

E-SMART TECHNOLOGIES INC  
Form 10QSB  
August 15, 2005  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D. C. 20549

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**Form 10-QSB**

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(Mark One)

- Quarterly report under Section 13 or 15(d) of the Securities Exchange Act of 1934 for the quarterly period ended: June 30, 2005**
- Transition report under section 13 or 15(d) of the Securities Exchange Act of 1934 for the transition period from \_\_\_\_\_ to \_\_\_\_\_.**

Commission File No: 000-30717

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**e-SMART TECHNOLOGIES, INC.**

(Name of small business in its charter)

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**Nevada**  
(State or other jurisdiction

of incorporation)

**88-0409261**  
(IRS Employer Id. No.)

222 Grace Church Street, Suite 300, Port Chester, NY 10573

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(Address of Principal Office including Zip Code)

Issuer's telephone Number: (914) 939-5081

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Check whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

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

Common Stock, par value \$.001 per share, **186,531,339 shares** at June 30, 2005.

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

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e-SMART TECHNOLOGIES, INC.

FORM 10-QSB QUARTERLY PERIOD ENDED JUNE 30, 2005

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**PART I - FINANCIAL INFORMATION**

**ITEM 1. FINANCIAL STATEMENTS**

The unaudited condensed consolidated balance sheet of the Registrant at June 30, 2005, the audited balance sheet at December 31, 2004, and the unaudited condensed consolidated statements of operations, shareholders' impairment, and cash flows for the three and six month periods ended June 30, 2005 and June 30, 2004 follow. The unaudited condensed consolidated financial statements reflect all adjustments that are, in the opinion of management, necessary to a fair statement of the results for the interim periods presented.

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## e-SMART TECHNOLOGIES, INC.

## CONDENSED CONSOLIDATED BALANCE SHEETS

(Unaudited)

	June 30, 2005	December 31, 2004
<b>Assets</b>		
Current assets -		
Cash	\$ 57,950	\$ 42,857
Prepaid expenses	40,568	42,361
Total current assets	98,518	85,218
Leasehold Improvements and Equipment, net	42,175	42,518
License of Super Smart Card Technology, net	102,505	105,720
Due from Biosensor, LLC, a related party	442,500	324,500
Lease Deposit	60,000	58,139
Total assets	\$ 745,698	\$ 616,095
<b>Liabilities and Shareholders Impairment</b>		
Current liabilities -		
Accounts payable	\$ 279,650	\$ 372,260
Note payable - Intermarket Ventures, a related party	450,000	314,000
Notes payable - other	87,500	117,500
Due Associated Business Group, a related party	62,427	12,427
Accrued officer's compensation	319,579	212,758
Accrued expenses	108,655	72,015
Total current liabilities	1,307,811	1,100,960
Note Payable - Intermarket Ventures, a related party	1,475,596	930,400
Total liabilities	2,783,407	2,031,360
Shareholders Impairment -		
Common shares, \$.001 par, 200,000,000 shares authorized, 186,531,339 and 173,535,944 shares issued and outstanding at 6-30-05 and 12-31-04, respectively	186,531	173,536
Additional paid in capital	62,444,060	61,053,801
Retained deficit	(64,668,300)	(62,642,602)
Total shareholders impairment	(2,037,709)	(1,415,265)
Total liabilities and shareholders impairment	\$ 745,698	\$ 616,095

See notes to condensed consolidated financial statements.



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## e-SMART TECHNOLOGIES, INC.

## CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

*[Unaudited]*

	Six Months Ended		Three Months Ended	
	June 30		June 30	
	2005	2004	2005	2004
Net Revenue	\$	\$	\$	\$
Cost of revenue				
Gross profit				
Operating expenses:				
Research and development	315,244	214,210	236,521	153,682
General and administrative	1,664,164	1,268,950	952,052	534,371
Interest	45,640	3,000	25,225	1,500
Total operating expenses	2,025,048	1,486,160	1,213,798	689,553
Loss before taxes	(2,025,048)	(1,486,160)	(1,213,798)	(689,553)
Provision for taxes	650	500	400	250
Net Loss	\$ (2,025,698)	\$ (1,486,660)	\$ (1,214,198)	\$ (689,803)
Net loss per common share - basic and fully-diluted	\$ (0.01)	\$ (0.01)	\$ (0.01)	\$ (0.00)
Weighted average common shares outstanding	180,346,118	172,124,990	185,453,748	162,409,292

See notes to condensed consolidated financial statements.

