

SHEFFIELD PHARMACEUTICALS INC
Form 10QSB
May 12, 2006

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

FORM 10-QSB

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

For the quarterly period ended March 31, 2006

OR

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

For the transition period from to

Commission file number: 01-12584

SHEFFIELD PHARMACEUTICALS, INC.

(Exact Name Of Registrant As Specified In Its Charter)

Delaware

(State of Incorporation)

13-3808303

(I.R.S. Employer Identification No.)

32712

1220 Glenmore Drive, Apopka, FL

(Address of Principal Executive Offices)

(ZIP Code)

Registrant's Telephone Number, Including Area Code: (407) 880-2213

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Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the Registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act). Yes No

At March 31, 2006, the Registrant had 1,792,217 shares of common stock outstanding.

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

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PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS [Back to Table of Contents](#)

The Registrant's unaudited interim financial statements are attached hereto. [Unaudited Interim Financial Statements](#)

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS AND PLAN OF OPERATION [Back to Table of Contents](#)

Some of the statements contained in this quarterly report of Sheffield Pharmaceutical, Inc., a Delaware corporation (hereinafter referred to as "we", "us", "our", "Company" and the "Registrant") discuss future expectations, contain projections of our plan of operation or financial condition or state other forward-looking information. Forward-looking statements give our current expectations or forecasts of future events. You can identify these statements by the fact that they do not relate strictly to historical or current facts. They use of words such as "anticipate," "estimate," "expect," "project," "intend," "plan," "believe," and other words and terms of similar meaning in connection with any discussion of future operating or financial performance. From time to time, we also may provide forward-looking statements in other materials we release to the public.

General Background of the Registrant

Sheffield Pharmaceutical, Inc., a Delaware corporation, was incorporated under Canadian law in October 1986. In May 1992, the Registrant was domesticated to Wyoming pursuant to a continuance procedure under Wyoming law. In January 1995, the Registrant's shareholders approved the proposal to reincorporate the Registrant in Delaware, which reincorporation was effected on June 13, 1995.

Prior to filing for bankruptcy in June 2003, the Registrant was a development stage company and, as such, had been principally engaged in research, development and licensing efforts. The Company generated minimal operating revenue, sustained significant net operating losses, and required additional capital that the Company obtained through out-licensing of rights to its technology, as well as through equity and debt offerings. The Registrant provided pharmaceutical therapies by combining pulmonary drug delivery technologies with existing and emerging therapeutic agents and had developed a range of products to treat respiratory and systemic diseases. Sheffield believed these pulmonary delivery technologies would allow it to capitalize on the growing drug delivery market by providing both advanced respiratory treatments and patient-friendly alternatives for therapies that could have been administered only by injection or other inconvenient means.

By mid 2003, the Registrant had failed to reach profitability and was undercapitalized to implement its business plan. The Company's inability to meet its obligations as they became due and to continue to operate its business as a going concern resulted in the Company's decision to seek relief under Chapter 7 of the Bankruptcy Code.

On June 6, 2003, the Registrant filed a voluntary Chapter 7 bankruptcy petition under the U.S. Bankruptcy Code in the U.S. Bankruptcy Court Western District of New York (case no. 03-22303). As a result of the Chapter 7 bankruptcy petition, the Registrant's assets were transferred to a United States Trustee and the Registrant terminated its business operations. During 2003 and 2004, the Bankruptcy Trustee had disposed of substantially all of the assets of the Registrant and its subsidiaries. On June 7, 2005, the Trustee in proceedings under Chapter 7, filed a notice of motion for the sale of the Company's corporate entity and 70,000,000 (280,000 shares adjusted for reverse split) restricted shares of the Registrant's unissued common stock. On July 6, 2005, the Bankruptcy Court approved an order authorizing a change in control and confirming that Glenin Bay Equity, LLC is a good faith purchaser pursuant to 11 USC Section 363(m). The Court order further provided that the Company, subsequent to the bankruptcy proceeding, is free and clear of all liens, claims and interests of others and that the sale was free and clear of any and all other real or personal property interests, including any interests in the former subsidiaries of Sheffield.

