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COMET TECHNOLOGIES INC
Form 10QSB
May 16, 2005

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

FORM 10-QSB

(Mark one)

QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2005

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE
EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number: 0-26059

COMET TECHNOLOGIES, INC.

(Exact Name of small business issuer as specified in its charter)

Nevada

87-0430322

(State of Incorporation)

(IRS Employer ID Number)

10 West 100 South, Suite 610, Salt Lake City, Utah 84101

(Address of principal executive offices)

(801) 532-7851

(Issuer's telephone number)

Not Applicable.

(Former name, address and fiscal year, if changed since last report)

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

APPLICABLE ONLY TO CORPORATE ISSUERS: State the number of shares outstanding of each of the issuer's classes of common equity: As of the date of this report, there were 3,598,000 shares of common stock outstanding.

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Transitional Small Business Format: Yes [] No [XX]

COMET TECHNOLOGIES, INC.

Form 10-QSB for the quarter ended March 31, 2005

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PART I-FINANCIAL INFORMATION

Item 1 - Financial Statements

COMET TECHNOLOGIES, INC.
(A Development Stage Company)

FINANCIAL STATEMENTS

March 31, 2005 and December 31, 2004

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COMET TECHNOLOGIES, INC.
(A Development Stage Company)
Balance Sheets

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| ASSETS | | |
|--|-------------------|----------------------|
| | March 31, 2005 | December 31, 2004 |
| ----- | | |
| (Unaudited) | | |
| CURRENT ASSETS | | |
| Cash and cash equivalents | \$ 83,993 | \$ 90,864 |
| | ----- | ----- |
| Total Current Assets | 83,993 | 90,864 |
| | ----- | ----- |
| TOTAL ASSETS | \$ 83,993 | \$ 90,864 |
| | ===== | ===== |
| LIABILITIES AND STOCKHOLDERS' EQUITY | | |
| ----- | | |
| CURRENT LIABILITIES | | |
| Accounts payable | \$ 1,860 | \$ 3,065 |
| Payable - related parties | 63,795 | 57,795 |
| | ----- | ----- |
| Total Current Liabilities | 65,655 | 60,860 |
| | ----- | ----- |
| TOTAL LIABILITIES | \$ 65,655 | \$ 60,860 |
| | ===== | ===== |
| STOCKHOLDERS' EQUITY | | |
| Preferred stock, \$0.001 par value, 5,000,000 shares authorized, none issued or outstanding | - | - |
| Common stock: 20,000,000 shares authorized of \$0.001 par value, 3,598,000 shares issued and outstanding | 3,598 | 3,598 |
| Additional paid-in capital | 238,561 | 238,561 |
| Deficit accumulated during the development stage | (223,821) | (212,155) |
| | ----- | ----- |
| Total Stockholders' Equity | 18,338 | 30,004 |
| | ----- | ----- |
| TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY | \$ 83,993 | \$ 90,864 |
| | ===== | ===== |

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

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(Unaudited)

| | For the Three Months Ended March 31, | | From Inception on February 7, 1986 through March 31, |
|--|---|-------------|--|
| | 2005 | 2004 | 2005 |
| REVENUES | \$ - | \$ - | \$ - |
| EXPENSES | | | |
| General and administrative | 11,708 | 33,169 | 372,325 |
| Total Expenses | 11,708 | 33,169 | 372,325 |
| LOSS FROM OPERATIONS | (11,708) | (33,169) | (372,325) |
| OTHER INCOME (LOSS) | | | |
| Dividend income | - | - | 5,493 |
| Interest income | 42 | 135 | 147,503 |
| Reimbursement of fees | - | - | 2,158 |
| Unrealized loss from marketable securities | - | - | (6,650) |
| Total Other Income (Loss) | 42 | 135 | 148,504 |
| NET LOSS | \$ (11,666) | \$ (33,034) | \$ (223,821) |
| BASIC LOSS PER SHARE | \$ (0.00) | \$ (0.01) | |
| WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING | 3,598,000 | 3,598,000 | |

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

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COMET TECHNOLOGIES, INC.
(A Development Stage Company)
Statements of Stockholders' Equity (Deficit)
From Inception on February 7, 1986 through March 31, 2005

