

BIOSPECIFICS TECHNOLOGIES CORP

Form 10QSB

November 13, 2007

Table of Contents

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

**FORM 10-QSB**

(Mark One)

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

**For the quarterly period ended September 30, 2007**

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

For the transitional period from \_\_\_\_\_ to \_\_\_\_\_

**BIOSPECIFICS TECHNOLOGIES CORP.**  
(Exact name of small business issuer as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation or organization)

**0-19879**  
(Commission file number)

**11-3054851**  
(I.R.S. Employer  
Identification No.)

**35 Wilbur Street**  
**Lynbrook, NY 11563**  
(Address of principal executive office)

**516.593.7000**  
(Issuer's telephone number)

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Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or 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 ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes ☐ No ☒

State the number of shares outstanding of the issuer's classes of common equity, as of the latest practicable date:

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Class of Stock

Common Stock (\$.001 par  
value)

Outstanding November 2, 2007

5,329,501

Transitional Small Business Disclosure Format (Check one): Yes ☐ No ☒

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Table of Contents

**BIOSPECIFICS TECHNOLOGIES CORP.**

**TABLE OF CONTENTS**

|  | <b>Page</b> |
|--|-------------|
| <b><u>PART I – FINANCIAL INFORMATION</u></b>   |             |
| <b>ITEM 1.</b> <u>Consolidated Financial Statements</u>  | 2           |
| <u>Consolidated Balance Sheet as of September 30, 2007</u>   | 2           |
| <u>Consolidated Statements of Operations for the Three and Nine Months Ended September 30, 2007 and 2006</u> | 3           |
| <u>Consolidated Statements of Cash Flows for the Nine Months Ended September 30, 2007 and 2006</u>           | 4           |
| <u>Notes to Consolidated Financial Statements</u>  | 5           |
| <b>ITEM 2.</b> <u>Management’s Discussion and Analysis</u>   | 11          |
| <b>ITEM 3.</b> <u>Controls and Procedures</u>  | 17          |
| <b><u>PART II – OTHER INFORMATION</u></b>  | 18          |
| <b>ITEM 1.</b> <u>Legal Proceedings</u>  | 18          |
| <b>ITEM 2.</b> <u>Unregistered Sales of Equity Securities and Use of Proceeds</u>                            | 18          |
| <b>ITEM 3.</b> <u>Defaults Upon Senior Securities</u>  | 18          |
| <b>ITEM 4.</b> <u>Submission of Matters to a Vote of Security Holders</u>                                    | 18          |
| <b>ITEM 5.</b> <u>Other Information</u>  | 19          |
| <b>ITEM 6.</b> <u>Exhibits</u>   | 19          |

---

Table of Contents

**Introductory Comments – Terminology**

Throughout this quarterly report on Form 10-QSB (this “Report”), the terms “BioSpecifics,” “Company,” “we,” “our,” and “us” refer to BioSpecifics Technologies Corp. and its subsidiaries, Advance Biofactures Corporation (“ABC-NY”), which it still currently owns, Advance Biofactures of Curacao, N.V. (“ABC-Curacao”), which was sold in 2006, and BioSpecifics Pharma GmbH, which was liquidated in 2005. We also owned two dormant companies, BioSpecifics N.V. and Biota N.V., which were liquidated in January 2007.

**Introductory Comments – Forward Looking Statements**

This Report includes “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities and Exchange Act of 1934, as amended. All statements other than statements of historical facts are “forward looking statements” for purposes of these provisions, including any projections of earnings, revenues or other financial items, any statements of the plans and objectives of management for future operations, any statements concerning proposed new products or licensing or collaborative arrangements, any statements regarding future economic conditions or performance, and any statement of assumptions underlying any of the foregoing. In some cases, forward-looking statements can be identified by the use of terminology such as “may,” “will,” “expects,” “plans,” “anticipates,” “estimates,” “potential,” or “continue” or the negative thereof or other comparable terminology. Although we believe that the expectations reflected in the forward-looking statements contained in this Report are reasonable, there can be no assurance that such expectations or any of the forward-looking statements will prove to be correct, and actual results could differ materially from those projected or assumed in the forward-looking statements. Our future financial condition and results of operations, as well as any forward-looking statements, are subject to inherent risks and uncertainties, including but not limited to the risk factors set forth below, and for the reasons described elsewhere in this Report. All forward-looking statements and reasons why results may differ included in this Report are made as of the date hereof, and we assume no obligation to update these forward-looking statements or reasons why actual results might differ.

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Table of Contents**PART I – FINANCIAL INFORMATION****Item 1: Consolidated Financial Statements**

**BIOSPECIFICS TECHNOLOGIES CORP. AND SUBSIDIARIES**  
**Consolidated Balance Sheets**

|   | <b>September<br/>30,<br/>2007</b><br>(unaudited) |
|---|--|
| <b>Assets</b>   |  |
| <b>Current assets:</b>  |  |
| Cash and cash equivalents   | \$ 1,882,232                                     |
| Accounts receivable, net  | 75,314   |
| Prepaid expenses and other current assets   | 113,954  |
| <b>Total current assets</b>   | <b>2,071,500</b>                                 |
| Property, plant and equipment, net  | 43,715   |
| <b>Total assets</b>   | <b>2,115,215</b>                                 |
| <b>Liabilities and Stockholders' Equity</b>   |  |
| <b>Current liabilities:</b>   |  |
| Accounts payable and accrued expenses   | 2,068,131  |
| Deferred revenue  | 1,437,116  |
| Accrued tax and other accrued liabilities of discontinued operations  | 78,138   |
| <b>Total current liabilities</b>  | <b>3,583,385</b>                                 |
| Long-term deferred revenue  | 3,240,912  |
| <b>Stockholders' equity (deficit):</b>  |  |
| Series A Preferred stock, \$.50 par value, 700,000 shares authorized; none outstanding                                      | -  |
| Common stock, \$.001 par value; 10,000,000 shares authorized; 5,449,868 shares issued and outstanding at September 30, 2007 | 5,450  |
| Additional paid-in capital  | 4,542,831  |
| Retained earnings (deficit)   | (7,937,632)                                      |
| Treasury stock, 131,267 shares at cost at September 30, 2007  | (693,957)  |
| Notes receivable from former CEO, shareholder and Chairman and other related party  | (625,774)  |
| <b>Total stockholders' equity (deficit)</b>   | <b>(4,709,082)</b>                               |
| <b>Total liabilities and stockholders' equity</b>   | <b>\$ 2,115,215</b>                              |