Change in Control following Bankruptcy

The material terms of the transaction confirmed by the Bankruptcy Court authorized Glenin Bay Equity, LLC. to receive 70,000,000 (280,000 shares adjusted for reverse split) restricted shares of common stock and to appoint new members to the Registrant's board of directors. On July 8, 2005, Glenin Bay Equity, LLC. appointed Michael F. Manion to the board of directors of the Registrant, which board subsequently appointed Mr. Manion to be chief executive officer and chief financial officer of the Registrant (the "Management").

New Business Objectives of the Registrant

As a result of the Chapter 7 bankruptcy proceeding, the Registrant has no present operations. Management determined to direct its efforts and limited resources to pursue potential new business opportunities. The Registrant does not intend to limit itself to a particular industry and has not

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established any particular criteria upon which it shall consider and proceed with a business opportunity.

Our common stock is subject to quotation on the NASD OTCBB under the symbol SFPH. There is currently only a limited trading market in the Registrant's shares. There can be no assurance that there will be an active trading market for our common stock. In the event that an active trading market commences, there can be no assurance as to the market price of our shares of common stock, whether any trading market will provide liquidity to investors, or whether any trading market will be sustained.

Management intends to devote such time as it deems necessary to carry out the Registrant's affairs. The exact length of time required for the pursuit of any new potential business opportunities is uncertain. No assurance can be made that we will be successful in our efforts. We cannot project the amount of time that our Management will actually devote to the Registrant's plan of operation.

Plan of Operation

We have no present operations or revenues and our current activities are related to seeking new business opportunities, including seeking an acquisition or merger with an operating company. If our board of directors seeks to acquire another business or pursue a new business opportunity, Management would have substantial flexibility in identifying and selecting a prospective business. Registrant would not be obligated nor does Management intend to seek pre-approval from our shareholders. Under the laws of the State of Delaware, the consent of holders of a majority of the issued and outstanding shares, acting without a shareholders meeting, can approve an acquisition.

The Registrant is entirely dependent on the judgment of Management in connection with pursuing a new business opportunity or a selection process for a target operating company. In evaluating a prospective new business opportunity or an operating company, we would consider, among other factors, the following: (i) costs associated with effecting a transaction; (ii) equity interest in and opportunity to control the prospective candidate; (iii) growth potential of the target business; (iv) experience and skill of management and availability of additional personnel; (v) necessary capital requirements; (vi) the prospective candidate's competitive position; (vii) stage of development of the business opportunity; (viii) the market acceptance of the business, its products or services; (ix) the availability of audited financial statements of the potential business opportunity; and (x) the regulatory environment that may be applicable to any prospective business opportunity.

The foregoing criteria are not intended to be exhaustive and there may be other criteria that Management may deem relevant. In connection with an evaluation of a prospective or potential business opportunity, Management may be expected to conduct a due diligence review.

Liquidity and Capital Resources

We will use our limited personnel and financial resources in connection with seeking new business opportunities, including seeking an acquisition or merger with an operating company. It may be expected that entering into a new business opportunity or business combination will involve the issuance of a substantial number of restricted shares of common stock. If such additional restricted shares of common stock are issued, our shareholders will experience a dilution in their ownership interest in the Registrant. If a substantial number of restricted shares are issued in connection with a business combination, a change in control may be expected to occur.

In connection with our plan to seek new business opportunities and/or effecting a business combination, we may determine to seek to raise funds from the sale of restricted stock or debt securities. We have no agreements to issue any debt or equity securities and cannot predict whether equity or debt financing will become available at terms acceptable to us, if at all.

There are no limitations in our articles of incorporation on our ability to borrow funds or raise funds through the issuance of restricted common stock to effect a business combination. Our limited resources and lack of operating history may make it difficult to do borrow funds or raise capital. Our inability to borrow funds or raise funds through the issuance of restricted common stock required to effect or facilitate a business combination may have a material adverse effect on our financial condition and future prospects, including the ability to complete a business combination. To the extent that debt financing ultimately proves to be available, any borrowing will subject us to various risks traditionally associated with indebtedness, including the risks of interest rate fluctuations and insufficiency of cash flow to pay principal and interest, including debt of an acquired business.

