

Edgar Filing: COVENTURE INTERNATIONAL INC - Form 10QSB

COVENTURE INTERNATIONAL INC  
Form 10QSB  
June 17, 2002

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-QSB

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

For the Quarterly Period ended April 30, 2002

Commission File Number: 0-31539

COVENTURE INTERNATIONAL INC.  
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(Exact name of small business issuer as specified in its charter)

|                                 |   |
|---------------------------------|---|
| Delaware<br>-----               | 98-0231607<br>-----                     |
| (Jurisdiction of Incorporation) | (I.R.S. Employer<br>Identification No.) |

Suite 174, 3559 - 27th Street N.E.  
Calgary, Alberta, Canada T1Y 5E4  
-----

(Address of principal executive office) (Zip Code)

Registrant's telephone number, including area code: (403) 949-5621

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 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 [x] No [ ]

As of May 31, 2002 the Company had 6,718,200 shares of common stock issued and outstanding.

PART I: FINANCIAL INFORMATION

To simplify the language in this document, Coventure International Inc. is referred to as "We" or the "Company".

Item 1. Financial Statements

# Edgar Filing: COVENTURE INTERNATIONAL INC - Form 10QSB

Coventure International Inc.  
(formerly Liquidpure Corp.)  
(a development stage enterprise)  
Consolidated Financial Statements  
April 30, 2002 and April 30, 2001  
(Unaudited)

## INDEPENDENT ACCOUNTANTS' REPORT

To the Board of Directors and Stockholders of  
Coventure International Inc.  
(formerly Liquidpure Corp.)  
Calgary, AB Canada

We have reviewed the accompanying consolidated balance sheet of Coventure International Inc. as at April 30, 2002, the related consolidated statement of operations for the three-month and nine-month periods then ended, and the related consolidated statement of cash flows for the nine-month period then ended. These financial statements are the responsibility of the Corporation's management.

We conducted our review in accordance with standards established by the American Institute of Certified Public Accountants. A review of interim financial information consists principally of applying analytical procedures to financial data and of making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with generally accepted auditing standards, the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our review, we are not aware of any material modifications that should be made to such consolidated financial statements for them to be in conformity with generally accepted accounting principles.

Vancouver, Canada,  
June 11, 2002

N.I. Cameron Inc.  
CHARTERED ACCOUNTANTS

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Coventure International Inc.  
 (formerly Liquidpure Corp.)  
 (a development stage enterprise)  
 Consolidated Balance Sheet  
 April 30, 2002

(expressed in U.S. dollars)

ASSETS

|                           | April 30,<br>2002 | July 31,<br>2001 |
|---------------------------|-------------------|------------------|
|                           | -----             |                  |
|                           | (Unaudited)       |                  |
| CURRENT                   |                   |                  |
| Cash                      | \$ 2,619          | \$ 301           |
| Accounts receivable       | 282               | -                |
|                           | -----             |                  |
|                           | 2,901             | 301              |
| LICENSE, at cost (Note 4) | -                 | 1,000            |
|                           | -----             |                  |
|                           | \$ 2,901          | \$ 1,301         |
|                           | =====             |                  |

LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)

|  |           |          |
|--|-----------|----------|
| CURRENT LIABILITIES                          |           |          |
| Accounts payable and accrued liabilities     | \$ 12,159 | \$ 3,229 |
| Advances from stockholder (Note 4)           | 10,000    | -        |
|  | -----     |          |
|  | 22,159    | 3,229    |
|  | -----     |          |
| STOCKHOLDERS' EQUITY (DEFICIT)               |           |          |
| Share capital (Notes 3 and 6)                |           |          |
| Common stock - \$0.0001 par value            |           |          |
| 30,000,000 authorized; 10,568,200 issued and |           |          |
| outstanding                                  | 1,057     | 1,057    |
| Preferred stock - \$0.0001 par value         |           |          |
| 5,000,000 authorized                         |           |          |
| Share subscriptions received (Note 3)        | 20,000    | -        |
| Additional paid-in capital                   | 25,425    | 25,425   |
| Deficit accumulated in the development stage | (65,740)  | (28,410) |
|  | -----     |          |
|  | (19,258)  | (1,928)  |
|  | -----     |          |
|  | \$ 2,901  | \$ 1,301 |
|  | =====     |          |

SUBSEQUENT EVENT (Note 6)