See accompanying notes to consolidated financial statements

Table of Contents**BIOSPECIFICS TECHNOLOGIES CORP. AND SUBSIDIARIES****Consolidated Statements of Operations**

(unaudited)

|   | <b>Three Months Ended<br/>September 30,</b> |                     | <b>Nine Months Ended<br/>September 30,</b> |                     |
|---|---|---------------------|--|---------------------|
|   | <b>2007</b>                                 | <b>2006</b>         | <b>2007</b>                                | <b>2006</b>         |
| <b>Revenues:</b>  |   |                     |  |                     |
| Net sales   | \$ 10,128                                   | \$ 5,141            | \$ 22,060                                  | \$ 18,817           |
| Licensing fees  | 289,279                                     | 289,279             | 867,837                                    | 867,837             |
| Consulting fees   | 70,000                                      | 70,000              | 210,000                                    | 163,333             |
|   | 369,407                                     | 364,420             | 1,099,897                                  | 1,049,987           |
| <b>Costs and expenses:</b>  |   |                     |  |                     |
| General and administrative  | 1,001,384                                   | 769,449             | 2,911,798                                  | 2,668,315           |
| Research and development  | 142,582                                     | 134,194             | 601,001                                    | 1,127,406           |
|   | 1,143,966                                   | 903,643             | 3,512,799                                  | 3,795,721           |
| <b>Operating loss from continuing operations</b>                        | <b>(774,559)</b>                            | <b>(539,223)</b>    | <b>(2,412,902)</b>                         | <b>(2,745,734)</b>  |
| <b>Other income (expense):</b>  |   |                     |  |                     |
| Interest income   | 29,253                                      | 73,286              | 107,396                                    | 155,424             |
| Interest expense  | -   | -                   | -  | (521)               |
|   | 29,253                                      | 73,286              | 107,396                                    | 154,903             |
| Loss from continuing operations before benefit (expense) for income tax | (745,306)                                   | (465,937)           | (2,305,506)                                | (2,590,831)         |
| Income tax benefit (expense)  | -   | -                   | (3,600)                                    | -                   |
| <b>Net income (loss) from continuing operations</b>                     | <b>(745,306)</b>                            | <b>(465,937)</b>    | <b>(2,309,106)</b>                         | <b>(2,590,831)</b>  |
| <b>Discontinued operations:</b>   |   |                     |  |                     |
| Net loss from discontinued operations                                   | -   | -                   | -  | (1,115,704)         |
| Net gain on the sale of assets  | -   | -                   | -  | 3,601,071           |
| <b>Net income (loss)</b>  | <b>\$ (745,306)</b>                         | <b>\$ (465,937)</b> | <b>\$ (2,309,106)</b>                      | <b>\$ (105,464)</b> |
| <b>Basic net income (loss) per share:</b>                               |   |                     |  |                     |
| From continuing operations  | \$ (0.14)                                   | \$ (0.09)           | \$ (0.44)                                  | \$ (0.50)           |
| From discontinued operations  | \$ -  | \$ -                | \$ -                                       | \$ 0.48             |
| <b>Basic net income (loss) per share</b>                                | <b>\$ (0.14)</b>                            | <b>\$ (0.09)</b>    | <b>\$ (0.44)</b>                           | <b>\$ (0.02)</b>    |
| <b>Diluted net income (loss) per share:</b>                             |   |                     |  |                     |
| From continuing operations  | \$ (0.14)                                   | \$ (0.09)           | \$ (0.44)                                  | \$ (0.50)           |
| From discontinued operations  | \$ -  | \$ -                | \$ -                                       | \$ 0.48             |
| <b>Diluted net income (loss) per share</b>                              | <b>\$ (0.14)</b>                            | <b>\$ (0.09)</b>    | <b>\$ (0.44)</b>                           | <b>\$ (0.02)</b>    |
| <b>Shares used in computation of basic net income (loss) per share</b>  |   |                     |  |                     |
|   | <b>5,317,324</b>                            | <b>5,234,429</b>    | 5,276,238                                  | 5,215,015           |
|   | <b>5,317,324</b>                            | <b>5,234,429</b>    | 5,276,238                                  | 5,215,071           |

**Shares used in computation of diluted net income (loss)  
per share**

**See accompanying notes to consolidated financial statements**

3

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Table of Contents**BIOSPECIFICS TECHNOLOGIES CORP. AND SUBSIDIARIES****Consolidated Statements of Cash Flows**

(unaudited)

|   | <b>Nine Months Ended<br/>September 30,</b> |                     |
|---|--|---------------------|
|   | <b>2007</b>                                | <b>2006</b>         |
| <b>Cash flows from operating activities:</b>  |  |                     |
| Net loss  | \$ (2,309,106)                             | \$ (2,590,831)      |
| Adjustments to reconcile net loss to net cash provided by operating activities:       |  |                     |
| Depreciation and amortization   | 24,106                                     | 16,617              |
| Issuance of restricted stock for services   | -  | 7,875               |
| Stock-based compensation expense  | 477,363                                    | 485,456             |
| Changes in operating assets and liabilities:  |  |                     |
| Accounts receivable   | (24,190)                                   | 46,222              |
| Prepaid expenses and other current assets   | (69,541)                                   | 11,059              |
| Accounts payable and accrued expenses   | 353,234                                    | 379,560             |
| Employee bonus plan liability   | -  | (6,600)             |
| Deferred revenue  | (702,837)                                  | (606,170)           |
| <b>Net cash provided by (used in) operating activities from continuing operations</b> | <b>(2,250,971)</b>                         | <b>(2,256,810)</b>  |
| <b>Net cash provided by (used in) discontinued operations</b>                         | <b>(321,037)</b>                           | <b>1,011,823</b>    |
| <b>Net cash provided by investing activities from discontinued operations</b>         | <b>-</b>                                   | <b>6,058,713</b>    |
| <b>Cash flows from financing activities:</b>  |  |                     |
| Proceeds received from stock option exercises   | 87,062                                     | -                   |
| Payment to minority shareholders  | -  | (83,406)            |
| <b>Net cash provided by (used in) financing activities from continuing operations</b> | <b>87,062</b>                              | <b>(83,406)</b>     |
| Increase in cash and cash equivalents   | (2,484,946)                                | 4,730,318           |
| Cash and cash equivalents at beginning of year  | 4,367,178                                  | 539,380             |
| <b>Cash and cash equivalents at end of period</b>                                     | <b>\$ 1,882,232</b>                        | <b>\$ 5,269,698</b> |
| <b>Supplemental disclosures of cash flow information:</b>                             |  |                     |
| Cash paid during the periods for:   |  |                     |
| Interest  | \$ -                                       | \$ 521              |
| Taxes   | \$ 3,600                                   | \$ -                |

**Supplemental disclosures of non-cash transactions:**

In March 2007, in full repayment of the \$304,398 loan owed to the Company by Wilbur Street Corporation ("WSC"), WSC offset \$304,398 in back rent due from the Company in repayment of the loan. The transaction was recorded by reducing the rent payable by \$304,398 and the receivable from the former CEO and Chairman by \$98,253 and increasing additional paid in capital by \$206,145.