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e-SMART TECHNOLOGIES, INC.  
 CONDENSED CONSOLIDATED STATEMENT OF  
 SHAREHOLDERS' IMPAIRMENT

*[Unaudited]*

	<u>Common Stock</u>		<u>Additional</u>	<u>Accumulated</u>	<u>Total</u>
	<u>Shares</u>	<u>Amount</u>	<u>Paid-in</u> <u>Capital</u>		
Balance January 1, 2004	170,707,012	\$ 170,707	\$ 59,497,446	\$ (59,878,347)	\$ (210,194)
Shares issued for cash	2,828,932	2,829	1,556,355		1,559,184
Net loss				(2,764,255)	(2,764,255)
<b>Balance, December 31, 2004</b>	<b>173,535,944</b>	<b>\$ 173,536</b>	<b>\$ 61,053,801</b>	<b>\$ (62,642,602)</b>	<b>\$ (1,415,265)</b>
Balance January 1, 2005	173,535,944	\$ 173,536	\$ 61,053,801	\$ (62,642,602)	\$ (1,415,265)
Shares issued for cash	12,995,395	12,995	1,390,259		1,403,254
Net loss				(2,025,698)	(2,025,698)
<b>Balance, June 30, 2005</b>	<b>186,531,339</b>	<b>\$ 186,531</b>	<b>\$ 62,444,060</b>	<b>\$ (64,668,300)</b>	<b>\$ (2,037,709)</b>

See notes to condensed consolidated financial statements.

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## e-SMART TECHNOLOGIES, INC.

## CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

*[Unaudited]*

	Six Months Ended	
	June 30,	
	2005	2004
Cash flows of operating activities -		
Net loss	\$ (2,025,698)	\$ (1,486,660)
Adjustments to reconcile net loss to net cash used by operations:		
Depreciation and amortization	12,466	726
Decrease (increase) in assets -		
Due from Associated Business Group, Inc.		31,334
Prepaid expenses	1,793	(59,635)
Increase (decrease) in liabilities -		
Accounts payable	(92,610)	35,960
Due to Associated Business Group, Inc.		12,427
Accrued officer's compensation	106,821	
Accrued expenses	36,140	118,741
Income taxes payable	500	
Net cash used in operating activities	(1,960,588)	(1,347,107)
Cash flows of investing activities -		
Capital expenditures	(8,908)	(91,556)
System development		(136,000)
Increase in lease deposit	(1,861)	
Advances to Biosensor, LLC	(118,000)	(154,500)
Recoupment of e-Smart Korea deposit		151,000
Net cash used in investing activities	(128,769)	(231,056)
Cash flows of financing activities -		
Proceeds from sale of common shares	1,403,254	1,272,072
Advances from American Business Group, Inc.	50,000	
Repayment of notes payable-other	(30,000)	
Advances from Intermarket Ventures, a related party	681,196	300,000
Net cash provided by financing activities	2,104,450	1,572,072
Net increase(decrease) in cash	15,093	(6,091)
Cash at beginning of period	42,857	14,096
Cash at end of period	\$ 57,950	\$ 8,005

See notes to condensed consolidated financial statements.

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e-SMART TECHNOLOGIES, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

**Note 1 - Basis of Presentation**

The accompanying unaudited consolidated financial statements include the accounts of the Registrant and, since commencement of its operations on January 1, 2004 those of its wholly-owned subsidiary e-Smart Korea, Inc., and have been prepared in accordance with generally accepted accounting principles for interim financial information. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the six month and three month periods ended June 30, 2005 and 2004, are not necessarily indicative of the results that may be expected for the respective years ended December 31, 2005 and 2004.

The unaudited condensed consolidated financial statements should be read in conjunction with the audited financial statements and related footnotes included in the Registrant's Annual Report on Form 10-KSB for the fiscal year ended December 31, 2004, supplemented by the notes included herein.

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

**Note 2 Related Party Transactions**

**Common Ownership**

Approximately 77% of the Registrant's outstanding common shares are owned by IVI Smart Technologies, Inc., a Delaware corporation (the Licensor), that is the sole owner of all of the Super Smart Camera Technology licensed to the Registrant in November 2000, August 2001, and September 2001, for a 20-year term for commercialization throughout China, the remainder of Asia exclusive of China, and the United States of America, respectively. In addition, the Licensor's parent, Intermarket Ventures, Inc., a Utah corporation (Ventures) has advanced the Registrant \$930,400 in 6% term notes and 314,000 in 5% demand notes at various dates throughout 2004, and an additional \$545,196 and \$136,000, respectively, during the six months ended June 30, 2005. Mary A. Grace, the Registrant's President and Chief Executive Officer, is a director, executive officer and principal stockholder of the Licensor and Ventures. Tamio Saito, the Registrant's Chief Technology Officer, is also an executive officer and principal stockholder of the Licensor and Ventures. The Licensor is in a position to materially

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influence the direction of the Registrant, its efforts in raising the additional capital critical to its success, and the strategies employed in commercialization of the licensed technology, assuming the Registrant's business plan is ultimately successful.