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

Coventure International Inc.  
 (formerly Liquidpure Corp.)  
 (a development stage enterprise)  
 Consolidated Statements of Operations  
 For the Nine-Month and Three-Month Periods Ended  
 April 30, 2002 and April 30, 2001  
 (Unaudited)

(expressed in U.S. dollars)

|                                   | Three<br>Months<br>Ended<br>April 30,<br>2002 | Three<br>Months<br>Ended<br>April 30,<br>2001 | Nine<br>Months<br>Ended<br>April 30,<br>2002 | Nine<br>Months<br>Ended<br>April 30,<br>2001 | Period<br>from<br>March 31,<br>1999<br>(date of<br>incorporation)<br>to April 30,<br>2002 | Period<br>from<br>March 31,<br>1999<br>(date of<br>incorporation)<br>to April 30,<br>2001 |
|-----------------------------------|---|---|--|--|---|---|
| REVENUE                           | \$ 2,678                                      | \$ -  | \$ 2,678                                     | \$ -   | \$ 2,678  | \$ -  |
| EXPENSES                          |   |   |  |  |   |   |
| Professional fees                 | 12,673  | 1,071   | 12,673                                       | 7,289  | 24,493  | 9,560   |
| Management fees                   | 11,340  | -   | 12,598                                       | 2,026  | 16,677  | 4,079   |
| Administration                    | 4,990   | 419   | 7,049  | 5,331  | 14,210  | 6,734   |
| Consulting                        | 4,500   | -   | 4,500  | -  | 9,850   | 5,350   |
| Advertising and                   | 2,188   | -   | 2,188  | -  | 2,188   | -   |
| promotion                         | \$ -  | -   | 1,000  | -  | 1,000   | -   |
| Loss on abandonment<br>of license | -   | -   | 1,000  | -  | 1,000   | -   |
|                                   | (35,691)                                      | (1,490)                                       | (40,008)                                     | (14,646)                                     | (68,418)  | (25,723)  |
| LOSS FROM OPERATIONS              | \$ (33,013)                                   | \$ (1,490)                                    | \$ (37,330)                                  | \$ (14,646)                                  | \$ (65,740)   | \$ (25,723)   |

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LOSS PER SHARE -

Basic and diluted \$ (0.003) \$ (0.000) \$ (0.004) \$ (0.001)

=====

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

Coventure International Inc.  
 (formerly Liquidpure Corp.)  
 (a development stage enterprise)  
 Consolidated Statements of Cash Flows  
 For the Nine-Month Periods Ended  
 April 30, 2002 and April 30, 2001  
 (Unaudited)

(expressed in U.S. dollars)

|   | Nine<br>Months<br>Ended<br>April 30,<br>2002 | Nine<br>Months<br>Ended<br>April 30,<br>2001 | Period From<br>March 31,<br>1999<br>(date of<br>incorporation)<br>to April 30,<br>2002 | Period From<br>March 31,<br>1999<br>(date of<br>incorporation)<br>to April 30,<br>2001 |
|---|--|--|--|--|
| Cash flows used in operating activities                                   |  |  |  |  |
| Net loss for the period   | \$ (37,330)                                  | \$ (14,646)                                  | \$ (65,740)  | \$ (25,723)  |
| Adjustment to reconcile net loss to net cash used in operating activities |  |  |  |  |
| Loss on abandonment of license  | 1,000  | -  | 1,000  | -  |
|   | (36,330)                                     | (14,646)                                     | (64,740)   | (25,723)   |
| Changes in operating assets and liabilities                               |  |  |  |  |
| Accounts receivable   | (282)  | -  | (282)  | -  |
| Accounts payable  | 8,930  | (605)  | 12,159   | 1,498  |
| Net cash used in operating activities                                     | (27,682)                                     | (15,251)                                     | (52,863)   | (24,225)   |
| Investing activities  |  |  |  |  |
| Purchase of license   | -  | -  | (1,000)  | (1,000)  |
| Net cash used in investing activities                                     | -  | -  | (1,000)  | (1,000)  |

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|   |          |          |          |          |
|---|----------|----------|----------|----------|
| Financing activities                          |          |          |          |          |
| Advances from stockholder                     | 10,000   | -        | 10,000   | -        |
| Issuance of share capital                     | -        | -        | 26,482   | 26,482   |
| Deposit on shares to be issued                | 20,000   | -        | 20,000   | -        |
|   |          |          |          |          |
| Net cash provided by financing activities     | 30,000   | -        | 56,482   | 26,482   |
|   |          |          |          |          |
| Increase (decrease) in cash during the period | 2,318    | (15,251) | 2,619    | 1,257    |
|   |          |          |          |          |
| Cash at beginning of period                   | 301      | 16,508   | -        | -        |
|   |          |          |          |          |
| Cash at end of period                         | \$ 2,619 | \$ 1,257 | \$ 2,619 | \$ 1,257 |
|   |          |          |          |          |