For the year ended December 31, 2006, the Company reduced its liability to the employee stock bonus plan by issuing \$162,300 of common stock. The remaining balance of \$6,600



was cancelled.

In March 2006, we sold our topical collagenase business to DFB. In order to effectuate the transaction with DFB, we repurchased all of the outstanding shares of ABC-NY and ABC-Curacao held by minority shareholders in exchange for a combination of approximately \$83,000 in cash and 102,574 restricted shares of our treasury stock.

**See accompanying notes to consolidated financial statements**

Table of Contents

**BIOSPECIFICS TECHNOLOGIES CORP.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**September 30, 2007  
(Unaudited)**

**1. ORGANIZATION AND DESCRIPTION OF BUSINESS**

We are a biopharmaceutical company that has been involved in the development of injectable collagenase for multiple indications. We have a development and license agreement with Auxilium Pharmaceuticals, Inc. (“Auxilium”) for injectable collagenase (which Auxilium has named “XIAFLEX<sup>TM</sup>” (formerly known as “AA4500”)) for clinical indications in Dupuytren’s disease, Peyronie’s disease and frozen shoulder (*adhesive capsulitis*), and Auxilium has an option to acquire additional indications that we may pursue, including cellulite and lipomas. Injectable collagenase has completed a pivotal clinical trial for the treatment of Dupuytren’s disease. A Phase III clinical trial had been initiated and was put on clinical hold. In a press release dated September 10, 2007, Auxilium announced that it has restarted its Phase III clinical trials for XIAFLEX<sup>TM</sup> for the treatment of Dupuytren’s disease.

On August 23, 2007, we entered into a license agreement and a clinical research agreement (the “Agreements”) with a third party. In connection with the execution of the Agreements we made certain up-front payments to this third party.

**DISCONTINUED OPERATIONS**

Prior to March 2006, we were a party to an exclusive license agreement with Abbott Laboratories, Inc. and its subsidiaries (“Abbott”), for the production of the active pharmaceutical ingredient (“API” or “API Enzyme”) for topical collagenase. In March 2006, we sold our topical collagenase business to DFB Biotech, Inc. and its affiliates (“DFB”), including all rights to the exclusive license agreement and we were released of any obligations thereunder.

In addition, DFB acquired all of the issued and outstanding shares of Advance Biofactures of Curacao, N.V. (“ABC-Curacao”), pursuant to the Asset Purchase Agreement (the “Asset Purchase Agreement”) between us, DFB and Advance Biofactures Corp. (“ABC-NY”). ABC-Curacao manufactured the API Enzyme, which in its final formulation was marketed by Abbott. The operating results of ABC-Curacao and certain operations of ABC-NY have been classified as discontinued operations in the Consolidated Financial Statements for all periods presented.

At the closing of the Asset Purchase Agreement, DFB (i) acquired from us certain inventory and manufacturing equipment used in the topical collagenase business, (ii) was granted a perpetual royalty free license to use, solely in connection with the topical collagenase business, certain intangible assets retained by us and (iii) was granted the right (for a limited period of time) to use, solely in connection with the topical collagenase business, certain tangible assets retained by us. As part of the sale, we transferred to DFB our FDA manufacturing license.

As consideration for the purchased assets including our API inventory we received \$8 million in cash, DFB’s assumption of certain liabilities, and the right to receive earn out payments in the future based on sales of certain products. In connection with the closing of the Asset Purchase Agreement, we agreed to provide certain technical assistance and certain transition services to DFB in consideration of fees and costs totaling over \$1.4 million. DFB paid to us a partial payment of \$425,000 in respect to the technical assistance to be provided by us. The consulting obligations generally expire during March 2011.

## Table of Contents

On January 8, 2007, we entered into an Amendment to the Asset Purchase Agreement with ABC-NY and DFB (the "Amendment") in order to clarify the intent of the parties with respect to certain provisions of the Asset Purchase Agreement and the parties are discussing further clarifications to address certain concerns raised by Auxilium.

## **2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

### **Basis of Presentation**

The accompanying consolidated financial statements are unaudited, but include all adjustments (consisting only of normal, recurring adjustments) which we consider necessary for a fair presentation of our financial position at such dates and the operating results and cash flows for those periods. Although we believe that the disclosures in our financial statements are adequate to make the information presented not misleading, certain information normally included in financial statements prepared in accordance with accounting principles generally accepted ("GAAP") in the United States (the "U.S.") has been condensed or omitted pursuant to the rules and regulations of the Securities and Exchange Commission (the "SEC") for quarterly reporting.

The information included in this Report should be read in conjunction with the consolidated financial statements and accompanying notes included in our Annual Report on Form 10-KSB for the year ended December 31, 2006 filed with the SEC on September 26, 2007 and our Quarterly Reports on Form 10-QSB for the quarters ended March 31, 2007 and June 30, 2007 filed with the SEC on September 26, 2007.

### **Principles of Consolidation**

The unaudited consolidated financial statements include the accounts of the Company and its majority-owned subsidiaries, Advance Biofactures Corp., ("ABC-NY"), which it still currently owns, Advance Biofactures of Curacao, N.V. ("ABC-Curacao") which was sold in 2006, BioSpecifics of Curacao N.V. and Biota N.V. and its wholly-owned subsidiary, which were liquidated in January 2007, BioSpecifics Pharma GmbH ("Bio Pharma") of Germany, which was liquidated during December 2005, after elimination of inter-company accounts and transactions. Due to the sale of Advanced Biofactures of Curacao N.V. in March 2006 to DFB all accounts of this former subsidiary and certain operations of ABC-NY are classified as discontinued operations in all periods presented.

### **Management Estimates**

The preparation of unaudited consolidated financial statements in conformity with accounting principles generally accepted in the U.S. requires the use of management's estimates and assumptions that affect the amounts reported in the unaudited consolidated financial statements and accompanying notes. Actual results could differ from those estimates.

### **Revenue Recognition**

We recognize revenues resulting from product sales, from licensing and use of our technology, and from other services we sometimes perform in connection with the licensed technology under the guidance of Staff Accounting Bulletin (SAB) No. 104, "Revenue Recognition."