Deficit
Accumulated

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| | Common Stock | | Capital in Excess of Par Value | During Development Stage |
|--|--------------|----------|--------------------------------------|--------------------------------|
| | Shares | Amount | | |
| Balance at Inception on February 7, 1986 | - | \$ - | \$ - | \$ - |
| Issuance of 1,098,000 shares of common stock to officers, directors and other individuals for \$0.023 per share on February 7, 1986 | 1,098,000 | 1,098 | 23,902 | - |
| Public offering of the Company's common stock (Note 2) | 2,500,000 | 2,500 | 247,500 | - |
| Deferred offering costs offset against capital in excess of par value | - | - | (32,841) | - |
| Net loss from inception on February 7, 1986 through December 31, 1997 | - | - | - | (41,568) |
| Balance, December 31, 1997 | 3,598,000 | 3,598 | 238,561 | (41,568) |
| Net loss for the year ended December 31, 1998 | - | - | - | (1,761) |
| Balance, December 31, 1998 | 3,598,000 | 3,598 | 238,561 | (43,329) |
| Net income for the year ended December 31, 1999 | - | - | - | 145 |
| Balance, December 31, 1999 | 3,598,000 | 3,598 | 238,561 | (43,184) |
| Net loss for the year ended December 31, 2000 | - | - | - | (1,803) |
| Balance, December 31, 2000 | 3,598,000 | 3,598 | 238,561 | (44,987) |
| Net loss for the year ended December 31, 2001 | - | - | - | (7,412) |
| Balance, December 31, 2001 | 3,598,000 | 3,598 | 238,561 | (52,399) |
| Net loss for the year ended December 31, 2002 | - | - | - | (28,074) |
| Balance, December 31, 2002 | 3,598,000 | \$ 3,598 | \$ 238,561 | \$ (80,473) |

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

COMET TECHNOLOGIES, INC.
 (A Development Stage Company)
 Statements of Stockholders' Equity (Deficit) (Continued)
 From Inception on February 7, 1986 through March 31, 2005

| | Common Stock | | Capital in | Deficit |
|--|--------------|----------|------------|--------------|
| | Shares | Amount | Excess of | Accumulated |
| | | | Par Value | During |
| | | | | Development |
| | | | | Stage |
| Balance, December 31, 2002 | 3,598,000 | \$ 3,598 | \$ 238,561 | \$ (80,473) |
| Net loss for the year ended December 31, 2003 | - | - | - | (40,089) |
| Balance, December 31, 2003 | 3,598,000 | 3,598 | 238,561 | (120,562) |
| Net loss for the year ended December 31, 2004 | - | - | - | (91,593) |
| Balance, December 31, 2004 | 3,598,000 | \$ 3,598 | \$ 238,561 | \$ (212,155) |
| Net loss for the three months Ended March 31, 2005 (unaudited) | - | - | - | (11,666) |
| Balance, March 31, 2005 (unaudited) | 3,598,000 | \$ 3,598 | \$ 238,561 | \$ (223,821) |

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

COMET TECHNOLOGIES, INC.
 (A Development Stage Company)
 Statements of Cash Flows
 (Unaudited)

| | For the Three Months Ended March 31, 2005 | 2004 | From Inception on February 7, 1986 through March 31, 2005 |
|--|---|------|--|
| | | | |

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CASH FLOWS FROM OPERATING ACTIVITIES:

| | | | |
|---|-------------|-------------|--------------|
| Loss from operations | \$ (11,666) | \$ (33,034) | \$ (223,821) |
| Adjustments to reconcile net loss to net cash used by operating activities: | | | |
| Amortization | - | - | 301 |
| Change in operating assets and liabilities: | | | |
| Increase in taxes payable | - | - | 300 |
| Increase (decrease) in accounts payable | 4,795 | 14,295 | 65,354 |
| | | | |
| Net Cash used by Operating Activities | (6,871) | (18,739) | (157,866) |

CASH FLOWS FROM INVESTING ACTIVITIES

| | | | |
|--|---|---|---|
| | - | - | - |
| | | | |

CASH FLOWS FROM FINANCING ACTIVITIES

| | | | |
|---|---|---|---------|
| Organizational costs | - | - | (300) |
| Net stock offering proceeds | - | - | 242,159 |
| | | | |
| Net Cash Provided by Financing Activities | - | - | 241,859 |

| | | | |
|-----------------------------|---------|----------|--------|
| INCREASE (DECREASE) IN CASH | (6,871) | (18,739) | 83,993 |
|-----------------------------|---------|----------|--------|

| | | | |
|-----------------------------|--------|---------|---|
| CASH AT BEGINNING OF PERIOD | 90,864 | 151,597 | - |
| | | | |

| | | | |
|-----------------------|-----------|------------|-----------|
| CASH AT END OF PERIOD | \$ 83,993 | \$ 132,858 | \$ 83,993 |
| | | | |

CASH PAID FOR:

| | | | |
|----------|------|------|------|
| Taxes | \$ - | \$ - | \$ - |
| Interest | \$ - | \$ - | \$ - |

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

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COMET TECHNOLOGIES, INC.
(A Development Stage Company)
Notes to the Financial Statements
March 31, 2005 and December 31, 2004

NOTE 1 - CONDENSED FINANCIAL STATEMENTS

The accompanying financial statements have been prepared by the Company without audit. In the opinion of management, all adjustments (which include only normal recurring adjustments) necessary to present fairly the financial position, results of operations and cash flows for all periods presented have been made.

Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted. It

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is suggested that these condensed financial statements be read in conjunction with the financial statements and notes thereto included in the Company's December 31, 2004 audited financial statements. The results of operations for the period ended March 31, 2005, are not necessarily indicative of the operating results for the full year.

NOTE 2 - RELATED PARTY TRANSACTION

As of March 31, 2005, the Company owed \$63,795 to related parties for unpaid services rendered to the Company.

NOTE 3 - STOCK OPTIONS AND WARRANTS

On March 11, 1999, the Company granted to Richard B. Stuart, Phillip C. Gugel and Jack M. Gertino options to purchase 200,000 shares of common stock each at an exercise price of \$0.1875, which was the average of the bid and asked prices for the common stock on that date. The options are vested and expire in March 2009. The options were issued to compensate these persons for their services to the Company over the past 13 years, for which they had received no other compensation. The options of Mr. Gugel have now passed on to his estate. There is an outstanding warrant to purchase 50,000 shares of the Company's common stock at an exercise price of \$0.1875, which expires in March 2009.

NOTE 4 - MATERIAL EVENTS

On January 19, 2004 the Company entered into a Stock Exchange Agreement with Town House Land Limited, (Town House) an entity organized in China. If consummated, the Company would authorize a 1 for 3 reverse split of its outstanding stock and then issue 18,390,000 post-split shares to acquire Town House. Also, a majority of the current officers and directors of the Company will resign and be replaced by officers and directors of Town House.

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COMET TECHNOLOGIES, INC.
(A Development Stage Company)
Notes to the Financial Statements
March 31, 2005 and December 31, 2004

NOTE 4 - MATERIAL EVENTS (CONTINUED)

On or about February 9, 2005, the Company sent notification to Town House of its decision to terminate the Agreement between the Company, Town House and the shareholders of Town House. As a result of this decision, the reverse acquisition contemplated by the Agreement will not occur. Management will now begin efforts to locate a suitable acquisition or merger candidate for the Company.

The decision to terminate the Agreement, and the reverse acquisition and related transactions contemplated by the Agreement, was a result of the determination by the board of directors that Town House had recently undertaken actions and business efforts which were a material deviation from the business of Town House as described in the Company's preliminary information statement under Schedule 14C filed with the U.S. Securities and Exchange Commission. The board of directors concluded that this change would require an amendment to the Company's 14C Information Statement and would cause substantial additional delays and costs to the Company. Moreover, the board of directors concluded that the change in the business of Town House was contrary to the best interests of the Company and its shareholders.

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

(1) Caution Regarding Forward-Looking Information

When used in this report, the words "may," "will," "expect," "anticipate," "continue," "estimate," "project," "intend," and similar expressions are intended to identify forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934 regarding events, conditions, and financial trends that may affect the Company's future plans of operations, business strategy, operating results, and financial position. Persons reviewing this report are cautioned that any forward-looking statements are not guarantees of future performance and are subject to risks and uncertainties and that actual results may differ materially from those included within the forward-looking statements as a result of various factors. These risks and uncertainties, many of which are beyond our control, include (i) the sufficiency of existing capital resources and the Company's ability to raise additional capital to fund cash requirements for future operations; (ii) volatility of the stock market; and (iii) general economic conditions. Although the Company believes the expectations reflected in these forward-looking statements are reasonable, such expectations may prove to be incorrect.

(2) Plan of Operation

Three-Month Periods Ended March 31, 2005 and 2004

The Company has not been engaged in business operations, and has had no revenue from operations for the three-month periods ended March 31, 2005 and 2004.

General and administrative expenses for the three-month periods ended March 31, 2005 and 2004, consisted of general corporate administration, officer compensation, legal and professional expenses, and accounting and auditing costs. These expenses were \$11,708 and \$33,169 for the three-month periods ended March 31, 2005 and 2004, respectively.

Interest income in the three-month periods ended March 31, 2005 and 2004, was \$42 and \$135, respectively. As a result of the foregoing factors, the Company realized a net loss of \$11,666 for the three months ended March 31, 2005, as compared to a net loss of \$33,034 for the same period in 2004.

Liquidity and Capital Resources

At March 31, 2005, the Company had working capital of approximately \$18,338, as compared to \$30,004 at December 31, 2004. Working capital as of both dates consisted of cash and cash equivalents.

