SIGNET JEWELERS LTD
Form 8-K
May 27, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported):27-05-2010

SIGNET JEWELERS LIMITED

(Exact name of registrant as specified in its charter)

Commission File Number: 1-32349

Bermuda **(State or other jurisdiction of incorporation)**	**(IRS Employer Identification No.)**

Clarendon House
2 Church Street
Hamilton
HM11
Bermuda
(Address of principal executive offices, including zip code)

441 296 5872
(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

[ ] **Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)**

[ ] **Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)**

[ ] **Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))**

[ ] **Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))**

Item No. 2.02 - 1st Quarter Results

signet REPORTS ENCOURAGING FIRST quarter results

HAMILTON, Bermuda, May 27, 2010 - Signet Jewelers Limited ("Signet") (NYSE and LSE: SIG), the world's largest specialty retail jeweler, today announced its results for the 13 weeks ended May 1, 2010 ("first quarter fiscal 2011").

First Quarter Highlights

- **Same store sales: up 5.8%**
- **Total sales: $810.0 million, up 6.2%**
- **Income before income taxes: $76.8 million, up 85.5%**
- **Basic and diluted earnings per share: $0.61 and $0.60, up 96.8% and 93.5%**
- **Free cash flow now expected to be towards the top end of the anticipated $150 million to $200 million range for fiscal 2011**[1]

(1) Fiscal 2010 is the year ended January 30, 2010 and fiscal 2011 is the year ending January 29, 2011.

Terry Burman, Chief Executive of Signet commented: "We are very pleased with our start to the year. Jared and Ernest Jones performed particularly well. Our ability to create differentiated and sought after product, supported by superior customer service and memorable marketing campaigns, is an important driver of sales. We continue to focus on enhancing our sustainable competitive advantages, improving our execution and maintaining a strong balance sheet and financial flexibility. We therefore believe we remain well positioned to gain profitable market share."

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Signet is the world's largest specialty retail jeweler and operated 1,904 stores at May 1, 2010; these included 1,354 stores in the US, where it trades as "Kay Jewelers," "Jared The Galleria Of Jewelry" and under a number of regional names. At that date Signet also operated 550 stores in the UK division, where it trades as "H.Samuel," "Ernest Jones" and "Leslie Davis." Further information on Signet is available at www.signetjewelers.com. See also www.kay.com, www.jared.com, www.hsamuel.co.uk and www.ernestjones.co.uk

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Conference call

There will be a conference call today at 8.30 a.m. EDT (1.30 p.m. BST and 5.30 a.m. Pacific Time) and a simultaneous audio webcast and slide presentation available at www.signetjewelers.com. The slides are available to be downloaded from the website ahead of the conference call. To help ensure the conference call begins in a timely manner, could all participants please dial in 5 to 10 minutes prior to the scheduled start time. The call details are:

US dial-in:	+1 212 444 0895	
European dial-in:	+44 (0)20 7138 0845	
US replay until June 1, 2010:	+1 347 366 9565	Access code: 5573546#
European replay until June 1, 2010:	+44 (0)20 7111 1244	Access code: 5573546#

Quarterly Performance

During the first quarter Signet made good progress towards achieving its financial objectives for fiscal 2011. These are:

- $150 million to $200 million positive free cash flow;
- Capital expenditure of about $80 million;
- Controllable costs(1) to be little changed from fiscal 2010 at constant exchange rates.

(1) Controllable costs exclude net bad debt charge, expense movements resulting from sales variance to plan, the impact of amendments to the Truth In Lending Act and the US vacation entitlement policy change in fiscal 2010.

Sales and operating income

Same store sales were up 5.8%, an encouraging start to fiscal 2011. Total sales rose by 6.2% to $810.0 million (13 weeks to May 2, 2009: $762.6 million), reflecting an underlying increase of 5.2% at constant exchange rates; non-GAAP measure, see Note 13. The breakdown of the performance was as follows:

	US	**UK**	**Signet**
Sales, million	**$667.1**	**$142.9**	**$810.0**
% of total	82.4%	17.6%	100.0%

Change in sales	**US**	**UK**	**Signet**
	%	%	%
Same store sales	7.2	(0.2)	5.8
Change in net store space	(0.4)	(1.5)	(0.6)
Change at constant exchange rates	6.8	(1.7)	5.2
Exchange translation(1)	-	5.5	1.0
Total sales growth as reported	**6.8**	**3.8**	**6.2**

(1) The average pound sterling to US dollar exchange rate was £1/$1.53 (13 weeks to May 2, 2009: £1/$1.45).

Gross margin was $296.3 million (13 weeks to May 2, 2009: $255.5 million), up by 16.0% and by 15.0% at constant exchange rates; non-GAAP measure, see Note 13. Gross margin rate increased by 310 basis points, the factors influencing the change are set out in the table below. Selling, general and administrative expenses benefited from a further small decrease in controllable costs. Other operating income decreased by 6.7% to $27.7 million (13 weeks to May 2, 2009: $29.7 million) as a result of the comparable prior year figure including a gain on foreign exchange of $0.9 million and some of the unfavorable impact of the amendments to the Truth In Lending Act.