If we determine that separate elements exist in a revenue arrangement under Emerging Issues Task Force Issue No. 00-21, "Revenue Arrangements with Multiple Deliverables" (EITF 00-21), we recognize revenue for delivered elements only when the fair values of undelivered elements are known, when the associated earnings process is complete, when payment is reasonably assured and, to the extent the milestone amount relates to our performance obligation, when our customer confirms that we have met the requirements under the terms of the agreement.



## Table of Contents

Revenues, and their respective treatment for financial reporting purposes, are as follows:

### ***Product Sales***

We recognize revenue from product sales when there is persuasive evidence that an arrangement exists, title passes, the price is fixed or determinable and collectability is reasonably assured. No right of return exists for our products except in the case of damaged goods. To date, we have not experienced any significant returns of our products.

Net sales include the sales of the API Enzyme that are recognized at the time the product is shipped to customers for laboratory use.

### ***License Fees***

We include revenue recognized from upfront licensing and milestone payments in “License Fees” in our unaudited consolidated statements of operations in this Report.

#### ***Upfront License Fees***

We generally recognize revenue from upfront fees when the agreement is signed, we have completed the earnings process and we have no ongoing performance obligation with respect to the arrangement. Nonrefundable upfront technology license fees for product candidates for which we are providing continuing services related to product development are deferred and recognized as revenue over the development period.

#### ***Milestones***

Milestones, in the form of additional license fees, typically represent nonrefundable payments to be received in conjunction with the achievement of a specific event identified in the contract, such as completion of specified development activities and/or regulatory submissions and/or approvals. We believe that a milestone represents the culmination of a distinct earnings process when it is not associated with ongoing research, development or other performance on our part. We recognize such milestones as revenue when they become due and collection is reasonably assured. When a milestone does not represent the culmination of a distinct earnings process, we recognize revenue in a manner similar to that of a nonrefundable upfront license fee.

The timing and amount of revenue that we recognize from licenses of technology, either from upfront fees or milestones where we are providing continuing services related to product development, is primarily dependent upon our estimates of the development period. We define the development period as the point from which research activities commence up to regulatory approval of either our, or our partners', submission assuming no further research is necessary. As product candidates move through the development process, it is necessary to revise these estimates to consider changes to the product development cycle, such as changes in the clinical development plan, regulatory requirements, or various other factors, many of which may be outside of our control. Should the FDA or other regulatory agencies require additional data or information, we would adjust our development period estimates accordingly. The impact on revenue of changes in our estimates and the timing thereof is recognized prospectively over the remaining estimated product development period.

Table of Contents**Consulting and Technical Assistance Services**

We recognize revenues from a consulting and technical assistance contract primarily as a result of our agreement with DFB. Consulting revenues are recognized ratably over the term of the contract. The consulting obligations to DFB generally expire during March 2011.

**Stock-Based Compensation**

Under the provisions of Statement of Financial Accounting Standards (SFAS) No. 123(R), we estimate the fair value of our employee stock awards at the date of grant using the Black-Scholes option-pricing model, which requires the use of certain subjective assumptions. The most significant of these assumptions are our estimates of the expected volatility of the market price of our stock and the expected term of the award. When establishing an estimate of the expected term of an award, we consider the vesting period for the award, our recent historical experience of employee stock option exercises (including forfeitures) and the expected volatility. As required under the accounting rules, we review our valuation assumptions at each grant date and, as a result, our valuation assumptions used to value employee stock-based awards granted in future periods may change.

Further, SFAS 123(R) requires that employee stock-based compensation costs be recognized over the requisite service period, or the vesting period, in a manner similar to all other forms of compensation paid to employees. The allocation of employee stock-based compensation costs to each operating expense line are estimated based on specific employee headcount information at each grant date and estimated stock option forfeiture rates and revised, if necessary, in future periods if actual employee headcount information or forfeitures differ materially from those estimates. As a result, the amount of employee stock-based compensation costs we recognize in each operating expense category in future periods may differ significantly from what we have recorded in the current period.

Employee stock-based compensation expense recognized under SFAS 123(R) was as follows:

|  | <b>Three Months Ended<br/>September 30,</b> |             | <b>Nine Months Ended<br/>September 30,</b> |             |
|--|---|-------------|--|-------------|
|  | <b>2007</b>                                 | <b>2006</b> | <b>2007</b>                                | <b>2006</b> |
| Research and development               | \$ 4,979                                    | \$ 12,576   | \$ 9,219                                   | \$ 73,183   |
| General and administrative             | 224,240                                     | 49,118      | 468,144                                    | 412,273     |
| Total stock-based compensation expense | \$ 229,219                                  | \$ 61,694   | \$ 477,363                                 | \$ 485,456  |

**Stock Option Activity**

A summary of our stock option and warrant activity during the nine months ended September 30, 2007 is presented below:

| <b>Option</b>                        | <b>Total Number<br/>of Shares</b> | <b>Weighted-Average<br/>Exercise Price</b> |
|--------------------------------------|-----------------------------------|--|
| Outstanding as of December 31, 2006  | 1,281,125                         | \$1.17                                     |
| Granted                              | 227,000                           | \$4.50                                     |
| Forfeited                            | (41,573)                          | \$1.87                                     |
| Exercised                            | (84,052)                          | \$1.22                                     |
| Expired                              | -                                 | -  |
| Outstanding as of September 30, 2007 | 1,382,500                         | \$1.41                                     |
| Exercisable as of September 30, 2007 | 1,200,875                         | \$1.55                                     |

The weighted-average grant-date fair value for options granted during the nine months ended September 30, 2007 was \$4.50 per share and \$0.95 per share in the corresponding nine month period of 2006. During the nine months ended September 30, 2007 and 2006, \$87,062 and zero was received from stock options exercised by employees, respectively.

Table of Contents

The aggregate intrinsic value of options outstanding and exercisable as of September 30, 2007 was approximately \$5,239,539. Aggregate intrinsic value represents the total pre-tax intrinsic value, based on the closing prices of our common stock of \$5.80 on September 30, 2007, which would have been received by the option holders had all option holders exercised their options as of that date. Total unrecognized compensation cost related to nonvested stock options outstanding as of September 30, 2007 was \$403,300 which we expect to recognize over a weighted-average period of 1.5 years.

**Recent Accounting Pronouncements**

In September 2006, the FASB issued SFAS No. 157, "Fair Value Measurements" ("SFAS No. 157"). SFAS No. 157 provides a framework for measuring fair value in accordance with GAAP, and expands disclosures regarding fair value measurements and the effect on earnings. SFAS No. 157 is effective for financial statements issued for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years. We are in the process of evaluating the impact SFAS No. 157 will have on our financial position and results of operations.

