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RAINWIRE PARTNERS INC /DE/
Form 10QSB
November 01, 2001

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20459

FORM 10-QSB

QUARTERLY REPORT UNDER SECTION 13 OR 15(D) OF

THE SECURITIES EXCHANGE ACT OF 1934

For Quarter Ended: June 30, 2001

Commission File Number: 0-23892

Rainwire Partners, Inc.

(Exact Name of Registrant as specified in its charter

Delaware

57-0941152

(State or other jurisdiction of incorporation or organization

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

Monteith Commons, First Floor
2931 Piedmont Road, N.E., Atlanta, Georgia

30305

Address of Principal executive offices of Incorporation or
organization

Zip Code

404-842-1510

Registrants telephone number, including area code

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 and 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 last 90 days.

YES

NO

APPLICABLE ONLY TO CORPORATE ISSUERS

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as to the latest practical date.

| CLASS | No. of shares Outstanding on June 30, 2001 |
|------------------|--|
| Common Stock | 7,609,886 |
| Par Value \$.001 | |
| Per share | |

RAINWIRE PARTNERS, INC.

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RAINWIRE PARTNERS, INC.
CONDENSED BALANCE SHEETS

June 30,
2001

December
2000

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| | ----- (unaudited) | ----- |
|---|----------------------|---------------|
| ASSETS OF DISCONTINUED BUSINESS | | |
| CURRENT ASSETS | | |
| Cash | \$ 898 | \$ |
| Accounts receivable, net of allowance for doubtful accounts | | 2 |
| Related party advance, unsecured | | 1 |
| | ----- | ----- |
| TOTAL CURRENT ASSETS | 898 | 3 |
| | ----- | ----- |
| OTHER ASSETS | | |
| Deposits | | |
| | ----- \$ 898 | ----- \$ 4 |
| | ===== | ===== |
| LIABILITIES OF DISCONTINUED BUSINESS | | |
| CURRENT LIABILITIES | | |
| Shareholder loan | \$ 60,000 | \$ 6 |
| Accounts payable | 475,105 | 46 |
| Accrued business disposal costs and expenses | 511,731 | 51 |
| Other accrued liabilities | 63,994 | 11 |
| | ----- | ----- |
| TOTAL CURRENT LIABILITIES | 1,110,830 | 1,15 |
| | ----- | ----- |
| REDEEMABLE PREFERRED STOCK | | |
| Par value \$.01; authorized 2,500,00 shares issued 1999 | | |
| - 24,959 shares | 52,913 | 5 |
| | ----- | ----- |
| COMMITMENTS AND CONTINGENCIES | | |
| STOCKHOLDERS' EQUITY (DEFICIT) | | |
| Common stock, \$0.001 par value; authorized, 20,000,000 shares outstanding, 7,609,886 shares | 7,610 | |
| Paid-in capital | 1,321,472 | 1,32 |
| Deficit accumulated since inception | (2,491,927) | (2,49 |
| | ----- | ----- |
| TOTAL STOCKHOLDERS' EQUITY (DEFICIT) | (1,162,845) | (1,16 |
| | ----- | ----- |
| | \$ 898 | \$ 4 |
| | ===== | ===== |

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THESE FINANCIAL STATEMENTS

RAINWIRE PARTNERS, INC.
 CONDENSED STATEMENTS OF OPERATIONS
 (UNAUDITED)

| | THREE MONTHS ENDED JUNE 30, | | SIX |
|--|--------------------------------|--------------|-----------|
| | 2001 | 2000 | 2001 |
| Revenues | \$ -- | \$ -- | \$ -- |
| Expenses | | | |
| Income (loss) from continuing operations | -- | -- | |
| Discontinued Operations: | | | |
| Loss From Discontinued Operations | -- | (205,330) | -- |
| Net Loss | \$ -- | \$ (205,330) | \$ -- |
| WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING | 7,609,886 | 5,555,064 | 7,609,886 |
| Basic and Diluted Loss Per Common Share | | | |
| Loss From Discontinued Operations | -- | (0.04) | -- |
| Basic and Diluted Loss Per Common Share | \$ -- | \$ (0.04) | \$ -- |