Operating income increased by 63.2% to $85.5 million (13 weeks to May 2, 2009: $52.4 million which included a $4.0 million non-recurring, favorable impact from a change in US vacation entitlement policy), up 63.8% at constant exchange rates; non-GAAP measure, see Note 13. Operating margin was 10.6% (13 weeks to May 2, 2009: 6.9%), the factors influencing the change in operating margin are set out in the table below.

Change in operating margin	**US**	**UK**	**Signet**
	%	%	%
Q1 fiscal 2010 operating margin	**9.0**	**(0.9)**	**6.9**(1)
Gross merchandise margin movement	0.9	(1.0)	0.5
Net bad debt movement	1.2	-	1.0
Leverage, primarily of store occupancy costs	1.7	0.5	1.6
Gross margin	**3.8**	**(0.5)**	**3.1**
Selling, general & administrative expenses	1.4	0.2	1.0
Other operating income	(0.5)	0.2	(0.4)
Q1 fiscal 2011 operating margin	**13.7**	**(1.0)**	**10.6** (1)

(1) Includes unallocated costs, principally central costs.

Interest income and expense, income before income taxes and taxation

Interest income was $0.1 million (13 weeks to May 2, 2009: $0.6 million). Interest expense of $8.8 million (13 weeks to May 2, 2009: $11.6 million) benefitted from the repayment of debt and lower fees.

Income before income taxes rose by 85.5% to $76.8 million (13 weeks to May 2, 2009: $41.4 million). The tax rate was 32.3% (13 weeks to May 2, 2009: 36.5%), which is the anticipated rate for fiscal 2011 and similar to the annual rate for fiscal 2010.

Basic and diluted earnings per share increased by 96.8% and 93.5% to $0.61 and $0.60 respectively (13 weeks to May 2, 2009: basic and diluted $0.31).

Cash Flow

Set out below is a summary of Signet's cash flows and movement in net cash/(net debt) for the first quarters of fiscal 2011 and fiscal 2010; non-GAAP measure, see Note 13:

First Quarter

	fiscal 2011	**fiscal 2010**
	($ million)	
Net income	52.0	26.3
Adjustments to reconcile net income to net cash provided by operations	32.7	36.8
Net income adjusted for non-cash items[1]	84.7	63.1
Changes in operating assets and liabilities	99.5	134.9
Net cash provided by operating activities	184.2	198.0
Net cash flows used in investing activities	(6.3)	(8.4)
Free cash flow[1]	177.9	189.6
Facility fees	(1.0)	(8.4)
Net change in Common Shares	0.8	-
	177.7	181.2
Cash & cash equivalents less total debt at start of period	(7.9)	(470.7)
Effect of exchange rate changes on cash & cash equivalents	1.0	0.4
Effect of exchange rate changes on debt	-	(1.1)
Net cash/(net debt)[1]	**170.8**	**(290.2)**

(1) Non-GAAP measure, seeNote 13.

Positive free cash flow was $177.9 million in the 13 weeks to May 1, 2010 (13 weeks to May 2, 2009: $189.6 million); non-GAAP measure, see Note 13. Net income adjusted for non-cash items increased by $21.6 million to $84.7 million (13 weeks to May 2, 2009: $63.1 million). Changes in operating assets and liabilities generated cash flows of $99.5 million (13 weeks to May 2, 2009: $134.9 million). Inventories decreased by $38.9 million (13 weeks to May 2, 2009: $43.2 million decrease) as a result of a better than expected sales performance, store closures and timing differences that are expected to reverse in subsequent quarters. Accounts receivable decreased by $55.1 million (13 weeks to May 2, 2009: $55.3 million decline), reflecting a higher opening level of receivables and an improvement in collection rate offset by higher sales in the first quarter of fiscal 2011.

Net cash flow used in investing activities was $6.3 million (13 weeks to May 2, 2009: $8.4 million). Capital expenditure for fiscal 2011 continues to be planned to be about $80 million, a level broadly consistent with maintenance capital expenditure. Changes in operating assets and liabilities, and investing activities, due to new US space were $2.2 million and $1.1 million respectively.

For fiscal 2011, positive free cash flow is now expected to be towards the top end of the anticipated $150 million to $200 million range, subject to general economic conditions.

In the 13 weeks to May 1, 2010, a sum of $0.8 million (13 weeks to May 2, 2009: nil) was received for the issuance of Common Shares pursuant to Signet's equity compensation programs.

Liquidity

Net cash at May 1, 2010 was $170.8 million (May 2, 2009: $290.2 million net debt); non-GAAP measure, see Note 13. Debt at May 1, 2010 was $276.3 million (May 2, 2009: $359.4 million), with cash and cash equivalents of $447.1 million (May 2, 2009: $69.2 million). During the first quarter of fiscal 2011, there was a prepayment at par of $50.9 million of the private placement notes. In addition, a change was agreed with Signet's revolving credit facility banking group that the facility be reduced to $300 million from $370 million. The facility was undrawn at May 1, 2010 (May 2, 2009: $40.0 million).