**3. DISCONTINUED OPERATIONS**

Prior to March 2006, we were a party to an exclusive license agreement with Abbott for the production of the API for topical collagenase. In March 2006 we sold our topical collagenase business to DFB, including all rights to the exclusive license agreement and we were released of any obligations thereunder.

In addition, DFB acquired all of the issued and outstanding shares of ABC-Curacao, pursuant to the Asset Purchase Agreement between us, DFB and ABC-NY. ABC-Curacao manufactured the API Enzyme, which in its final formulation was marketed by Abbott.

At the closing of the Asset Purchase Agreement, DFB (i) acquired from us certain inventory and manufacturing equipment used in the topical collagenase business, (ii) was granted a perpetual royalty free license to use, solely in connection with the topical collagenase business, certain intangible assets retained by us and (iii) was granted the right (for a limited period of time) to use, solely in connection with the topical collagenase business, certain tangible assets retained by us. As part of the sale, we transferred to DFB our FDA manufacturing license.

As consideration for the purchased assets including our API inventory we received \$8 million in cash, DFB's assumption of certain liabilities, and the right to receive earn out payments in the future based on sales of certain products. In connection with the closing of the Asset Purchase Agreement, we agreed to provide certain technical assistance and certain transition services to DFB in consideration of fees and costs totaling over \$1.4 million. DFB paid to us a partial payment of \$425,000 in respect to the technical assistance to be provided by us. In March 2007, DFB paid us an additional \$400,000 under the terms of the agreement. The consulting obligations generally expire during March 2011.

For accounting purposes, the operating results of ABC-Curacao and certain operations of ABC-NY have been classified as discontinued operations in the Consolidated Statement of Operations for all periods presented.

|  | <b>Three Months Ended<br/>September 30,</b> |             | <b>Nine Months Ended<br/>September 30,</b> |                |
|--|---|-------------|--|----------------|
|  | <b>2007</b>                                 | <b>2006</b> | <b>2007</b>                                | <b>2006</b>    |
| Income (loss) from discontinued operations                 | \$ -  | \$ -        | \$ -                                       | \$ (1,115,704) |
| Pre-tax gain (loss) on disposal of discontinued operations | -   | -           | -  | \$ 3,601,071   |



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|  |    |   |    |   |    |   |    |           |
|--|----|---|----|---|----|---|----|-----------|
| Income (loss) from discontinued operations | \$ | - | \$ | - | \$ | - | \$ | 2,485,367 |
|--|----|---|----|---|----|---|----|-----------|

9

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Table of Contents**4. NET LOSS PER SHARE**

In accordance with SFAS No. 128, "Earnings Per Share" (SFAS 128), basic net loss per share amount is computed using the weighted-average number of shares of common stock outstanding during the periods presented, while diluted net loss per share is computed using the sum of the weighted-average number of common and common equivalent shares outstanding. Common equivalent shares used in the computation of diluted earnings per share result from the assumed exercise of stock options, and warrants using the if converted method. For the three and nine months ended September 30, 2007 and 2006, we incurred a net loss from continuing operations and, as such, we did not include the effect of outstanding stock options or warrants in the diluted net loss per share calculations, as their effect would have been anti-dilutive.

The following table summarizes the number of common equivalent shares excluded from the calculation of diluted net loss per share from continuing and discontinued operations reported in the consolidated statement of operations as their effect would have been anti-dilutive:

|               | <b>Three Months Ended<br/>September 30,</b> |             | <b>Nine Months Ended<br/>September 30,</b> |             |
|---------------|---|-------------|--|-------------|
|               | <b>2007</b>                                 | <b>2006</b> | <b>2007</b>                                | <b>2006</b> |
| Stock options | 1,074,531                                   | 1,125,992   | 1,061,844                                  | 1,039,691   |
| Warrants      | 10,000                                      | 10,000      | 10,000                                     | 10,000      |
| Total         | 1,084,531                                   | 1,135,992   | 1,071,844                                  | 1,049,691   |

**5. ACCOUNTS PAYABLE AND ACCRUED EXPENSES**

Accounts payable and accrued expenses consisted of the following:

|   | <b>September 30,<br/>2007</b> | <b>December 31,<br/>2006</b> |
|---|-------------------------------|------------------------------|
| Trade accounts payable and accrued expenses | \$ 1,938,352                  | \$ 1,751,014                 |
| Accrued legal and other professional fees   | 39,462                        | 120,030                      |
| Accrued payroll and related costs           | 90,317                        | 148,252                      |
| Total                                       | \$ 2,068,131                  | \$ 2,019,296                 |

**6. INCOME TAXES**

We recorded minimum income tax provisions for the three and nine month period ended September 30, 2007 of \$3,600 and zero for the comparable period of 2006.

**7. RELATED PARTY TRANSACTIONS**

In March 2007, in full repayment of the \$304,398 loan owed to the Company by Wilbur Street Corporation ("WSC"), WSC offset \$304,398 in back rent due from the Company in repayment of the loan.

Table of Contents

**8. SUBSEQUENT EVENTS**

On October 24, 2007 the Company held its Annual Meeting of Stockholders for the fiscal year 2006. At the meeting, the Company's current directors, Thomas Wegman, Paul Gitman, Henry Morgan, Michael Schamroth, Toby Wegman and Mark Wegman were elected to continue serving as the Company's directors for their respective terms and Tabriztchi & Co., CPA, P.C. was re-appointed as the Company's independent registered public accounting firm. For more information, please see Item 4. "Submission of Matters to a Vote of Security Holders," below.

**Item 2: Management's Discussion and Analysis or Plan of Operation**

*The following discussion should be read in conjunction with the Financial Statements and related notes thereto included elsewhere in this Report.*

**Overview**

We are a biopharmaceutical company that has been involved in the development of injectable collagenase for multiple indications. We have a development and license agreement with Auxilium for injectable collagenase (which Auxilium has named "XIAFLEX™") for clinical indications in Dupuytren's disease, Peyronie's disease and frozen shoulder (*adhesive capsulitis*), and Auxilium has an option to acquire additional indications that we may pursue, including cellulite and lipomas. A Phase III clinical trial had been initiated and was put on clinical hold. In a press release dated September 10, 2007, Auxilium announced that it has restarted its Phase III clinical trials for XIAFLEX™ for the treatment of Dupuytren's disease.