### **Note 3 Going Concern**

The Registrant's condensed consolidated financial statements have been presented on the basis that it is a going concern, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business.

As shown in the accompanying financial statements, the Registrant had negative working capital at June 30, 2005, of \$ 1,209,293. In addition, the Registrant has incurred an accumulated deficit of \$(2,037,709) through June 30, 2005. The Registrant is dependent upon the efforts of its management to raise proceeds from continued debt or equity placements to sustain the research and development and ultimate commercialization of their respective interests in the Super Smart Card technology. The Registrant's ability to continue to receive the necessary level of funding support through the efforts of its management cannot be guaranteed. The condensed consolidated financial statements do not include any adjustments that might be necessary if the Registrant is unable to continue as a going concern.

## **ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS**

The following discussion contains forward-looking statements regarding the Registrant, its business, prospects and results of operations that are subject to certain risks and uncertainties posed by many factors and events that could cause the Registrant's actual business, prospects and results of operations to differ materially from those that may be anticipated by such forward-looking statements. Factors that may affect such forward-looking statements include the Registrant's ability to successfully exploit its licensed technology, develop new products and new markets for its licensed technology; the impact of competition on the Registrant's proposed operations, changes in law or regulatory requirements that adversely affect or preclude customers from using the Registrant's licensed technology, delays in the Registrant's introduction of new products or services, and failure by the Registrant to keep pace with emerging technologies.

When used in this discussion, words such as believes, anticipates, expects, intends, and similar expressions are intended to identify forward-looking statements, but are not the exclusive means of identifying forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this report. The Registrant undertakes no obligation to revise any forward-looking statements in order to reflect events or circumstances that may subsequently arise. Readers are urged to carefully review and consider the various disclosures made by the Registrant in this report and other reports filed with the Securities and Exchange Commission (SEC) that attempt to advise interested parties of the risks and factors that may affect the Registrant's business.

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**Six Months Ended June 30, 2005 and June 30, 2004**

**Revenues** Since obtaining the license to the Super Smart Card technology in November 2000, the Registrant has been engaged in research and development efforts to enhance and broaden the technology's applications and in exploring the global market for its optimal commercialization. In the opinion of management, the Registrant's Super Smart Cards ready for commercialization. This fact notwithstanding, the Registrant is still in its development stage for accounting purposes as it has not experienced revenues in either of the six month periods ended June 30, 2005 ( 6M05 ) or June 30, 2004 ( 6M04 ).

**Cost of Revenues** Consistent with the Registrant still being in its development stage, it did not experience cost of revenues in either 6M05 or 6M04.

**Operating Expenses** - Operating expenses rose to \$ 2,025,048 for 6M05 compared to \$1,486,160 for 6M04; an increase of \$538,888 or 36%. The principal factors underlying this increase were as follows: 1) increased marketing expenses during 6M05 compared to 6M04 consistent with the Registrant's efforts to get closer to generating revenues, 2) an increase in general and administrative expenses during 6M05 consistent with the Registrant beginning to create the infrastructure it will require to oversee its affairs, and 3) an increase in research and development expenses in 6M05 in line with the Registrant's technology becoming closer to commercialization.

**Loss Before Taxes and Income Taxes** As a result of the foregoing, loss before taxes for 6M05 was \$(2,025,048) compared to \$(1,486,160) for 6M04 upon which the Registrant's provision for taxes in both periods was solely attributable to minimum state franchise taxes payable.

**Net Loss** Consistent with the foregoing analysis, the Registrant reported a net loss of \$(2,025,698) or \$(0.01) per share for 6M05, compared to a net loss of \$(1,486,660) or \$(0.01) per share for 6M04, based upon weighted average shares outstanding of 180,346,118 and 172,124,990, respectively.

**Three Months Ended June 30, 2005 and June 30, 2004**

**Revenues** Since obtaining the license to the Super Smart Card technology in November 2000, the Registrant has been engaged in research and development efforts to enhance and broaden the technology's applications and in exploring the global market for its optimal commercialization. In the opinion of management, the Registrant's Super Smart Cards ready for commercialization. This fact notwithstanding, the Registrant is still in its development stage for accounting purposes as it has not experienced revenues in either of the three month periods ended June 30, 2005 ( 2Q05 ) or June 30, 2004 ( 2Q04 ).

**Cost of Revenues** Consistent with the Registrant still being in its development stage, it did not experience cost of revenues in either 2Q05 or 2Q04.

**Operating Expenses** - Operating expenses rose to \$1,213,798 for 2Q05 compared to \$689,553 for 2Q04; an increase of \$524,245 or 76%. The principal factors underlying



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this increase were as follows: 1) increased marketing expenses during 2Q05 compared to 2Q04 consistent with the Registrant's efforts to get closer to generating revenues, 2) an increase in general and administrative expenses during 2Q05 consistent with the Registrant beginning to create the infrastructure it will require to oversee its affairs, and 3) an increase in research and development expenses in 2Q05 in line with the Registrant's technology becoming closer to commercialization.