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

Coventure International Inc.  
 (formerly Liquidpure Corp.)  
 (a development stage enterprise)  
 Notes to Consolidated Financial Statements  
 April 30, 2002  
 (Unaudited)

(expressed in U.S. dollars)

### 1. FORMATION AND BUSINESS OF THE COMPANY

Coventure International Inc. (the "Company") was incorporated in Delaware, U.S.A. on March 31, 1999 as Bullet Environmental Systems, Inc. and changed its name on May 25, 2000 to Liquidpure Corp. On February 14, 2002, the Company changed its name to Coventure International Inc.

The Company is a development stage enterprise engaged in the business of providing management consulting products and services through an eventual network of regionally licensed operators in North America. The Company's services will include strategic analysis, planning, consulting and coaching. To date the Company has not commenced any operational activities other than the development of its business plan and the selection and acquisition of the domain name.

These financial statements include the accounts of the Company and its wholly-owned subsidiary Coventure Canada Ltd. (the "Subsidiary"). The Subsidiary was incorporated in the Province of Alberta, Canada on February 5, 2002.

#### Going concern

The accompanying financial statements have been presented assuming the Company will continue as a going concern. At April 30, 2002, the Company had accumulated \$65,740 in losses and had no material revenue producing operations. At the date of this report, the Company's ability to continue as a going concern is dependent upon its ability to raise additional capital or merge with a

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revenue-producing venture partner.

### 2. SIGNIFICANT ACCOUNTING POLICIES

#### Interim Financial Statements

The accompanying unaudited interim financial statements have been prepared in accordance with generally accepted accounting principles in the United States and Form 10-QSB requirements. 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, the accompanying interim financial statements contain all the adjustments (consisting of only normal recurring accruals) necessary to present fairly the Company's financial position as of April 30, 2002 and its result of operations and its cash flows for the nine-month period ending April 30, 2002. The results of operations for the interim period are not necessarily indicative of the results to be expected for the fiscal year. For further information, refer to the financial statements and related footnotes for the year ended July 31, 2001 included in the Company's annual report on Form 10-KSB.

Coventure International Inc.  
(formerly Liquidpure Corp.)  
(a development stage enterprise)  
Notes to Consolidated Financial Statements  
April 30, 2002  
(Unaudited)

(expressed in U.S. dollars)

### 2. SIGNIFICANT ACCOUNTING POLICIES (cont'd)

#### Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from these estimates.

#### Income taxes

The Company uses the liability method of accounting for income taxes. Under this method, deferred tax assets and liabilities are determined based on the difference between financial statement and tax bases of assets and liabilities and are measured using the enacted tax rates and laws that are expected to be in effect when the differences are expected to reverse. Deferred tax assets are reduced by a valuation allowance in respect of amounts considered by management to be less likely than not of realization in future periods.

#### Foreign currency translation

Unless otherwise stated, all amounts are in United States dollars. The functional currency of the Company and its Subsidiary is the Canadian dollar. Hence, all asset and liability amounts denominated in Canadian dollars have been translated using the exchange rate as at April 30, 2002 and all expenses have been translated using the average exchange rate for each month. The rates used were as follows:

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(equivalent Cdn \$ per U.S. \$)

April 30, 2002 rate .6376

### 3. SHARE CAPITAL

Holders of the common stock are entitled to one vote per share and share equally in any dividends declared and distributions on liquidation.

During the period, the Company issued a private placement offering memorandum to issue up to 1,000,000 common shares at a price of \$0.25 per share. As at April 30, 2002, the Company had received share subscriptions totaling \$20,000 to purchase 80,000 shares. Subsequent to April 30, 2002, the Company received an additional \$17,500 to purchase 70,000 shares. All shares subscribed have been issued subsequent to April 30, 2002.