In March 2006, we sold the collagenase topical business to DFB to refocus our efforts on the clinical indications related to our collagenase injection business. Sales of this topical collagenase had declined significantly since the peak year of 1999. Under the terms of the Asset Purchase Agreement, DFB assumed ownership and operation of our wholly-owned subsidiary, ABC-Curacao, where the API is manufactured, along with certain other assets, including our FDA manufacturing license.

Prior to the sale of our collagenase topical business in March 2006, we had been in the business of manufacturing the API for a topical collagenase prescription product. This topical collagenase product is a FDA approved biologic product indicated for debridement of chronic dermal ulcers and severely burned areas. Under the terms of our agreement with Abbott, Abbott compounded the API into a topical collagenase ointment utilizing the API Enzyme manufactured by us. The topical collagenase was sold primarily to long-term care centers.

**Outlook**

We foresee the potential to generate income from limited sources in the next several years. Under the terms of our agreement with DFB, we are scheduled to receive certain contractual anniversary payments and, if DFB exceeds a certain sales target, we would be entitled to an earn out on sales. Under the terms of our agreement with Auxilium, we may receive milestone payments upon their achieving certain regulatory progress and if Auxilium elects to pursue additional indications for injectable collagenase ("Additional Indications"). In addition, as a result of our transaction with DFB in the first quarter of 2006, our costs have been significantly reduced due mainly to the reduction in our workforce. Based on our current business model, we expect to have adequate cash reserves until the third quarter of 2008. In the longer term, a significant portion of our revenues are tied directly to the success of Auxilium in commercializing XIAFLEX™.

## Table of Contents

### **Significant Risks**

We are dependent to a significant extent on third parties, and our principal licensee, Auxilium, may not be able to successfully develop products, obtain required regulatory approvals, manufacture products at an acceptable cost, in a timely manner and with appropriate quality, or successfully market products or maintain desired margins for products sold, and as a result we may not achieve sustained profitable operations.

### **Critical Accounting Policies, Estimates and Assumptions**

The preparation of unaudited consolidated financial statements in conformity with accounting principles generally accepted in the U.S. 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 unaudited consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. These estimates are based on historical experience and on various other assumptions that we believe are reasonable under the circumstances. The information at September 30, 2007 and for the three and nine months ended September 30, 2007 and 2006 is unaudited but includes all adjustments (consisting only of normal recurring adjustments) which, in the opinion of management, are necessary to state fairly the financial information set forth herein. The December 31, 2006 balance sheet amounts and disclosures included herein have been derived from the Company's December 31, 2006 audited consolidated financial statements. The interim results are not necessarily indicative of results to be expected for the full fiscal year. These unaudited consolidated financial statements should be read in conjunction with the audited consolidated financial statements for the years ended December 31, 2006 and 2005 included in the Company's Form 10-KSB filed with the SEC on September 26, 2007 and our Quarterly Reports on Form 10QSB for the quarters ended March 31, 2007 and June 30, 2007 filed with the SEC on September 26, 2007. While our significant accounting policies are described in more detail in the notes to our unaudited consolidated financial statements, we believe the following accounting policies to be critical to the judgments and estimates used in the preparation of our unaudited consolidated financial statements.

**Revenue Recognition.** We recognize revenues from product sales when there is persuasive evidence that an arrangement exists, title passes, the price is fixed and determinable, and payment is reasonably assured. We currently recognize revenues resulting from the licensing and use of our technology and from services we sometimes perform in connection with the licensed technology.

We enter into product development licenses, and collaboration agreements that may contain multiple elements, such as upfront license fees, and milestones related to the achievement of particular stages in product development and royalties. As a result, significant contract interpretation is sometimes required to determine the appropriate accounting, including whether the deliverables specified in a multiple-element arrangement should be treated as separate units of accounting for revenue recognition purposes, and if so, how the aggregate contract value should be allocated among the deliverable elements and when to recognize revenue for each element.

We recognize revenue for delivered elements only when the fair values of undelivered elements are known, when the associated earnings process is complete and, to the extent the milestone amount relates to our performance obligation, when our licensee confirms that we have met the requirements under the terms of the agreement, and when payment is reasonably assured. Changes in the allocation of the contract value between various deliverable elements might impact the timing of revenue recognition, but in any event, would not change the total revenue recognized on the contract. For example, nonrefundable upfront product license fees, for product candidates where we are providing continuing services related to product development, are deferred and recognized as revenue over the development period.

## Table of Contents

Milestones, in the form of additional license fees, typically represent nonrefundable payments to be received in conjunction with the achievement of a specific event identified in the contract, such as completion of specified clinical development activities and/or regulatory submissions and/or approvals. We believe that a milestone represents the culmination of a distinct earnings process when it is not associated with ongoing research, development or other performance on our part. We recognize such milestones as revenue when they become due and payment is reasonably assured. When a milestone does not represent the culmination of a distinct earnings process, we recognize revenue in a manner similar to that of an upfront product license fee.

We recognize revenues from a consulting and technical assistance contract primarily as a result of the Asset Purchase Agreement. Consulting revenues are recognized ratably over the term of the contract. The consulting obligations under the Asset Purchase Agreement generally expire during March 2011.

***Receivables and Deferred Revenue.*** Under our agreement with DFB, we agreed to provide certain technical assistance and transitional services in consideration of fees and costs totaling over \$1.4 million. DFB paid to us a partial payment of \$425,000 in respect to the technical assistance to be provided by us. In March 2007, DFB paid us an additional \$400,000 under the terms of the agreement. The consulting obligations generally expire during March 2011. As of September 30, 2007 the remaining accounts receivable balance due was \$575,000 for future services and was offset by the associated deferred revenues to be recognized in future periods of \$575,000.

***Inventory and Warranty Provisions.*** Our inventories are stated at the lower of cost or realizable market value. In assessing the ultimate realization of inventories, we are required to make judgments as to future demand requirements and compare that with the current inventory levels. In March 2006 we sold our topical collagenase business to DFB, including certain product inventory. As of a result of this sale our product inventory for the three and nine months ended September 30, 2007 was zero.

***Stock Based Compensation.*** Effective January 1, 2006, we account for employee stock-based compensation in accordance with SFAS No. 123, "Share Based Payment (Revised 2004)" ("SFAS 123(R)"), which supersedes our previous accounting under Accounting Principles Board Opinion No. 25, "Accounting for Stock Issued to Employees" ("APB 25"), and related interpretations. We adopted SFAS 123(R) using the modified prospective application transition method, which requires that compensation expense be recognized in the financial statements for all awards granted after the date of adoption as well as for existing awards for which the requisite service has not been rendered as of the date of adoption. The modified prospective transition method does not require restatement of prior periods to reflect the impact of SFAS 123(R).

