

CORDIA CORP
Form 10QSB/A
March 11, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-QSB/A

AMENDMENT NO. 1

(Mark One)

Quarterly report under Section 13 or 15(d) of the Securities exchange Act of 1934

For the quarterly period ended March 31, 2003

Transition report under Section 13 or 15(d) of the Exchange Act

For the transition period from _____ to _____.

Commission File Number: 33-23473

CORDIA CORPORATION

(Exact Name of Small Business Issuer as Specified in Its Charter)

Nevada 2917728

(State or Other Jurisdiction of (I.R.S. Employer Identification No.)
Incorporation or Organization)

2500 Silverstar Road, Suite 500, Orlando, Florida 32804

(Address of Principal Executive Offices)

866-777-7777

(Issuer's Telephone Number, Including Area Code)

**APPLICABLE ONLY TO ISSUERS INVOLVED IN
BANKRUPTCY PROCEEDINGS DURING THE
PRECEDING FIVE YEARS**

**Check whether the registrant filed all documents and reports required to be
filed by Section 12, 13 or 15(d) of the Exchange Act after the distribution of
securities under a plan confirmed by a court.**

Yes No

APPLICABLE ONLY TO CORPORATE ISSUERS

As of May 10, 2003, there were 5,821,211 shares of the issuer's common stock
outstanding.

Transitional Small Business Disclosure Format (check one):

Yes No

PART I
FINANCIAL INFORMATION

Item 1. Financial Statements.

CORDIA CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(UNAUDITED)

| | March 31, 2003 | December 31, 2002 | |
|---|---------------------|----------------------|----------------|
| | ----- | ----- | |
| ASSETS | | | |
| Current Assets | | | |
| Cash | \$ 18,757 | \$ 234,770 | |
| Accounts receivable, less allowance for doubtful accounts of \$56,390 (2003) and \$65,000 (2002) | | 303,905 | 507,920 |
| Investments | 5,600 | 3,685 | |
| Prepaid expenses and other current assets | | 29,200 | 64,817 |
| Other loans receivable | - | 33,649 | |
| | ----- | ----- | |
| TOTAL CURRENT ASSETS | | 357,462 | 844,841 |
| | ----- | ----- | |
| Property and equipment, at cost | | | |
| Office equipment | 13,228 | 230,660 | |
| Equipment - capital leases | - | 58,567 | |
| Vehicles | - | 16,743 | |
| Furniture and fixtures | - | 98,376 | |
| | ----- | ----- | |
| | 13,228 | 404,346 | |
| Less: Accumulated depreciation | | 3,882 | 141,140 |
| | ----- | ----- | |
| NET PROPERTY AND EQUIPMENT | | 9,346 | 263,206 |
| | ----- | ----- | |
| Other Assets | | | |
| Notes Receivable | 750,000 | - | |
| Security Deposits | 61,850 | 60,904 | |
| | ----- | ----- | |
| TOTAL OTHER ASSETS | | 811,850 | 60,904 |
| | ----- | ----- | |
| TOTAL ASSETS | \$ 1,178,658 | \$ 1,168,951 | |

===== =====

LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)

Current Liabilities

| | | | |
|---|---------|----------------|------------------|
| Book Overdraft | \$ - | \$ 90,946 | |
| Accounts payable and accrued expenses | | 576,746 | 1,782,184 |
| Obligation under capital lease, current portion | | - | 25,672 |
| Unearned income | 105,861 | 93,237 | |
| Loans payable to affiliates | - | 9,744 | |
| Loans payable-other | 23,491 | 36,103 | |
| | ----- | ----- | |
| TOTAL CURRENT LIABILITIES | | 706,098 | 2,037,886 |
| | ----- | ----- | |

Noncurrent Liabilities

| | | | |
|--|-------|----------|--------------|
| Obligation under capital lease, less current portion | | - | 7,404 |
| | ----- | ----- | |
| TOTAL NONCURRENT LIABILITIES | | - | 7,404 |
| | ----- | ----- | |

Stockholders' Equity (Deficit)

| | | | |
|--|-------------|----------------|------------------|
| Preferred stock, \$.001 par value; 5,000,000 shares authorized, no shares issued and outstanding | - | - | |
| Common stock, \$.001 par value; <R> 100,000,000 </R> shares authorized, 5,761,211 (2003) and 5,701,211 (2002) shares issued and outstanding | | 5,761 | 5,701 |
| Additional paid-in capital | 4,071,079 | 3,956,739 | |
| Common stock subscribed | 44,500 | 60,000 | |
| Accumulated deficit | (3,623,780) | (4,873,779) | |
| | ----- | ----- | |
| | 497,560 | (851,339) | |
| Less Treasury stock, 10,000 common shares at cost | | (25,000) | (25,000) |
| | ----- | ----- | |
| TOTAL STOCKHOLDERS' EQUITY (DEFICIT) | | 472,560 | (876,339) |
| | ----- | ----- | |

| | | | |
|---|-------|---------------------|---------------------|
| TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT) | | \$ 1,178,658 | \$ 1,168,951 |
| | ===== | ===== | |

Note: The balance sheet at December 31, 2002 has been derived from audited financial statements at that date but does not include all the information and footnotes required by generally accepted accounting principles in the United States.

See notes to consolidated financial statements.