Operating Review

US division (~80% of annual sales)

The US division's sales were up by 6.8% to $667.1 million (13 weeks to May 2, 2009: $624.9 million), see table below for analysis. Same store sales were up 7.2%. Operating income increased by 61.5% to $91.1million (13 weeks to May 2, 2009: $56.4 million, which included a $4.0 million non-recurring, favorable impact from the change in vacation entitlement policy). The operating margin was 13.7% (13 weeks to May 2, 2009: 9.0%); see table above for an analysis of the movement in operating margin.

			Change from previous year		
First quarter fiscal 2011	**Sales**	**Average unit selling price**	**Total sales**	**Same store sales**	**Average unit selling price**
Kay	$386.8m	$322	4.0%	4.2%	6.0%
Regional brands	$76.9m	$339	(6.4)%	2.7%	(1.4)%
Jared	$203.4m	$741(1)	19.0%	15.8%	2.9%(1)
US	**$667.1m**	**$380**(1)	**6.8%**	**7.2%**	**5.1%**(1)

(1) Excludes the charm bracelet category.

While the wider economic environment in the US remains challenging, the division continued to benefit from both its sustainable competitive advantages, as many competitors are financially constrained, and the accelerated level of capacity reduction within the sector in recent years. Kay achieved a further increase in same store sales. Jared's sales increase reflected a continued recovery in expenditure among households with above average incomes and the impact of merchandising initiatives. Set out above is the sales performance by format. In the US division, average selling price rose by 5.1%, excluding the charm bracelet category in Jared, as a result of changes in mix and selective price increases.

Gross merchandise margin was up 90 basis points, benefitting from price increases implemented during the quarter, lower average diamond inventory costs and favorable changes in the sales mix, offsetting a higher cost of gold. As a result of higher than anticipated diamond and gold costs, it is now expected that the US division's gross merchandise margin for fiscal 2011 will be broadly similar to the level of fiscal 2010, however this remains subject to future movements in commodity costs.

Credit participation was little changed at 51.6% (13 weeks to May 2, 2009: 51.2%). The net bad debt to total sales ratio was down by 120 basis points over the comparable period in fiscal 2010, with an underlying improvement in performance being evident. While some of the amendments to the Truth In Lending Act were implemented on February 22, 2010, their full impact on fiscal 2011 remains uncertain and continues to have an expected net direct adverse impact on operating income in the $15 million to $20 million range.

During the first quarter of fiscal 2011, costs continued to be tightly managed and controllable expenses were slightly below last year, with a small benefit from the fiscal 2010 cost saving program continuing into the first quarter of fiscal 2011. The additional impact of the cost saving program in the balance of fiscal 2011 is expected to be minimal.

Net cash flows used in investing activities in the US were $5.3 million (13 weeks to May 2, 2009: $7.0 million). Stores opened and closed in the quarter, together with planned changes for the balance of fiscal 2011 are set out below.

	Kay mall	**Kay Off-mall**	**Regionals**	**Jared**[1]	**Total**	**Annual net space change**
January 30, 2010	794	129	260	178	1,361	(1)%
Opened	-	-	-	1	1	
Closed	(4)	(2)	(2)	-	(8)	
May 1, 2010	**790**	**127**	**258**	**179**	**1,354**	
Openings, planned	5	2	-	1	8	
Closures, forecast	(7)	(2)	(34)	-	(43)	
January 29, 2011	788	127	224	180	1,319	(2)%

(1) A Jared store is equivalent in size to just over four mall stores.

UK division (~20% of annual sales)

The UK division's sales were up by 3.8% to $142.9 million (13 weeks to May 2, 2009: $137.7 million); see table below for analysis. Same store sales were down 0.2%. There was an operating loss of $1.4 million (13 weeks to May 2, 2009: $1.3 million loss); see table above for an analysis of the movement in operating margin.

			Change from previous year			
First quarter fiscal 2011	**Sales**	**Average unit selling price**	**Total sales**	**Sales at constant exchange rates[1]**	**Same store sales**	**Average unit selling price**
H.Samuel	$74.5m	£54	2.2%	(3.1)%	(2.1)%	

NT FACE="Times New Roman" SIZE="1" COLOR="#000000">**2002**

2001

(unaudited)

(unaudited)

SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION

INTEREST PAID

$	180,842
$	36,735

INCOME TAXES PAID

$	2,700
$	

SUPPLEMENTAL SCHEDULE OF NON-CASH FINANCING ACTIVITIES

During the nine months ended September 30, 2002, the Company entered into the following non-cash transactions:

issued 2,200 shares of Series C 5% Preferred Stock and 40,000 shares of common stock in connection with the private placement

issued 140,000 shares of common stock in exchange for corporate finance and investor relation services to three consulting firms amounting to $216,000

sold to two individuals 250,000 shares of common stock in exchange for two promissory notes totaling $375,000

issued 190,000 shares of common stock in connection with a $241,500 bridge loan

acquired $6,449 of property and equipment under capital lease obligations

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

Table of Contents

NEW CENTURY COMPANIES, INC. AND SUBSIDIARY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2002 (Unaudited)

NOTE 1 NATURE OF BUSINESS

General

New Century Companies, Inc., a California corporation, was incorporated March 1996 and is located in Southern California. The Company (as defined in Note 3) provides after-market services, including rebuilding, retrofitting, and remanufacturing of metal cutting machinery. Once completed, a remanufactured machine is like new with state-of-the-art computers, and the cost to the Company s customers is approximately 40% to 50% of that of a new machine.

