due to a reduction in personnel. Selling expenses in the first nine months of 2015 were $103,530 versus $47,185 in the comparable period of 2014 driven by increased investor relations services.

For the first nine months of 2015, other expense included a $652,413 for recognition of a loss on the derivative liability and interest expense of $364,994 for the accretion of the discount on the note payable as well as $75,750 of interest expense on the note payable.

For the first nine months of 2014, other expense included a $560,501 for recognition of a gain on the derivative liability and interest expense of $288,844 for the accretion of the discount on the note payable as well as $61,788 of interest expense on the note payable.

FHA s net loss available to common shareholders was $1,295,555 for the first nine months of 2015. This represents a $1,166,474 increase from our net loss of $129,081 in the first nine months of 2014, driven by non-cash expense for loss on derivative liability and accretion of the discount on the note payable.

<u>Three Months Ended September 30, 2015 and 2014.</u>

During the three months ended September 30, 2015, FHA recorded revenues of $973,647, a 5% decrease over revenues of $1,029,606 for the same period in 2014. The decrease reflects a decrease in revenue driven by a decrease in our home healthcare business in Casper, Wyoming off-set by staffing services in Billings, Montana.

For the quarter ended September 30, 2015, cost of services totaled $648,954, a 12% decrease as compared to $738,842 in the comparable period of 2014. This is a reflection our focus to obtain more profitable business in Casper, Wyoming with a shift in the revenue mix to the higher margin business, thus resulting in FHA posting a gross profit of $324,693 during the third quarter 2015, versus a gross profit of $290,764 for the third quarter of 2014, an increase of 12%.

FHA recorded total operating expenses of $386,889 during the third quarter of 2015, a 7% increase as compared to operating expenses of $360,441 in the same period of 2014. General and administrative expenses totaled $121,967 in the third quarter 2015 versus $146,935 in the third quarter 2014, a decrease of 17%, due to a decrease in rent expense.

Consulting fees increased to $51,612 from $45,395 when comparing the third quarter of 2015 versus 2014. The increase was driven by consulting fees incurred by the Company for training purposes. Salaries, wages and related expenses increased to $175,034 in the third quarter of 2015 from $153,076 in 2014, an increase of 14% due to an increase in personnel. Selling expenses in the third quarter of 2015 were $38,276 versus $15,035 in the comparable quarter of 2014, driven by investor relations services.

Other expense included $801,355 for recognition of a loss on the derivative liability and $25,250 of interest expense on the note payable for the third quarter of 2015.

FHA s net loss available to common shareholders was $888,757 for the third quarter of 2015. This represents a $749,079 increase from our net loss of $139,678 in the third quarter of 2014, driven by non-cash expense for the loss on the derivative liability.

Liquidity and Capital Resources.

Cash on hand was $547,449 at September 30, 2015, a decrease of $245,744 from the $793,193 on hand at December 31, 2014. Cash used in operations for the nine months ended September 30, 2015, was $205,744 versus cash used by operation of $264,119 for the nine months ended September 30, 2014. The decrease is a result of the changes in operations made in our Casper location to drive higher margins. The Company continues to implement changes in the Casper location to assist in correcting the operation results experienced over the past three quarters.

Cash used in investing activities reflects a $40,000 note extended to F3 & Associates Inc. during the third quarter of 2015, due October 31, 2015.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

Not required for smaller reporting companies.

Item 4. Controls and Procedures.

(a) Evaluation of Disclosure Controls and Procedures

Our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934 (the "Exchange Act")), which we refer to as disclosure controls, are controls and procedures that are designed with the objective of ensuring that information required to be disclosed in our reports filed under the Exchange Act, such as this report, is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms. Disclosure controls are also designed with the objective of ensuring that such information is accumulated and communicated to our management, including the Chief Executive Officer and the Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure. There are inherent limitations to the effectiveness of any control system. A control system, no matter how well conceived and operated, can provide only reasonable assurance that its objectives are met. No evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within our company have been detected.

As of September 30, 2015, an evaluation was carried out under the supervision and with the participation of our management, including the Chief Executive Officer and the Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls. Based upon that evaluation, the Chief Executive Officer and the Chief Financial Officer concluded that, as of such date, the design and operation of these disclosure controls were effective to accomplish their objectives at the reasonable assurance level.

(b) Changes in Internal Control over Financial Reporting

No change in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act), occurred during the fiscal quarter ended September 30, 2015 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings.

Future Healthcare of America is involved in routine legal and administrative proceedings and claims of various types. We have no material pending legal or administrative proceedings, other than ordinary routine litigation incidental to our business, to which we or any of our subsidiaries are a party or of which any property is the subject.

While any proceeding or claim contains an element of uncertainty, management does not expect that any such proceeding or claim will have a material adverse effect on our results of operations or financial position.

Item 1A.   Risk Factors.

Not required for smaller reporting companies.

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

None; not applicable.

Item 3.   Defaults Upon Senior Securities.

None; not applicable.

Item 4.   Mine Safety Disclosures.

None; not applicable.

Item 5.   Other Information.

(a)

None; not applicable.

(b) During the quarterly period ended September 30, 2015, there were no changes to the procedures by which shareholders may recommend nominees to the Company s board of directors.

Item 6. Exhibits.

Exhibit No.

Description

31.1

302 Certification of Christopher J. Spencer

31.2

302 Certification of John Busshaus

32

906 Certification.

SIGNATURES

Pursuant to 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.

FUTURE HEALTHCARE OF AMERICA

Date:	*11/5/15*	*By:*	*/s/ Christopher J. Spencer* *Christopher J. Spencer* *Chief Executive Officer and President* *and Director*
Date:	*11/5/15*		*/s/ John Busshaus* *John Busshaus* *Chief Financial Officer*