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THESE FINANCIAL STATEMENTS

RAINWIRE PARTNERS, INC.
 CONDENSED STATEMENTS OF CASH FLOWS
 (UNAUDITED)

SIX MONTHS ENDED

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JUNE 30,

| | ----- 2001 ----- | ----- |
|--|------------------------|-------|
| CASH FLOWS FROM OPERATING ACTIVITIES | | |
| Continuing Operation | \$ -- | \$ -- |
| Discontinued Operations | | |
| Adjustments to reconcile net loss to net cash flows used by discontinued activities | | |
| Income (loss) from operations of discontinued business | | |
| Depreciation and amortization | | |
| Changes in current assets and liabilities: | | |
| Accounts receivable | 34,662 | |
| Other current assets | | |
| Deposits | 6,257 | |
| Accrued liabilities | (46,366) | |
| Accounts payable | 4,302 | |
| | ----- | |
| Net cash flows used by discontinued activities | (1,145) | |
| | ----- | |
| CASH FLOWS FROM INVESTING ACTIVITIES | | |
| Purchase of equipment | -- | |
| | ----- | |
| Net cash flows from (to) investing activities | -- | |
| | ----- | |
| NET CHANGE IN CASH FLOWS FOR THE PERIOD | (1,145) | |
| CASH, AT BEGINNING OF PERIOD | 2,043 | |
| | ----- | |
| CASH, AT END OF PERIOD | \$ 898 | \$ -- |
| | ===== | ===== |

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THESE FINANCIAL STATEMENTS

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RAINWIRE PARTNERS, INC.
CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY

| | COMMON STOCK | | PAID-IN CAPITAL | ACCUMULATED (DEFICIT) |
|---------------------------------|--------------------------|--------------------------|--------------------|--------------------------|
| | ----- SHARES ----- | ----- AMOUNT ----- | | |
| BALANCE, DECEMBER 31, 1999 | 5,555,064 | \$5,555 | \$ 609,375 | \$ (419,329) |
| Recapitalization, July 26, 2000 | 554,822 | 555 | (188,329) | |

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| | | | | |
|---|-----------|---------|--------------|------------|
| Issuance of stock for: | | | | |
| Services at \$.11 per share | 480,000 | 480 | 52,320 | |
| Reduction in note payable at \$1.25 per share | 120,000 | 120 | 149,880 | |
| Cash at \$.78 per share | 900,000 | 900 | 699,100 | |
| Dividends accrued on redeemable preferred stock | | | (874) | |
| Net (loss) for the year | | | | (2,072,) |
| | ----- | ----- | ----- | ----- |
| BALANCE, DECEMBER 31, 2000 | 7,609,886 | 7,610 | 1,321,472 | (2,491, |
| Net income (loss) for the six months ended June 30, 2001 | | | | |
| | ----- | ----- | ----- | ----- |
| BALANCE, JUNE 30, 2001 | 7,609,886 | \$7,610 | \$ 1,321,472 | \$ (2,491, |
| | ===== | ===== | ===== | ===== |

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THESE FINANCIAL STATEMENTS

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RAINWIRE PARTNERS, INC.

NOTES TO FINANCIAL STATEMENTS (unaudited)

Note 1. Basis of Presentation

In the opinion of management, the accompanying unaudited condensed financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-QSB. 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 of the Company's financial position as of June 30, 2001 and the results of its operations and cash flows for the three and six months ended June 30, 2001 and 2000 have been made. Operating results for the six months ended June 30, 2001 are not necessarily indicative of the results that may be expected for the year ended December 31, 2001.

These condensed financial statements should be read in conjunction with the financial statements and notes thereto contained in the Company's Form 10-KSB for the year ended December 31, 2000

Item 2. Plan of Operation

For the near term, the Company continues to work towards finalizing its stock exchange agreement with Oasis Group, Inc. It is financially dependent on its shareholders, who have financed its existence since closing down its operations in February, 2001. Management of the Company believes that its shareholders will continue to provide the finances the Company requires.