The Company currently sells its services by direct sales and through a network of machinery dealers across the United States. Its customers are generally medium- to large-sized manufacturing companies in various industries where metal cutting is an integral part of their businesses. The Company grants credit to its customers who are predominately located in the western United States.

Stock Split

On November 26, 2001, the Company authorized a one-for-10 reverse stock split. All share and per share data have been retroactively restated to reflect the split.

Merger with InternetMercado.com, Inc.

On May 25, 2001, the Company entered into a merger agreement (the Agreement) in which the Company was merged with InternetMercado.com, Inc. (InternetMercado), a public shell company. In accordance with the terms of the Agreement, the following conversions occurred:

Each issued and outstanding share of common stock of the new entity s newly formed, wholly owned subsidiary was converted into one share of the Company s common stock.

Each share of the Company s common stock was converted into shares of InternetMercado s common stock, par value $0.10 per share (the InternetMercado Shares) at the rate of 83.33 InternetMercado Share for each of the Company s shares amounting to an aggregate 1,500,000 InternetMercado Shares.

The transaction has been accounted for as a reverse acquisition, whereby the Company is the accounting acquirer, and the acquisition at InternetMercado has been valued at the net tangible assets of InternetMercado. The capital structure of the Company has been restated to reflect its pro-rata shares exchanged in the transaction and the retained earnings of the Company has been carried at their historical amounts.

Name Change

In June 2001, the Company s name was changed from InternetMercado.com, Inc. to New Century Companies, Inc.

Table of Contents

NEW CENTURY COMPANIES, INC. AND SUBSIDIARY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

NOTE 2 GOING CONCERN

Going Concern

The Company has received a report from its independent auditors that includes an explanatory paragraph describing the uncertainty as to the Company s ability to continue as a going concern. These consolidated financial statements contemplate the ability to continue as such and do not include any adjustments that might result from this uncertainty.

NOTE 3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Principles of Consolidation

The consolidated financial statements include the accounts of New Century Companies, Inc. and its wholly owned subsidiary, New Century Remanufacturing (collectively, the Company). All significant intercompany accounts and transactions have been eliminated in consolidation.

Interim Unaudited Financial Information

The unaudited financial information furnished herein reflects all adjustments, consisting only of normal recurring adjustments, which in the opinion of management, are necessary to fairly state the Company s financial position, the results of operations, and cash flows for the periods presented. The results of operations for the six months ended June 30, 2002 are not necessarily indicative of results for the entire fiscal year ending December 31, 2002.

The information with respect to the nine months ended September 30, 2002 and 2001 is unaudited.

Revenue Recognition

SERVICE REVENUE

In accordance with Staff Accounting Bulletin No. 101, Revenue Recognition in Financial Statements, service revenues are billed and recognized in the period the services are rendered and earned and the collection of the related receivable is reasonably assured.

METHOD OF ACCOUNTING FOR LONG-TERM CONTRACTS

In accordance with AICPA s Statement of Position 81-1, Accounting for performance of construction type and certain product-type contracts, the Company uses the percentage-of-completion method of accounting to account for long-term contracts and, therefore, take into account the cost, estimated earnings, and revenue to date on fixed-fee contracts not yet completed. The percentage-of-completion method is used because management considers total cost to be the best available measure of progress on the contracts. Because of inherent uncertainties in estimating costs, it is at least reasonably possible that the estimates used will change within the near term.

Table of Contents

NEW CENTURY COMPANIES, INC. AND SUBSIDIARY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

NOTE 3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Revenue Recognition (Continued)

METHOD OF ACCOUNTING FOR LONG-TERM CONTRACTS (Continued)

The amount of revenue recognized at the statement date is the portion of the total contract price that the cost expended to date bears to the anticipated final cost, based on current estimates of cost to complete. It is not related to the progress billings to customers. Contract costs include all materials, direct labor, machinery, subcontract costs, and allocations of indirect overhead.

Because long-term contracts extend over one or more years, changes in job performance, changes in job conditions, and revisions of estimates of cost and earnings during the course of the work are reflected in the accounting period in which the facts that require the revision become known. At the time a loss on a contract becomes known, the entire amount of the estimated ultimate loss is recognized in the financial statements.

Contracts that are substantially complete are considered closed for financial statement purposes. Revenue earned on contracts in progress in excess of billings (underbillings) is classified as a current asset. Amounts billed in excess of revenue earned (overbillings) are classified as a current liability.

Inventory

Inventory is comprised primarily of work in process and is valued at the lower of cost (first-in, first-out method) or market. Cost components include material, direct labor, machinery, subcontracts, and allocations of indirect overhead.