ITEM 3. CONTROLS AND PROCEDURES [Back to Table of Contents](#)

Evaluation of disclosure controls and procedures. As of March 31, 2006, the Company's chief executive officer and chief financial officer conducted an evaluation regarding the effectiveness of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) or 15d-15(e) under the Exchange Act. Based upon the evaluation of these controls and procedures, our president and chief financial officer concluded that our disclosure controls and procedures were effective as of the date of filing this quarterly report.

Changes in internal controls. During the quarterly period covered by this report, no changes occurred in our internal control over financial reporting that materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS [Back to Table of Contents](#)

None.

ITEM 2. CHANGES IN SECURITIES [Back to Table of Contents](#)

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES [Back to Table of Contents](#)

None.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS [Back to Table of Contents](#)

None.

ITEM 5. OTHER INFORMATION [Back to Table of Contents](#)

None.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K [Back to Table of Contents](#)

(a) The following documents are filed as exhibits to this report on Form 10-QSB or incorporated by reference herein. Any document incorporated by reference is identified by a parenthetical reference to the SEC filing that included such document.

| Exhibit No. | Description |
|-------------|---|
| 31.1 | Certification of CEO and CFO pursuant to Rule 13a-14(a) or 15d-14(a) of the Exchange Act pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 32.1 | Certification of CEO and CFO pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |

(b) Reports on Form 8-K during the quarter covered by this report:

The Registrant did not file a Form 8-K during the three-month period ended March 31, 2006.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the date indicated.

/s/ Michael F. Manion
Michael F. Manion
CEO, CFO and Chairman
Dated: May 11, 2006

Financial Statements for the Interim Periods ended March 31, 2006 and 2005 [Back to Table of Contents](#)**Sheffield Pharmaceuticals, Inc.**

Balance Sheets

| | March 31, 2006 (Unaudited) | December 31, 2005 |
|---|-------------------------------|-------------------|
| ASSETS | | |
| Current Assets: | | |
| Cash | \$ 0 | \$ 0 |
| Prepaid expenses | 0 | 0 |
| Total current assets | 0 | 0 |
| Other assets | 0 | 0 |
| Total Assets | \$ 0 | \$ 0 |
| LIABILITIES AND STOCKHOLDERS' EQUITY | | |
| Current Liabilities: | | |
| Accounts payable-trade | \$ 0 | \$ 0 |
| Accrued expenses | 0 | 0 |
| Expenses paid by related parties | 9,350 | 9,350 |
| Total current liabilities | 9,350 | 9,350 |
| Stockholders' Deficiency: | | |
| Preferred Stock, 10,000,000 authorized, \$0.001 par value; none issued | - | - |
| Common stock, 100,000,000 authorized, \$0.001 par value; 1,792,217 issued and outstanding at March 31, 2006 and December 31, 2005 | 1,792 | 1,792 |
| Additional paid-in capital | 9,358 | 9,358 |
| Accumulated deficit | (20,500) | (20,500) |
| Total shareholders' deficiency | (9,350) | (9,350) |
| Total liabilities and stockholders' deficiency | \$ 0 | \$ 0 |

See notes to unaudited interim financial statements.

Sheffield Pharmaceuticals, Inc.

Statement of Operations

| | Three Months Ended March 31, (Unaudited) | | |
|--|---|-----------|---------|
| | 2006 | | 2005 |
| Revenue | \$ | 0 | \$ 0 |
| Costs and Expenses: | | | |
| General and administrative | | 0 | 0 |
| Interest | | 0 | 0 |
| Total costs and expenses | | 0 | 0 |
| Loss from continuing operations before discontinued operations | | 0 | 0 |
| Discontinued operations: | | | |
| Loss from discontinued operations (net of taxes) | | 0 | 0 |
| Gain on disposal of assets used in discontinued operations | | 0 | 0 |
| Income from discontinued operations | | 0 | 0 |
| Net Income (loss) | \$ | 0 | \$ 0 |
| Preferred stock dividends | | 0 | 0 |
| Net loss available to common shareholders | \$ | 0 | \$ 0 |
| Basic and diluted per shares amounts: | | | |
| Continued operations | \$ | 0.00 | \$ 0.00 |
| Discontinued operations | \$ | 0.00 | \$ 0.00 |
| Basic and diluted net loss | \$ | 0.00 | \$ 0.00 |
| Weighted average shares outstanding (basic and diluted) | | 1,792,217 | 395,500 |

See Notes to Unaudited Interim Financial Statements.