Coventure International Inc.  
(formerly Liquidpure Corp.)  
(a development stage enterprise)  
Notes to Consolidated Financial Statements  
April 30, 2002  
(Unaudited)

(expressed in U.S. dollars)

### 4. RELATED PARTY TRANSACTIONS

- a) During the period, the Company paid management fees of \$12,598 (2001 - \$0), rent of \$945 (2001 - \$0) and automobile allowance of \$377 (2001 - \$0) to a director and officer of the Company. In addition, the Company paid \$1,889 (2001 - \$0) to the spouse of this director and officer for administrative services. During the period ended April 30, 2001, the Company paid management fees of \$2,026 to a former director and officer of the Company and rent of \$1,064 to a company controlled by a former director and officer of the Company. These transactions have been recorded using the exchange amount.
- b) The advances from a stockholder are interest-free and repayable on demand.
- c) During a prior period, the Company acquired a non-exclusive commercial license from a company controlled by a former director and officer of the Company. During the nine-month period ended April 30, 2002, the Company abandoned this license.

### 5. FINANCIAL INSTRUMENTS AND CONCENTRATIONS OF CREDIT RISK

The Company's financial instruments consist of cash, accounts receivable, accounts payable and advances from stockholder. It is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments. The fair value of these financial instruments approximate their carrying values.

### 6. SUBSEQUENT EVENT



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Subsequent to April 30, 2002, 4,000,000 common shares were returned to the treasury of the Company.

### Item 2. Management's Discussion and Analysis or Plan of Operations

This report contains certain forward-looking statements. The Company wishes to advise readers that actual results may differ substantially from such forward-looking statements. Forward-looking statements involve risks and uncertainties that could cause actual results to differ materially from those expressed in or implied by the statements, including, but not limited to, the following: the ability of the Company to search for appropriate business opportunities and subsequently acquire or merge with such entity, to meet its cash and working capital needs, the ability of the Company to maintain its existence as a viable entity, and other risks detailed in the Company's periodic report filings with the Securities and Exchange Commission.

The Company plans to be a North American provider of management consulting products and services to a network of regionally licensed operators.

In April 2002 the Company issued a private placement offering memorandum to sell a maximum of 1,000,000 common shares at a price of \$0.25 per share. As at April 30, 2002, the Company had received share subscriptions for \$20,000 to purchase 80,000 common shares, which has enabled us to commence operations. Subsequent to April 30, 2002 the Company received an additional \$17,500 to purchase 70,000 common shares

The drafting and design of the Coventure regional sales and marketing materials continued over the period. Final design and print production was initiated in early May. The Coventure website ([www.coventure.com](http://www.coventure.com)) was, at the end of April three-quarters complete, and went live in mid-May.

A test of the Coventure Analysis methodologies was tested on a mid-sized firm located in Calgary, Alberta. The results proved that the methodology for assessing business dysfunction was sound, however management is refining how the presentation of the results to the client is approached. These adjustments are expected to result in the increased amount of sales of Coventure products and services following the Analysis.

Over the period the advertising of Coventure services was tested in a selection of regional publications targeting small business owners. Employment advertising for an Area Manager to engage in new business development in the test market was commenced. Two potential candidates were identified and brought in for second round interviews and a selection for the position was made in May.

During the next twelve months, the Company plans to: (1) raise \$250,000 through the sale of equity securities via a private placement before July 31, 2002; (2) refine, market and expand the Company's methodologies and initiate its licensing program, and (3) hire, train and implement outside sales personnel, analysts and consultants.

During the nine months ended April 30, 2002 the Company's operations used \$27,682 in cash. Operating capital was provided by the sale of the Company's

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common stock (\$20,000) and a loan of \$10,000 from John Hromyk, an officer and director of the Company.

### PART II: OTHER INFORMATION

Item 1. Legal Proceedings - None

Item 2. Changes in Securities

On May 17, 2002 a total of 150,000 common shares were issued to two individuals for \$37,500 cash received through private placements. These transactions were exempt from registration pursuant to Rule 903 of the Securities and Exchange Commission.

Item 3. Defaults upon Senior Securities - None

Item 4. Submission of Matters to a Vote of Security Holdings - None

Item 5. Other Information

In May, 2002 the President of the Company, John Hromyk, returned 4,000,000 common shares to the authorized and unissued treasury of the Company.

Item 6. Exhibits and Reports on Form 8-K

- (a) Exhibits - None
- (b) Reports on Form 8-K - None

### SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, this Form 10-QSB Report for the Quarterly Period ended April 30, 2002, has been signed below by the following person on behalf of the Registrant and in the capacity and on the date indicated.

Dated: June 14, 2002

COVENTURE INTERNATIONAL INC.  
A Delaware Corporation

By: /s/John Hromyk

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Title: President and Principal Financial  
and Accounting Officer