Income Taxes

The Company provides for income taxes in accordance with Statement of Financial Accounting Standards (SFAS) No. 109, Accounting for Income Taxes. Deferred income taxes are provided on a liability method, whereby deferred tax assets are recognized for deductible temporary differences, and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax bases. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion of all of the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment.

Table of Contents

NEW CENTURY COMPANIES, INC. AND SUBSIDIARY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

NOTE 3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Income Taxes (Continued)

As of April 30, 2001, the Company s federal filing status was changed from S corporation to C corporation status. Under its S corporation status, any profits or losses in the Company were passed on to its shareholders and were not taxed at the corporate level. Taxes recorded on the accompanying financial statements are only those for the period from May 1, 2001 through September 30, 2002 and may not be indicative of future tax provisions.

The pro forma effects of taxes as if the Company had been taxed as a C corporation during the six months ended June 30, 2002 and 2001 would not have an effect on pro forma basic and diluted loss per share as a full valuation allowance was made on the deferred tax benefit.

Loss per Share

Loss per share is presented according to SFAS No. 128, Earnings Per Share. Basic loss per share excludes dilution and is computed by dividing net loss available to common shareholders by the weighted-average number of common shares outstanding for the period. Diluted loss per share reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock. The components of basic and diluted loss per share for the nine months ended September 30, 2002 and 2001 were as follows:

	2002 (unaudited)	2001 (unaudited)
Numerator		
Net loss	$ (396,505)	$ (10,839)
Denominator		
Weighted-average number of common shares outstanding during the period	5,070,930	2,948,830
Assumed exercised stock options and warrants outstanding	*	
Assumed conversion of cumulative, convertible Series B and C Preferred Stock	*	
COMMON STOCK AND COMMON STOCK EQUIVALENTS USED FOR DILUTED INCOME PER SHARE	5,070,930	2,948,830

* The effect of outstanding stock options, committed common stock and preferred stock is not included as the result would be anti-dilutive.

Table of Contents

NEW CENTURY COMPANIES, INC. AND SUBSIDIARY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

NOTE 3 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Reclassifications

Certain amounts included in the prior period financial statements have been reclassified to conform with the current year presentation. Such reclassification did not have any effect on reported net loss.

Estimates

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Recent Issued Accounting Pronouncement

In October 2002, the FASB issued SFAS No. 147, Acquisitions of Certain Financial Institutions. SFAS No. 147 removes the requirement in SFAS No. 72 and Interpretation 9 thereto, to recognize and amortize any excess of the fair value of liabilities assumed over the fair value of tangible and identifiable intangible assets acquired as an unidentifiable intangible asset. This statement requires that those transactions be accounted for in accordance with SFAS No. 141, Business Combinations, and SFAS No. 142, Goodwill and Other Intangible Assets. In addition, this statement amends SFAS No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets, to include certain financial institution-related intangible assets. This statement is not applicable to the Company.

Table of Contents

NEW CENTURY COMPANIES, INC. AND SUBSIDIARY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

NOTE 4 CONTRACTS IN PROGRESS

Contracts in progress as of September 30, 2002 were as follows:

Cumulative costs to date	$	1,772,092
Cumulative gross profit to date		1,663,682
Cumulative revenue earned		3,435,774
Less progress billings to date		4,154,901
NET OVERBILLINGS	$	(719,127)

The following is included in the accompanying balance sheet under these captions as of September 30, 2002:

Costs and estimated earnings on contracts in progress in excess of billings	$	191,251
Billings in excess of costs and estimated earnings on contracts in progress		910,378
NET OVERBILLINGS	$	(719,127)

NOTE 5 NOTES PAYABLE

As of September 30, 2002, notes payable from Citibank was paid off. A new short term loan of $900,000, which is secured by the Company s assets and personally guaranteed by its major shareholders. The loan was subsequently paid off on October 16, 2002.

An unsecured note payable amounting to $250,000 was in default. The Company is currently negotiating its renewal. There is not a guarantee that the Company will be able to benefit from any favorable renewal terms.

NOTE 6 LOANS TO SHAREHOLDERS

As of September 30, 2002, the Company had loans to certain of its shareholders for $428,545, which bear interest at 5% per annum. There is not a specified maturity date, and it is the Company s and shareholders intention not to reduce the balance before December 31, 2002. For the nine months ended September 30, 2002, total interest income from loans to shareholders was $16,200.

Table of Contents

NEW CENTURY COMPANIES, INC. AND SUBSIDIARY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

NOTE 7 SHAREHOLDERS EQUITY

Series C Preferred Stock

In March 2002, the Company authorized 75,000 shares of 5%, cumulative, convertible Series C Preferred Stock. The preferred C shares have a cumulative dividend of $1.25 per share, which is payable on a semi-annual basis on June and December of each year to holders of record on November 30 and May 31, are convertible into 16.667 shares of the Company s common stock, and do not have any voting rights. Upon liquidation of the Company, the Series C preferred shareholder are entitled to a liquidation preference of $25 per share, which is superior to the claim of any other shareholder. The Series C preferred shareholders are not entitled to any distributions above their liquidation preference. As of September 30, 2002, there were not any shareholders of record entitled to dividends. .