**Loss Before Taxes and Income Taxes** As a result of the foregoing, loss before taxes for 2Q05 was \$(1,213,798) compared to \$(689,553) for 2Q04 upon which the Registrant's provision for taxes in both periods was solely attributable to minimum state franchise taxes payable.

**Net Loss** Consistent with the foregoing analysis, the Registrant reported a net loss of \$(1,214,198) or \$(0.01) per share for 2Q05, compared to a net loss of \$(689,803) or \$(0.00) per share for 2Q04, based upon weighted average shares outstanding of 185,453,748 and 162,409,292, respectively.

**Liquidity and Capital Resources** - The Registrant has limited working capital and is dependent upon the efforts of the Licensor and Ventures in raising proceeds derived from private securities offerings for funds for the continuation of its proposed smart card business. Currently, the Registrant does not have any existing credit facilities or similar bank borrowing arrangements. The Registrant will need to obtain additional financing in order to carry out its entire business plan. There can be no assurance that any additional financing will be available to the Registrant on acceptable terms, if at all. If the Registrant raises additional funds by issuing additional equity securities, further dilution to existing equity holders will result. If adequate additional funds are not available, the Registrant may be required to curtail significantly its long term business objectives and the Registrant still may not be able to transition out of the development stage, notwithstanding that the BVS2 systems and Super Smart Card and other smart card system technologies are ready for commercialization.

At June 30, 2005, the Registrant had current assets of \$ 98,518 (including cash of \$ 57,950), current liabilities of \$ 1,307,811, and an accumulated deficit of \$(2,037,709). The Registrant periodically evaluates its liquidity requirements, capital needs and availability of capital resources in view of its plans for commercialization of its technology, and other operating cash needs. In the opinion of Registrant's management, the Registrant is entirely dependent upon a material infusion of capital from the sale of securities to its accredited investors during the next several months in order to sustain its current developmental efforts, commence commercial operations, and ultimately transition out of the development stage.

## **ITEM 3. CONTROLS AND PROCEDURES**

### **Evaluation of Disclosure Controls and Procedures**

During the quarter ended June 30, 2005, the Registrant continued to implement controls and procedures designed to ensure that information required to be disclosed in the

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reports that the Registrant files or submits under the Securities Exchange Act of 1934, as amended (the Exchange Act ), is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC. Based upon their evaluation of the controls and procedures implemented within 90 days of the filing date of this Quarterly Report, the Chief Executive and Chief Financial Officer of the Registrant concluded that the Registrant's disclosure controls and procedures have been improved substantially during the past three months. Such officer also concluded that the Registrant's controls and procedures will likely equal or exceed those required of the Registrant within one or two more operating quarters.

## **Changes in Internal Controls**

The Registrant made no significant changes in its internal controls or in other factors that could significantly affect these controls subsequent to the date of the evaluation of those controls by the Chief Executive and Chief Financial Officer.

## **PART II - OTHER INFORMATION**

### **ITEM 5. OTHER INFORMATION**

#### **Letter of Intent with MYBi, Inc.**

On June 27, 2005, the Registrant, through e-Smart Korea, Inc., its wholly owned subsidiary (e-Korea ), entered into a letter of intent (the LOI ), with MYBi, Inc., a Korean corporation and owner of certain proprietary technology to facilitate automated fare collection and other pre-paid micro-payments, that has entered into extensive agreements with certain entities in Busan and other locations in Korea for the use of such technology ( MYBi ). The LOI contemplated a strategic alliance with MYBi designed to facilitate the development, adoption, and use of automated fare collection, micro-payment and macro-payment systems in Korea and elsewhere that marry the Registrant's proprietary biometric smartcard system with MYBi's proprietary automated fare collection and micro-payment system. On July 25, 2005, and as enumerated in the Registrant's Form 8-K Current Report filed on August 4, 2005, the Registrant, through e-Korea, entered into a ten year Strategic Alliance Agreement with MYBi, essentially embodying the terms of the LOI.

### **ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K**

Exhibits:

31.1 Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

32.1 Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

Reports on Form 8-K: None.

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**SIGNATURES**

In accordance with Section 13 or 15(d) of the Exchange Act, the Registrant has caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

e-Smart Technologies, Inc.

By: /s/ Mary A. Grace

\_\_\_\_\_  
Chief Executive Officer, and Director

By: /s/ Mary A. Grace

\_\_\_\_\_  
Chief Financial Officer

Dated: August 15, 2005

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Exhibit Index

**Exhibit Number    Description**

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31.1	Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002