Management believes that the Company has sufficient cash to meet the anticipated needs of the Company's operations through at least the next 12 months. However, there can be no assurances to that effect, as the Company has no significant revenues and the Company's need for capital may change dramatically if it acquires an interest in a business opportunity during that period. The Company is dependent upon management and/or significant shareholders to provide sufficient working capital to preserve the integrity of the corporate entity during this phase. It is the intent of management and significant shareholders to provide sufficient working capital necessary to

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support and preserve the integrity of the corporate entity. The Company's current operating plan is to (i) handle the administrative and reporting requirements of a public company, and (ii) search for potential businesses, products,

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technologies and companies for acquisition. At present, the Company has no understandings, commitments or agreements with respect to the acquisition of any business venture, and there can be no assurance that the Company will identify a business venture suitable for acquisition in the future. Further, there can be no assurance that the Company would be successful in consummating any acquisition on favorable terms or that it will be able to profitably manage any business venture it acquires.

Although the Company's assets consist of cash and cash equivalents, the Company has no intent to become, or hold itself out to be, engaged primarily in the business of investing, reinvesting, or trading in securities. Accordingly, the Company does not anticipate being required to register pursuant to the Investment Company Act of 1940, and expects to be limited in its ability to invest in securities, other than cash equivalents and government securities, in the aggregate amount of over 40% of its assets. There can be no assurance that any investment made by the Company will not result in losses.

Item 3 - Controls and Procedures

As of the end of the period covered by this report, an evaluation was performed under the supervision and with the participation of the Company's management, including the Chief Executive Officer and Chief Financial Officer of the effectiveness of the design and operation of the Company's disclosure controls and procedures. Based on that evaluation, the Company's management, including the Chief Executive Officer and Chief Financial Officer, concluded that the Company's disclosure controls and procedures were effective. There have been no significant changes in the Company's internal controls or in other factors that could significantly affect internal controls subsequent to the date of the evaluation.

PART II - OTHER INFORMATION

Item 1 - Legal Proceedings

None.

Item 2 - Changes in Securities

None.

Item 3 - Defaults on Senior Securities

None.

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

During the quarter ended March 31, 2005, the Company held no regularly scheduled, called or special meetings of shareholders during the reporting period, nor were any matters submitted to a vote of this Company's security holders.

Item 5 - Other Information

On or about February 9, 2005, the Company sent notification to Town House of its decision to terminate the Exchange Agreement between the Company, Town House and the shareholders of Town House. This notification occurred after approximately 14 months of efforts to complete this transaction. As reflected in the Company's Current Report on Form 8-K, filed on or about February 14, 2005, and its annual report on Form 10-KSB for the year ended December 31, 2004, filed on or about April 14, 2005, which is incorporated herein by reference, the decision to terminate the Exchange Agreement, and the reverse acquisition contemplated by the Exchange Agreement, was a result of the determination by the board of directors that Town House had undertaken actions and business efforts which were a material deviation from the business of Town House as described in the Company's preliminary information statement under Schedule 14C filed with the U.S. Securities and Exchange Commission ("SEC"). The board of directors concluded that this change would require an amendment to the Company's 14C Information Statement and would cause substantial additional delays and costs to the Company. Moreover, the board of directors concluded that the change in the business of Town House was contrary to the best interests of the Company and its shareholders. Town House acknowledged the Company's decision to terminate the Exchange Agreement and transactions contemplated by the Exchange Agreement.

As a result of this decision, the reverse acquisition contemplated by the Exchange Agreement will not occur. Management will now begin efforts to locate a suitable acquisition or merger candidate for the Company. Unfortunately, the Company expended over one year approximately \$24,000 in legal and accounting funds pursuing this opportunity and preparing and filing required information concerning the proposed transaction with the SEC. In addition, the Company's officers and directors devoted substantial time to the Company in connection with this transaction for which the Company has incurred a payable on the Company's balance sheet of \$63,795 as of March 31, 2005.

Item 6 - Exhibits and Reports on Form 8-K

(a) Exhibits.

| Exhibit | Description |
|---------|---|
| 31.1 | Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002* |
| 31.2 | 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** |

*Included herein pursuant to Item 601(b) 31 of Regulation SB.

**Included herein pursuant to Item 601(b) 32 of Regulation SB.

(b) Reports on Form 8-K. On February 14, 2005, the Company filed a Current Report on Form 8-K, reporting the termination of the Exchange Agreement among the Company, Town House Land Limited ("Town House"), and the shareholders of Town House.

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SIGNATURES

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

COMET TECHNOLOGIES, INC.

Date: May 13, 2005

By: /s/ Richard B. Stuart

Richard B. Stuart, President, CEO and
Principal Executive Officer

Date: May 13, 2005

By: /s/ Jack M. Gertino

Jack M. Gertino, Secretary/Treasurer, CFO
and Principal Financial Officer