Sheffield Pharmaceuticals, Inc.

Statements of Cash Flows

| | Three Months Ended March 31, (Unaudited) | |
|---|---|------|
| | 2006 | 2005 |
| Cash flows used by operating activities | \$ 0 | \$ 0 |
| Cash flow from investing activities: | | |
| Purchase of equipment | 0 | 0 |
| Cash used in investing activities | 0 | 0 |
| Cash flows from financing activities: | | |
| Proceeds from debt borrowings | 0 | 0 |
| Payments on long term debt | 0 | 0 |
| Cash transferred to bankruptcy estate | 0 | 0 |
| Net cash provided by financing activities | 0 | 0 |
| Change in cash | 0 | 0 |
| Cash - beginning of period | 0 | 0 |
| Cash - end of period | \$ 0 | \$ 0 |

See Notes to Unaudited Interim Financial Statements.

SHEFFIELD PHARMACEUTICALS, INC.
Notes to Unaudited Interim Financial Statements

1. Basis of Presentation

Sheffield Pharmaceuticals, Inc. (the "Company"), was incorporated in 1986 and changed its domicile to Delaware on June 13, 1995. Prior to filing for bankruptcy under chapter 7, Sheffield marketed a portfolio of products utilized for treatment of pulmonary and respiratory diseases.

The Financial Statements presented herein have been prepared by us in accordance with the accounting policies described in our December 31, 2005 Annual Report on Form 10-KSB and should be read in conjunction with the Notes to Consolidated Financial Statements which appear in that report.

The preparation of these financial statements in conformity with accounting principles generally accepted in the United States requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. On an on going basis, we evaluate our estimates, including those related intangible assets, income taxes, insurance obligations and contingencies and litigation. We base our estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other resources. Actual results may differ from these estimates under different assumptions or conditions.

In the opinion of management, the information furnished in this Form 10-QSB reflects all adjustments necessary for a fair statement of the financial position and results of operations and cash flows as of and for the three-month periods ended March 31, 2006 and 2005. All such adjustments are of a normal recurring nature. The Consolidated Financial Statements have been prepared in accordance with the instructions to Form 10-QSB and therefore do not include some information and notes necessary to conform with annual reporting requirements.

"Fresh Start" Accounting:

On June 6, 2003 all assets were transferred to the chapter 7 trustee in settlement of all outstanding corporate obligations. We adopted "fresh-start" accounting as of June 7, 2003 in accordance with procedures specified by AICPA Statement of Position ("SOP") No. 90-7, "Financial Reporting by Entities in Reorganization under the Bankruptcy Code."

All results for periods subsequent to June 6, 2003 are referred to as those of the "Successor Company". The results of operations and cash flows as presented on the 2003 financial statements reflect the predecessor company. The results of the discontinued component have been reclassified from continuing operations to discontinued operations. The reclassification reduced sales for the period ended June 30, 2003 by \$75,000 and related expenses by \$1,245,000. The successor company had no transactions between June 6, 2003 and the end of the reporting period.

In accordance with SOP No. 90-7, the reorganized value of the Company was allocated to the Company's assets based on procedures specified by SFAS No. 141, "Business Combinations". Each liability existing at the plan sale date, other than deferred taxes, was stated at the present value of the amounts to be paid at appropriate market rates. It was determined that the Company's reorganization value computed immediately before June 7, 2003 was \$0. We adopted "fresh-start" accounting because holders of existing voting shares immediately before filing and confirmation of the sale received less than 50% of the voting shares of the emerging entity and its reorganization value is less than its post-petition liabilities and allowed claims.

The accounts of the former subsidiaries were not included in the bankruptcy sale and have not been carried forward.

2. Bankruptcy Proceedings

On June 6, 2003, the Registrant filed a voluntary Chapter 7 petition under the U.S. Bankruptcy Code in the U.S. Bankruptcy Court Western District of New York (case no. 03-22303). On July 6, 2005, the Bankruptcy Court approved an Order confirming the sale of the public shell to Glenin Bay Equity, LLC. The transaction confirmed by the Bankruptcy Court authorized Glenin Bay Equity, LLC. to receive 70,000,000 shares of common stock or 70.3% of common shares outstanding.