As of September 30, 2002, the Company completed the following transactions:

Issued 44,000 shares Preferred stock Series C valued at $25 per share for $1,100,000 in cash

Issued 2,200 shares Preferred stock Series C and 40,000 common shares in exchange for services rendered by the placement agent in connection with a private placement

As the Series C Preferred Stock was issued with a conversion feature at a discount to the trading value of the Company s common stock, the Company has recorded a deemed dividend to its preferred shareholders of $308,029. The deemed dividend is reflected as an increase in the net loss attributable to common shareholders on the accompanying consolidated statements of operations. As of September 30, 2002, cumulative dividends in arrears amounted to $28,875.

Common Stock

The Company has 64,835 shares of committed common stock related to the Series B Preferred Stock (Preferred Series B). The Preferred Series B were converted into common stock when the Registration Statement became effective on November 18, 1999.

During the three months ended September 30, 2002, the Company completed the following transactions:

Issued 140,000 shares in exchange for consulting services rendered to help the Company in the areas of corporate finance, corporate financial relations, investor relation. During the nine months ended September 30, 2002, $82,500 was amortized.

Received two notes subscription receivable valued at $375,000 in aggregate from two individuals in exchange for 250,000 shares of common stock, with initial maturity date on August 22, 2003, bearing an interest of 5% per annum. These notes subscription receivable are treated as reduction to the shareholders equity.

Issued 190,000 shares of common stock in connection with a bridge loan, as an incentive to the purchaser of the bridge loan. In connection with the issuance, the Company recorded interest expense of $266,000.

Table of Contents

NEW CENTURY COMPANIES, INC. AND SUBSIDIARY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)

relations, investor relation. During the nine months ended September 30, 2002, $82,500 was amortized.

Received two notes subscription receivable valued at $375,000 in aggregate from two individuals in exchange for 250,000 shares of common stock with initial maturity date on August 22, 2003, bearing an interest of 5% per,annum. These notes subscription receivable are treated as reduction to the shareholders equity.

Issued 190,000 shares of common stock in connection with a bridge loan, as an incentive to the purchaser of the bridge loan. In connection with the issuance, the Company recorded interest expense of $266,000.

NOTE 8 RELATED PARTY TRANSACTIONS

The Company received a $1,000,000 subscription receivable from employees in exchange for 4,000,000 shares of the Company s common stock. The notes receivable were extended during May 2002 for one year at an interest rate of 10% per annum.

Table of Contents

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

OVERVIEW

On May 25, 2001, the Registrant acquired all of the outstanding capital stock of New Century Remanufacturing, Inc. in exchange for 1,500,000 shares of the Registrant s common stock. For accounting purposes, this acquisition will be treated as a recapitalization of New Century Remanufacturing, Inc. with New Century Remanufacturing, Inc. as the acquirer. Therefore following is a discussion of the results of operations of New Century Remanufacturing, Inc.

RESULTS OF OPERATIONS

Three-month period Ended September 30, 2002 compared to the Three-month period ended September 30, 2001

REVENUE AND GROSS PROFIT MARGIN

The Company generated revenues of $3,075,437 for the three-month period ended September 30, 2002, which was a $1,277,177 or 71 % increase from $1,798,260 in the corresponding period in 2001. The increase is a result of revenue recognized in the quarter associated to a significant progress billing billed.

Gross profit for the three-month period ended September 30, 2002, was $664,129 or 22% of revenue, compared to $594,195 or 33%, in the corresponding period in 2001. This decrease is a result of increased cost of labor and material.

Interest expense for the three-month period ended June 31, 2002, increased to $284,834, compared to $8,551 for the period ended September 30, 2001. The increase of $276,283 is the result of the interest paid in the form of stock on a short term bridge loan and interest associated with the $900,000 secured short term note.

OPERATING EXPENSES

Operating expenses increased by $32,328 or 8%, from $426,412 for the three month period ended September 30, 2001 to $458,740 for the corresponding period in 2002. The increase is the result of a higher increase in rent due to the Company s transfer to a new location, increase in employee health insurance expense, and increase in utility rates.

NET INCOME/LOSS AND EARNING/LOSS PER SHARE

Net loss was $76,779 for the three-month period ended September 30, 2002 compared to a net income of $91,144 for the corresponding period in 2001. The increase in net loss is attributable to costs associated with the expansion of our operations and the cost incurred in moving to a larger facility.

Loss per share for the three-month period ended September 30, 2002 increased by $0.04, from earnings per share of $0.020 for the three month period ended September 30, 2001 to a loss per share of $0.02 for the corresponding period in 2002. The increase was attributable to the interest expense incurred from the bridge note and to a lesser extent the cost of consulting services incurred by the Company on corporate finance and investor relations matters.

Nine-month period Ended September 30, 2002 compared to the Nine-month period ended September 30, 2001

REVENUE AND GROSS PROFIT MARGIN

For the nine-month period ended September 30, 2002, total revenues were $6,646,480, which was an increase of $1,583,824 or 31% from revenues of $5,062,656 in the corresponding period in 2001. The increase is the result of an increase in customer s orders billed.