Under the provisions of SFAS 123(R), we estimate the fair value of our employee stock awards at the date of grant using the Black-Scholes option-pricing model, which requires the use of certain subjective assumptions. The most significant assumptions are our estimates of the expected volatility of the market price of our stock and the expected term of the award. Expected volatility is based on the historical volatility of our common stock. When establishing an estimate of the expected term of an award, we consider the vesting period for the award, our historical experience of employee stock option exercises (including forfeitures) and the expected volatility. As required under the accounting rules, we review our valuation assumptions at each grant date and, as a result, we are likely to change our valuation assumptions used to value employee stock-based awards granted in future periods.

Further, SFAS 123(R) requires that employee stock-based compensation costs be recognized over the requisite service period, or the vesting period, in a manner similar to all other forms of compensation paid to employees. The allocation of employee stock-based compensation costs to each operating expense line are estimated based on specific employee headcount information at each grant date and estimated stock option forfeiture rates and revised, if necessary, in future periods if actual employee headcount information or forfeitures differ materially from those estimates. As a result, the amount of employee stock-based compensation costs we recognize in each operating expense category in future

periods may differ significantly from what we have recorded in the current period.

Table of Contents

**RESULTS OF OPERATIONS**

As a result of selling our topical collagenase business in March 2006, we treated this disposition as discontinued operations and reclassified the financial information reported for all periods presented. Discontinued operations are more fully discussed in Note 3 to our consolidated financial statements, included in this Report.

**THREE-MONTHS ENDED SEPTEMBER 30, 2007 AND SEPTEMBER 30, 2006**

**Revenues**

*Product Revenues, net*

Product revenues include the sales of the API Enzyme recognized at the time it is shipped to customers. From continuing operations, we had a small amount of revenue from the sale of collagenase for laboratory use. For the three months ended September 30, 2007 and 2006 product revenues were \$10,128 and \$5,141, respectively. This increase of \$4,987 or 97% was primarily related to the amount of material required to perform testing by our customers.

*Licensing Revenues*

For each of the three months ended September 30, 2007 and 2006 we recognized licensing revenue of \$289,279. Licensing revenues recognized are related to the cash payments received under the Auxilium Agreement in calendar years 2005 and 2004 and amortized over the expected development period.

Under current accounting guidance, nonrefundable upfront license fees for product candidates where we are providing continuing services related to product development, are deferred and recognized as revenue over the development period. The remaining balance will be recognized over the respective development periods or when we determine that we have no ongoing performance obligations.

*Consulting Services*

We recognize revenues from a consulting and technical assistance contract primarily as a result of the Asset Purchase Agreement. Consulting revenues are recognized ratably over the term of the contract. The consulting obligations under the Asset Purchase Agreement generally expire during March 2011. For the three months ended September 30, 2007 and 2006 consulting revenues were \$70,000 in each period.

**Costs and Expenses**

*Research and Development Activities*

Research and development expenses were \$142,582 and \$134,194 respectively, for the three months ended September 30, 2007 and 2006. This increase of \$8,388 or 6% in research and development expenses was primarily due to higher licensing agreement fees offset by lower personnel costs.

*General and Administrative Expenses*

General and administrative expenses were \$1,001,384 and \$769,449 for the three months ended September 30, 2007 and 2006, respectively. The increase in general and administrative expenses of \$232,935 or 30% was due to stock-based compensation expense, employee-consulting and legal fees partially offset by lower administrative

personnel costs and patent fees.

14

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## Table of Contents

### *Other Income (expense), net*

Other income (expense), net, was \$29,253 and \$73,286 for the three months ended September 30, 2007 and 2006, respectively. The decrease in other income, net of \$44,033 or 60% during the third quarter of 2007 as compared to the 2006 period was primarily due to lower invested balances during the 2007 period.

### *Income Taxes*

The expense for income taxes for the three months ended September 30, 2007 and 2006 was zero, in both periods.

## **NINE-MONTHS ENDED SEPTEMBER 30, 2007 AND SEPTEMBER 30, 2006**

### **Revenues**

#### *Product Revenues, net*

Product revenues include the sales of the API Enzyme recognized at the time it is shipped to customers. From continuing operations, we had a small amount of revenue from the sale of collagenase for laboratory use. For the nine months ended September 30, 2007 and 2006 product revenues were \$22,060 and \$18,817, respectively. This increase of \$3,243 or 17% was primarily related to the amount of material required to perform testing by our customers.

#### *Licensing Revenues*

For the nine months ended September 30, 2007 and 2006 we recognized licensing revenue of \$867,837 in each period. Licensing revenues recognized are related to the cash payments received under the Auxilium Agreement in calendar years 2005 and 2004 and amortized over the expected development period.

Under current accounting guidance, nonrefundable upfront license fees for product candidates where we are providing continuing services related to product development, are deferred and recognized as revenue over the development period. The remaining balance will be recognized over the respective development periods or when we determine that we have no ongoing performance obligations.

#### *Consulting Services*

We recognize revenues from a consulting and technical assistance contract primarily as a result of the Asset Purchase Agreement. Consulting revenues are recognized ratably over the term of the contract. The consulting obligations under the Asset Purchase Agreement generally expire during March 2011. For the nine months ended September 30, 2007 and 2006 consulting revenues were \$210,000 and \$163,333, respectively. This increase of \$46,667 or 29% in consulting revenues was primarily the result of the timing of the Asset Purchase Agreement.

### **Costs and Expenses**

#### *Research and Development Activities*

Research and development expenses were \$601,001 and \$1,127,406 respectively, for the nine months ended September 30, 2007 and 2006. This decrease of \$526,405 or 47% in research and development expenses was primarily due to lower licensing fees, employee stock-based compensation expense and research and development personnel costs which were partially offset by an increase in external development costs.



## Table of Contents

### *General and Administrative Expenses*

General and administrative expenses were \$2,911,798 and \$2,668,315 for the nine months ended September 30, 2007 and 2006, respectively. The increase in general and administrative expenses of \$243,483 or 9% was primarily due to increased employee-consulting and legal expenses partially offset by lower employee stock-based compensation expense and general and administrative personnel costs.

### *Other Income (expense), net*

Other income (expense), net, was \$107,396 and \$154,903 for the nine months ended September 30, 2007 and 2006, respectively. The decrease in other income, net of \$47,507 or 31% during the 2007 period as compared to the 2006 period was mainly due to lower invested balances reflecting the amount of cash available for investment.