Resultant Change in Control:

In connection with the Order confirming the sale of debtor's interest to Glenin Bay Equity, LLC. approved by the U.S. Bankruptcy Court Western District of New York on July 6, 2005, the Court authorized a change in control pursuant to which Michael F. Manion will become our new director. The new board of directors appointed Michael F. Manion as chief executive officer and chief financial officer on July 8, 2005. The Court order further provided that the sale was free and clear of liens, claims and interests of others and that the sale was free and clear of any and all other real or personal property interests, including any interests in Sheffield's subsidiaries. The issuance of 70,000,000 shares of common stock along with a change in our board has resulted in a change in control.

3. Earnings/Loss Per Share

Basic earnings per share is computed by dividing income available to common shareholders (the numerator) by the weighted-average number of common shares outstanding (the denominator) for the period. Diluted earnings per share assume that any dilutive convertible securities outstanding were converted, with related preferred stock dividend requirements and outstanding common shares adjusted accordingly. It also assumes that outstanding common shares were increased by shares issuable upon exercise of those stock options for which market price exceeds the exercise price, less shares which could have been purchased by us with the related proceeds. In periods of losses, diluted loss per share is computed on the same basis as basic loss per share as the inclusion of any other potential shares outstanding would be anti-dilutive.

4. New Accounting Standards

On January 1, 2006, we adopted the provisions of Statement of Financial Accounting Standards ("SFAS") 123R, "Share-Based Payment" ("SFAS 123(R)"), which requires that companies measure and recognize compensation expense at an amount equal to the fair value of share-based payments granted under compensation arrangements. Prior to January 1, 2006, we accounted for our stock-based compensation plans under the recognition and measurement principles of Accounting Principles Board ("APB") Opinion 25, "Accounting for Stock Issued to Employees," and related interpretations, and would typically recognize no compensation expense for stock option grants if options granted had an exercise price equal to the market value of the underlying common stock on the date of grant.

We adopted SFAS 123(R) using the "modified prospective" method, which results in no restatement of prior period amounts. Under this method, the provisions of SFAS 123(R) apply to all awards granted or modified after the date of adoption. In addition, compensation expense must be recognized for any unvested stock option awards outstanding as of the date of adoption on a straight-line basis over the remaining vesting period. We calculate the fair value of options using a Black-Scholes option pricing model. We do not currently have any outstanding options therefore no charge is required for the three months ended March 31, 2006. SFAS 123(R) also requires the benefits of tax deductions in excess of recognized compensation expense to be reported in the Statement of Cash Flows as a financing cash inflow rather than an operating cash inflow. In addition, SFAS 123(R) required a modification to the Company's calculation of the dilutive effect of stock option awards on earnings per share. For companies that adopt SFAS 123(R) using the "modified prospective" method, disclosure of pro forma information for periods prior to adoption must continue to be made.

In May 2005, the FASB issued SFAS No. 154, "Accounting Changes and Error Corrections," which replaces APB Opinion No. 20 "Accounting Changes," and FASB Statement No. 3 "Reporting Accounting Changes in Interim

Financial Statements," and changes the requirements for the accounting for and reporting of a change in accounting principle. This Statement requires retrospective application to prior periods financial statements of changes in accounting principle, unless it is impracticable to determine either the period-specific effects or the cumulative effect of the change. This Statement shall be effective for accounting changes and corrections of errors made in fiscal years beginning after December 15, 2005. Early adoption is permitted for accounting changes and corrections of errors made in fiscal years beginning after the date this Statement is issued. We do not believe that adoption of SFAS 154 will have a material impact on our financial statements.

In September 2004, the EITF reached a consensus regarding Issue No. 04-1, "Accounting for Preexisting Relationships Between the Parties to a Business Combination" ("EITF 04-1"). EITF 04-1 requires an acquirer in a business combination to evaluate any preexisting relationship with the acquiree to determine if the business combination in effect contains a settlement of the preexisting relationship. A business combination between parties with a preexisting relationship should be viewed as a multiple element transaction. EITF 04-1 is effective for business combinations after October 13, 2004, but requires goodwill resulting from prior business combinations involving parties with a preexisting relationship to be tested for impairment by applying the guidance in the consensus. We will apply EITF 04-1 to acquisitions subsequent to the effective date and in our future goodwill impairment testing.