For the nine-month period ended September 30, 2002, gross profit was $1,360,535 or 20% of revenue, compared to $1,064,207 or 21% of revenue in the corresponding period in 2001, an increase of $296,428. There is no material fluctuation of profit margin between the two periods.

Interest expense for the nine-month period ended September 30, 2002, increase from $36,210 for the nine month ended September 30, 2001 to $446,842 on 2002. The increase of $410,632 is the result of the cost of shares issued to a bridge note holder as interest expense, the cost of the amortization of the discount relating to the warrants on a $250,000 short-term loan and the interest paid on a short term loan of $900,000.

OPERATING EXPENSES

For the nine-month period ended September 30, 2002 operating expenses increased by $415,209 or 46% from $908,489 for the nine month period ended September 30, 2001, to $1,323,698 for the nine month period ended September 30, 2002. This increase is related to our transfer to a larger facility in February 2002, increase in worker compensation expense, property liabilities insurance and health insurance expenses.

NET LOSS AND LOSS PER SHARE

For the nine-month period ended September 30, 2002, we had a net loss of $396,505 compared to a net loss of $10,839 for the corresponding period in 2001. The increase in net loss is attributable to costs associated with the expansion of our operations and the cost incurred in transferring to a larger facility.

For the nine-month period ended September 30, 2002, loss per share increase by $0.141 from $0.004 for the nine-month period ended September 30, 2001 to $0.145 for the corresponding period in 2002. The increase in loss per share is attributable to a discount on deemed dividends of $308,029 related to private placement of our Series C 5% Convertible Preferred Shares, the cost of shares issued to a bridge note holder as interest expense and the cost of consulting services incurred by the Company for corporate finance and investor relation matters.

LIQUIDITY AND CAPITAL RESOURCES

Our primary liquidity needs are to fund capital expenditures. We have financed our working capital requirements through a combination of internally generated cash, short-term loans and private placements.

Cash and cash equivalents were $173,199 as of September 30, 2002. This represents an increase of $135,222 from $37,977 as of September 30, 2001. The increase was primarily due to the proceeds from financing activities.

Net cash used in operating activities increased to $1,009,079 for the nine-month period ended September 30, 2002 due to an increase in operating expenses which primarily relates to the increase in rent and consulting expenses. Also, there was a significant increase in expenses incurred relating to fulfilling the new contracts acquired during the nine months ended September 30, 2002.

Net cash provided by financing activities for the nine-month period ended September 30, 2002 reached $1,604,646, reflecting an increase of $1,446,235 from $158,411 for the nine-month period ended September 30, 2001.

On September 2002 we received $956,605 net from the sale of 44,000 shares of Series C 5% Convertible Preferred Shares in a private placement and $900,000 from a short term loan. These proceeds were used to purchase property and equipment and for working capital.

We intend to pursue external financing sources to meet the cash requirement of ongoing operations. Management is currently seeking to raise additional funds in the form of an equity or debt securities offering, or a combination thereof. However, there is can be no guarantee that we will raise sufficient capital to execute our business plan. To the extent that we are unable to raise sufficient capital, our business plan will require substantial modifications and our operations may be curtailed. These conditions raise substantial doubt about our ability to continue as a going concern. Continuation as a going concern is dependent upon our ability to ultimately attain profitable operations, generate sufficient cash flow to meet obligations, and obtain additional financing as may be required.

RECENT ACCOUNTING PRONOUNCEMENTS

In October 2002, the FASB issued SFAS No. 147, Acquisitions of Certain Financial Institutions. SFAS No. 147 removes the requirement in SFAS No. 72 and Interpretation 9 thereto, to recognize and amortize any excess of the fair value of liabilities assumed over the fair value of tangible and identifiable intangible assets acquired as an unidentifiable intangible asset. This statement requires that those transactions be accounted for in accordance with SFAS No. 141, Business Combinations, and SFAS No. 142, Goodwill and Other Intangible Assets. In addition, this statement amends SFAS No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets, to include certain financial institution-related intangible assets. This statement is not applicable to the Company.

Table of Contents

CRITICAL ACCOUNTING POLICIES

Our discussion and analysis of our financial conditions and results of operations are based upon our consolidated financial statements, which have been prepared in accordance with generally accepted accounting principles in the United States. The preparation of financial statements require management to make estimates and judgments that affect the reported amounts of assets and liabilities, revenues and expenses and disclosures on the date of the financial statements. On an on-going basis, we evaluate our estimates, including, but not limited to, those related to revenue recognition. We use authoritative pronouncements, historical experience and other assumptions as the basis for making judgements. Actual results could differ from those estimates. We believe that the following critical accounting policies affect our more significant judgments and estimates in the preparation of our consolidated financial statements.

Revenue Recognition
Service Revenue
In accordance with Staff Accounting Bulletin No. 101, Revenue Recognition in Financial Statements, service revenues are billed and recognized in the period the services are rendered and earned and the collection of the related receivable is reasonably assured. Service revenues are less than 10% of total revenue in all periods disclosed.