PART II OTHER INFORMATION

Item 1. Legal Proceedings

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The Company is involved with several legal actions, principally as defendant. These actions involve outstanding liabilities of the Company including those of subsidiaries. Following are four such actions:

Azimuth Laboratory, Inc., a subsidiary of EVRM, generated hazardous waste during the time of its operations which ceased in April, 2000. According to a former landlord, Azimuth was responsible for a hazardous waste cleanup on the leased premises, and he is seeking recovery of approximately \$130,000, including the cleanup and remaining payments due under the terms of the lease agreement which is to expire in December, 2001. A motion for summary judgment is expected to be heard by the end of 2001. Only the remaining lease obligation of \$66,271 has been recorded as of December 31, 2000.

As of December 31, 2000, a judgment against the Company was obtained by the holder of the remaining Series C redeemable preferred stock for \$21,666 relating to the failure by the

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Company to redeem 8,333 of those shares and to pay dividends when due. Substantially all of that amount was recorded as of December 31, 2000.

IOS Capital, Inc. has made a demand to Rainwire for sums defaulted upon as a result of an equipment lease signed by Rainwire in February, 1997. IOS Capital indicated that they would compromise the amounts owed for the sum of \$15,479.20 in full satisfaction of the claim; however, Rainwire failed to make the payment by the required date.

An action has been filed and reduced to a judgment against Rainwire Partners, Inc. by H.E. Igoe in the amount of \$21,665.96 filed on June 25, 2001. This matter involved a share purchase agreement between Rainwire and Igoe.

Item 2. Changes in Securities and Use of Proceeds

None

Item 3. Defaults Upon Senior Securities

As of December 31, 2000, a judgment against the Company was obtained by the holder of the remaining Series C redeemable preferred stock for \$21,666 relating to the failure by the Company to redeem 8,333 of those shares and to pay dividends when due.

As of June 30, 2001, 24,959 shares of Series C preferred stock remain outstanding. Dividends on these shares total \$2,621 and are still unpaid.

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

None

Item 5. Other Information

In February, 2001, Rainwire Partners, Inc. ("Rainwire" or the "Company") and Oasis Group, Inc., a Georgia corporation ("Oasis"), began discussions concerning the use of Rainwire as a reverse merger vehicle to position Oasis in the public market. These initial discussions did not result in any agreements. After exploring similar agreements with other parties, the Company re-entered discussions with Oasis in July, 2001.

On August 29, 2001, Rainwire and Oasis completed negotiations and the

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Oasis Share Exchange Agreement was signed. It is a non-binding agreement subject to the completion of due diligence and exchange of Schedules outlined in the Oasis Share Exchange Agreement. Prior to the Closing, Rainwire plans to increase its authorized common stock and reverse split its present outstanding shares.

The Company is seeking shareholder approval of the Oasis Share Exchange Agreement and the transactions contemplated by it. The consent of persons holding a simple majority (over 50%) of the outstanding Company common stock is needed to approve the closing of the transaction and authorization of the other transactions identified. Because current management owns greater than 50% of the outstanding Company common stock, the Company expects to receive the necessary shareholder approval and intends to prepare an Information Statement on Form 14C to inform the remaining shareholders of the majority's decision. The Company expects to mail the Information Statement to its shareholders on or about November 25, 2001, and believes that the transaction will close on or about December 15, 2001.

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Upon execution of the Oasis Share Exchange Agreement, Walter H. Elliott, the President and a director of the Company resigned, and Ronald A. Potts was elected to the Board of Directors of the Company and was appointed President and Chief Executive Officer of the Company. Additionally, Mike McLaughlin and John Hill were elected to the Board of Directors and Peggy Evans was appointed Chief Financial Officer.

Furthermore, upon execution of the Share Exchange Agreement, the Company issued 12,000,000 shares of its common stock to Osprey Investments, LLC (of which Lyne Marchessault is the sole member) in satisfaction of loans in the principal amount of \$60,000.

Item 6. Exhibits and Reports on Form 8-K:

During the second quarter of 2001, the Company filed no reports on Form 8-K.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, Registrant has duly caused this report to be signed on its behalf by the undersigned thereto duly authorized.

RAINWIRE PARTNERS, INC.

October 31, 2001

/s/ Ronald A. Potts

President and Chief Executive Officer

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