### *Income Taxes*

The expense for income taxes for the nine months ended September 30, 2007 and 2006 was \$3,600 and zero, respectively. The income tax recorded in the 2007 period was primarily related to the minimum income taxes required under state regulations.

## **Liquidity and Capital Resources**

To date, we have financed our operations primarily through product sales, debt instruments and licensing revenues and royalties under agreements with third parties. At September 30, 2007 and December 31, 2006, we had cash and cash equivalents in the aggregate of \$1,882,232 and \$4,367,178, respectively.

### *Continuing Operations*

Net cash used in operating activities for the nine months ended September 30, 2007 was \$2,250,971 as compared to net cash used in operating activities in the 2006 period of \$2,256,810. In the 2007 period, as compared to the 2006 period, the changes in net cash used in operating activities was primarily attributable to decreases in operational expenses and the recognition of deferred revenue from payments received in prior periods partially offset by increases in prepaid expenses and accounts receivable.

Net cash provided by financing activities for the nine months ended September 30, 2007 was \$87,062 as compared to net cash used in financing activities for the 2006 period of \$83,406. Net cash provided by financing activities for the 2007 period was primarily the result of stock option exercises. Net cash used in financing activities for the 2006 period was primarily the result of the issuance of treasury stock to the minority shareholders of ABC-Curacao and ABC-NY related to the Asset Purchase Agreement.

### *Discontinued Operations*

Cash flow changes from discontinued operations are primarily due to the operating results of ABC-Curacao and certain operations of ABC-NY, which have been classified as discontinued operations.

Net cash used in operating activities from discontinued operations in the 2007 period was \$321,037 as compared to net cash provided by operating activities of \$1,011,823 in the comparable period of 2006.

Net cash provided by investing activities from discontinued operations in the 2007 and 2006 periods was zero and \$6,058,713, respectively.

Net cash used in financing activities from discontinued operations in each period of 2007 and 2006 was zero in each period.

Table of Contents

**Risk Factors**

See “Risk Factors” under Item 1, “Description of Business” included in our Annual Report on Form 10-KSB for the year ended December 31, 2006.

**Item 3. Controls and Procedures**

***Evaluation of disclosure controls and procedures.*** Under the supervision and with the participation of our management, including our Principal Executive and Financial Officer, we evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 (the Exchange Act) as of the end of the period covered by this report. Based on this evaluation, our Principal Executive and Financial Officer concluded that our disclosure controls and procedures are effective in reaching a reasonable level of assurance that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time period specified in the Securities and Exchange Commission’s rules and forms.

***Changes in internal controls.*** There were no changes in our internal controls over financial reporting during the nine month period ended September 30, 2007 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

***Limitations on the effectiveness of controls.*** A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Because of inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues, if any, within an organization have been detected. We continue to improve and refine our internal controls and our compliance with existing controls is an ongoing process.

**PART II: OTHER INFORMATION**

**Item 1. Legal Proceedings**

None.

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

None.

**Item 3. Defaults Upon Senior Securities**

None.

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

Our 2007 Annual Meeting of Stockholders was held on October 24, 2007 at the office of Thelen Reid Brown Raysman & Steiner LLP, New York, New York, in accordance with the Notice of Annual Meeting of Stockholders sent on or about September 28, 2007. The tables below present the voting results of the matters voted upon by our stockholders at the meeting:

Table of Contents**Proposal 1: Election of Directors**

At the meeting, each of the nominees listed below was elected to our Board of Directors to serve as director until the end of his or her respective term and received the number votes set forth after their respective names below.

| <b>Nominee</b>            | <b><u>Number of Shares</u></b> |                       |                       |
|---------------------------|--------------------------------|-----------------------|-----------------------|
|                           | <b><u>For</u></b>              | <b><u>Against</u></b> | <b><u>Abstain</u></b> |
| Class I (2 year term) *   |                                |                       |                       |
| Thomas Wegman             | 4,594,038                      | 74,392                | 19,996                |
| Paul Gitman               | 4,552,453                      | 115,977               | 19,996                |
| Class II (3 year term) *  |                                |                       |                       |
| Henry Morgan              | 4,554,053                      | 114,377               | 19,996                |
| Michael Schamroth         | 4,554,153                      | 114,277               | 19,996                |
| Class III (1 year term) * |                                |                       |                       |
| Toby Wegman               | 4,541,338                      | 127,092               | 19,996                |
| Mark Wegman               | 4,593,838                      | 74,592                | 19,996                |

\* The Class I directors' term will expire at the 2009 Annual Stockholders' Meeting for the 2008 fiscal year and consists of Thomas Wegman and Paul Gitman. The Class II directors' term will expire at the 2010 Annual Stockholders' Meeting for the 2009 fiscal year and consists of Henry Morgan and Michael Schamroth. The Class III directors' term will expire at the 2008 Annual Stockholders' Meeting for the 2007 fiscal year and consists of Toby Wegman and Mark Wegman.

**Proposal 2: Ratification of the selection of Tabriztchi & Co. CPA, P.C. as our independent registered public accounting firm for the fiscal year ending December 31, 2007.**

At the meeting, our stockholders ratified by the vote set forth below the selection of Tabriztchi & Co. CPA, P.C. as our independent registered public accounting firm for the fiscal year ending December 31, 2007.

| <b><u>Number of Shares</u></b> |                       |                       |                                |
|--------------------------------|-----------------------|-----------------------|--------------------------------|
| <b><u>For</u></b>              | <b><u>Against</u></b> | <b><u>Abstain</u></b> | <b><u>Broker Non-Votes</u></b> |
| 4,664,202                      | 3,046                 | 21,176                | 0                              |

The number of shares of our common stock eligible to vote as of the record date of September 24, 2007 was 5,316,101 shares.

**Item 5. Other Information**

None.

**Item 6. Exhibits**

3.1 Articles of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Annual Report on Form 10-KSB for the fiscal years ended December 31, 2005, 2004 and 2003).

3.2 Bylaws of the Registrant (incorporated by reference to Exhibit 3.2 to the Registrant's Annual Report on Form 10-KSB for the fiscal years ended December 31, 2005, 2004 and 2003).



Table of Contents

- 31.1 Certification of Principal Executive Officer and Principal Financial Officer pursuant to Rule 13a-14(a)/15d-14(a).
- 32.1 Certification of Principal Executive Officer and Principal Financial Officer pursuant to Section 906 of Sarbanes-Oxley Act of 2002.

19

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Table of Contents

**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.

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CORP.**

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(Registrant)

Date: November 13, 2007

/s/ Thomas L. Wegman  
Thomas L. Wegman  
President  
(Principal Executive and Financial Officer)

Table of Contents