Method of Accounting for Long-Term Contracts
In accordance with AICPA s Statement of Position 81-1, Accounting for performance of construction type and certain product-type contracts, the Company uses the percentage-of-completion method of accounting to account for long-term contracts and, therefore, take into account the cost, estimated earnings, and revenue to date on fixed-fee contracts not yet completed. The percentage-of-completion method is used because management considers total cost to be the best available measure of progress on the contracts. Because of inherent uncertainties in estimating costs, it is at least reasonably possible that the estimates used will change within the near term.

The amount of revenue recognized at the statement date is the portion of the total contract price that the cost expended to date bears to the anticipated final cost, based on current estimates of cost to complete. It is not related to the progress billings to customers. Contract costs include all materials, direct labor, machinery, subcontract costs, and allocations of indirect overhead.

Because long-term contracts extend over one or more years, changes in job performance, changes in job conditions, and revisions of estimates of cost and earnings during the course of the work are reflected in the accounting period in which the facts that require the revision become known. At the time a loss on a contract becomes known, the entire amount of the estimated ultimate loss is recognized in the financial statements.

Contracts that are substantially complete are considered closed for financial statement purposes. Revenue earned on contracts in progress in excess of billings (underbillings) is classified as a current asset. Amounts billed in excess of revenue earned (overbillings) are classified as a current liability.

INFLATION AND CHANGING PRICES

The Company does not foresee any adverse effects on its earnings as a result of inflation or changing prices.

ITEM 3. CONTROLS AND PROCEDURES

(a) Evaluation of Disclosure Controls and procedures

Disclosure Controls and procedures are designed to ensure that information required to be disclosed in the reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed in the reports filed under the Exchange Act is accumulated and communicated to management, including the Chief Executive officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

Within 90 days prior to the filing of this report, the Company carried out an evaluation, under the supervision and with the participation of the Company s management, including the Company s Chief Executive officer and Chief Financial Officer, of the effectiveness of the design and operation of the Company s disclosure controls and procedures. Based upon and as of the date of that evaluation, the Chief Executive officer and Chief Financial Officer concluded that the Company s disclosure control and procedures are effective to ensure that the information required to be disclosed in the reports the Company files and submits under the exchange act is recorded, processed, summarized and reported as and when required.

(b) Changes in Internal Controls

There were no changes in the Company s internal controls or in the other factors that could have significantly affected those controls subsequent to the date of the Company s most recent evaluation.

18

Table of Contents

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

None.

Item 2. Changes in Securities and Use of Proceeds.

In August 2002 the Company issued an aggregate of 140,000 shares of Common Stock to three consulting firms as payment for services. The shares were issued pursuant to an exemption provided by Section 4(2) of the Securities Act of 1933, as amended.

In August 2002 the Company issued 40,000 shares of Common Stock to Peter Rettman for consulting services rendered in connection with the closing of the private placement of Series C 5% convertible Preferred Stock. The shares were issued pursuant to an exemption provided by Section 4(2) of the Securities Act of 1933, as amended.

In August 2002 the Company issued 190,000 to Eric Goldstein as payment for interest on a bridge loan. The shares were issued pursuant to an exemption provided by Section 4(2) of the Securities Act of 1933, as amended.

In August 2002 the Company issued 125,000 shares to Michael Challahan in exchange for a promissory note in the amount of $187,500 due August 22, 2003. The shares were issued pursuant to an exemption provided by Section 4(2) of the Securities Act of 1933, as amended.

In August 2002 the Company issued 125,000 shares to Neil Forman in exchange for a promissory note in the amount of $187,500 due August 22, 2003. The shares were issued pursuant to an exemption provided by Section 4(2) of the Securities Act of 1933, as amended.

Item 3. Defaults Upon Senior Securities

On September 30, 2002, the Company defaulted on a promissory note payable to Gregory Kusnick and Karen J. Gustafson for the principal sum of $250,000 with the maturity date June 21, 2002. The unpaid principal of the promissory note bears interest at eighteen percent (18%) per annum. The Company is currently in the process of negotiating an extension.

Item 4. Submission of Matters to a Vote of Security Holders

None.

Item 5. Other Information

None.

Item 6. Exhibits and Reports on Form 8-K

(a) Exhibits:

99.1 Certification

(b) Reports on Form 8-K:

None.

Table of Contents

SIGNATURES

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

Dated: November 14, 2002

NEW CENTURY COMPANIES, INC.

By: /s/ David Duquette

Name: David Duquette
Title: Chief Executive Officer and Chief Financial Officer

Table of Contents

CERTIFICATION

I, David Duquette, certify that:

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

2. Based on my knowledge, this quarterly 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 quarterly report;

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

4. I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and I have:

a. designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

b. evaluated the effectiveness of the registrant s disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the Evaluation Date); and

c. presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. I have disclosed, based on my most recent evaluation, to the registrant s auditors and the audit committee of registrant s board of directors (or persons performing the equivalent function):

a. all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant s ability to record, process, summarize and report financial data and have identified for the registrant s auditors any material weaknesses in internal controls; and

b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant s internal controls; and

6. I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

November 14, 2002

/s/ David Duquette

David Duquette
Chief Executive Officer and Chief Financial Officer