

RECOM MANAGED SYSTEMS INC DE/  
Form 10QSB  
May 17, 2004

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

**FORM 10-QSB**

(Mark One)

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

For The Quarterly Period Ended March 31, 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: 33,345,262 shares of common stock, par value \$0.001 per share, as of April 30, 2004

TABLE OF CONTENTS

	<b>Page</b>
<b>ADVISEMENTS</b>	<b>i</b>
<b>BALANCE SHEET</b>	<b>1</b>
<b>STATEMENTS OF OPERATIONS</b>	<b>2</b>
<b>STATEMENT OF STOCKHOLDERS EQUITY</b>	<b>3</b>
<b>STATEMENT OF CASH FLOWS</b>	<b>6</b>
<b>NOTES TO FINANCIAL STATEMENTS</b>	<b>8</b>
<b>PLAN OF OPERATION</b>	<b>11</b>
Overview	11
Results Of Operations	12
Plan Of Business Through End Of Fiscal 2005	12
Liquidity And Capital Resources	14
<b>UNCERTAINTIES AND OTHER RISK FACTORS THAT MAY AFFECT OUR FUTURE RESULTS AND FINANCIAL CONDITION</b>	<b>14</b>
Risks Relating To Our Business	14
Risks Relating To An Investment In Our Securities	20
<b>LEGAL PROCEEDINGS</b>	<b>23</b>
<b>CHANGES IN SECURITIES AND USE OF PROCEEDS</b>	<b>23</b>
Modification Of Instruments Defining Rights Of Holders Of Class Of Registered Securities	23
Limitation Or Qualification Of Rights Of Class Of Registered Securities By Issuance Or Modification Of Any Other Class Of Securities	23
Recent Sales Of Unregistered Equity Securities	23
Use Of Proceeds Of Registered Offerings	25
Repurchases Of Equity Securities	25
<b>DEFAULTS UPON SENIOR SECURITIES</b>	<b>25</b>
<b>SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS</b>	<b>25</b>
<b>DISCLOSURE CONTROLS AND PROCEDURES</b>	<b>25</b>
<b>OTHER INFORMATION</b>	<b>25</b>
Voluntary Reports	25
Material Changes To Director Nominee Procedures	25
<b>EXHIBITS AND REPORTS ON FORM 8-K</b>	<b>26</b>
Exhibits	26
Reports on Form 8-K	28
<b>SIGNATURES</b>	<b>28</b>
<b>CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER</b>	<b>29</b>
<b>CERTIFICATION OF PRINCIPAL ACCOUNTING AND FINANCIAL OFFICER</b>	<b>30</b>

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 (May 1, 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 three-month interim period ended March 31, 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.

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. 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**  
**March 31, 2004**

**ASSETS**

<b>CURRENT ASSETS</b>	
Cash and cash equivalents	\$ 3,251,490
Prepaid expenses and other current assets	89,684
	3,341,174
Total current assets	3,341,174
Property, plant and equipment, net of accumulated depreciation of \$39,751	157,855
Intangibles - patents, net of accumulated amortization of \$13,933	183,206
	3,682,235
<b>TOTAL ASSETS</b>	<b>\$ 3,682,235</b>

**LIABILITIES AND STOCKHOLDERS EQUITY**

<b>CURRENT LIABILITIES</b>	
Accounts payable and accrued expenses	\$ 372,308
	372,308
<b>STOCKHOLDERS EQUITY</b>	
Series A convertible preferred stock, \$.001 par value; 10,000,000 shares authorized; 1,786,308 shares issued and outstanding	\$ 1,786
Common stock, \$.001 par value; 100,000,000 shares authorized; 33,141,322 shares issued and outstanding	33,141
Additional paid-in capital	11,959,856
Deferred compensation	(92,848)
Deficit accumulated during development stage	(8,592,008)
	3,309,927
<b>TOTAL STOCKHOLDERS EQUITY</b>	<b>3,309,927</b>
<b>TOTAL LIABILITIES AND STOCKHOLDERS EQUITY</b>	<b>\$ 3,682,235</b>

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

## RECOM MANAGED SYSTEMS, INC.

## (A Development Stage Company) STATEMENTS OF OPERATIONS

For The Quarters Ended March 31, 2004 And 2003 And From Inception  
Of Development Stage (November 7, 2000) To March 31, 2004

	For the Quarters Ended March 31,		From Inception of Development Stage (Nov. 7, 2000) to March 31, 2004
	2004	2003 (Restated)	
Revenue	\$	\$	\$
Research and development	190,255	30,083	755,386
General and administrative expenses	946,154	1,369,126	5,991,027
Total expense	1,136,409	1,399,209	6,746,413
Loss before income taxes	(1,136,409 )	(1,399,209 )	(6,746,413 )
Provision for income taxes			
Net loss	\$ (1,136,409)	\$ (1,399,209)	\$ (6,746,413 )
Preferred dividend	109,334		2,062,500
Net loss attributed to common stockholders	\$ (1,245,743)	\$ (1,399,209)	\$ (8,808,913 )
Basic and diluted loss per share attributed to common stockholders	\$ (0.03)	\$ (0.04)	\$ (0.41 )
Basic and diluted loss per share to common stockholders	\$ (0.04)	\$ (0.04)	\$ (0.53 )
Weighted average shares outstanding basic and diluted	33,072,549	31,250,844	16,614,443

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

**RECOM MANAGED SYSTEMS, INC.**  
**(A Development Stage Company) STATEMENT OF STOCKHOLDERS EQUITY**  
**From Inception Of Development Stage (November 7, 2000) To March 31, 2004**

Common Stock		Series A Convertible Preferred Stock		Additional Paid-in	Deferred	Deficit Accumulated During Development Stage	From Inception (Nov. 7, 2000) To Dec. 31, 2003
Shares	Amount	Shares	Amount	Capital	Compensation		