CORDIA CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(UNAUDITED)

| | For the Three Months Ended March 31, | |
|---|---|-----------|
| | 2003 | 2002 |
| | ----- | ----- |
| Revenues | | |
| Telecommunications revenue | \$ 612,592 | - |
| Other | 10,000 | 76,409 |
| | ----- | ----- |
| | 622,592 | 76,409 |
| | ----- | ----- |
| Operating Expenses | | |
| Resale and wholesale line charges | 297,191 | - |
| Payroll and payroll taxes | 161,117 | 108,751 |
| Advertising and promotion | 71,164 | 7,857 |
| Professional and consulting fees | 112,762 | 172,563 |
| Depreciation | 1,248 | 437 |
| Insurance | 18,066 | 5,084 |
| Office expense | 8,578 | 2,166 |
| Telephone | 13,769 | 1,606 |
| Rent and building maintenance | 13,771 | 6,000 |
| Other selling, general and administrative | 94,603 | 8,222 |
| | ----- | ----- |
| | 792,269 | 312,686 |
| | ----- | ----- |
| Operating Loss | (169,677) | (236,277) |
| | ----- | ----- |
| Other Income (Expenses) | | |
| Income (loss) on investments | 2,800 | (31,343) |
| Other income | 3,633 | - |
| Interest expense | (337) | (727) |
| | ----- | ----- |
| | 6,096 | (32,070) |
| | ----- | ----- |
| Loss From Continuing Operations | (163,581) | (268,347) |
| | ----- | ----- |

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| | | |
|---|--------------|--------------|
| Income (Loss) from Discontinued Operations | | |
| Loss from operations of discontinued segments | (140,726) | (339,175) |
| Gain on disposal | 1,554,306 | - |
| | ----- | ----- |
| | 1,413,580 | (339,175) |
| | ----- | ----- |
| Net Income (Loss) | \$ 1,249,999 | \$ (607,522) |
| | ===== | ===== |
| Income (Loss) per Share | \$ 0.22 | \$ (0.11) |
| | ===== | ===== |
| Weighted Average Shares Outstanding | 5,722,537 | 5,461,713 |
| | ===== | ===== |

See notes to consolidated financial statements.

CORDIA CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)

For the Three Months Ended
March 31,
2003 2002

Cash Flows From Operating Activities

| | | | |
|--|--------------|---------------|----------------|
| Net income (loss) | \$ 1,249,999 | \$(607,522) | |
| Adjustments to reconcile net loss to net cash used by operations | | | |
| (Gain) on disposal of subsidiaries | (1,554,308) | - | |
| (Gain) loss on investments | (2,800) | 52,349 | |
| Consulting expense | 60,400 | 136,509 | |
| Professional fees | - | 11,000 | |
| Depreciation expense | 1,249 | 24,941 | |
| Non cash expenses of discontinued business segments | | 13,919 | - |
| (Increase) decrease in assets | | | |
| Accounts receivable | 36,409 | (110,398) | |
| Prepaid expenses and other current assets | | (21,111) | (36,698) |
| Security deposits | (28,085) | - | |
| Increase (decrease) in liabilities | | | |
| Book overdraft | 182,236 | - | |
| Accounts payable and accrued expenses | | (95,388) | 526,253 |
| Unearned income | 179,290 | 259,451 | |
| | ----- | ----- | |
| NET CASH PROVIDED BY OPERATING ACTIVITIES | | 21,810 | 255,885 |
| | ----- | ----- | |

Cash Flows From Investing Activities

| | | | |
|--|-----------|------------------|------------------|
| (Increase) in loans receivable from affiliates | (9,104) | (157,334) | |
| Decrease in loans receivable from affiliates | 1,750 | 128,500 | |
| Decrease in cash of sold subsidiaries | (241,055) | - | |
| Proceeds from sale of investments | - | 26,546 | |
| Decrease in securities sold but not purchased | - | (66,790) | |
| Purchase of property and equipment | (5,419) | (66,336) | |
| | ----- | ----- | |
| NET CASH (USED) BY INVESTING ACTIVITIES | | (253,828) | (135,414) |
| | ----- | ----- | |

Cash Flows From Financing Activities

| | | | |
|---|---------|---------|--------|
| Proceeds from issuance and subscription of common stock | | 38,500 | 35,000 |
| Payment of capital lease obligation | (9,884) | (4,531) | |
| Payment of notes payable | - | (993) | |
| Proceeds from loans payable to affiliates | | - | 9,000 |

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| | | | |
|---|-----------|------------|---------------|
| Payment of loans payable to affiliates | - | - | |
| Proceeds from other loans payable | 25,468 | 10,599 | |
| Payment of loans payable other | (38,079) | - | |
| | ----- | ----- | |
| NET CASH PROVIDED BY FINANCING ACTIVITIES | | | 16,005 49,075 |
| | ----- | ----- | |
| Increase (Decrease) in Cash | (216,013) | 169,546 | |
| Cash, Beginning | 234,770 | 185,348 | |
| | ----- | ----- | |
| Cash, Ending | \$ 18,757 | \$ 354,894 | |
| | ===== | ===== | |

See notes to condensed consolidated financial statements.

CORDIA CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

March 31, 2003

Note 1: Basis of Presentation

Our unaudited condensed financial statements have been prepared in accordance with the instructions to Form 10-QSB and do not include all of the information and disclosures required by generally accepted accounting principles. Therefore, these financial statements should be read in conjunction with the financial statements and related footnotes included in our Annual Report on Form 10-KSB for the most recent year-end. These financial statements reflect all adjustments that are, in the opinion of management, necessary to fairly state the results for the interim periods reported. The results of operations for the three-month period ended March 31, 2003 are not necessarily indicative of the results to be expected for the full year.

The consolidated financial statements include our accounts and the accounts of Cordia Communications Corp. for the years ended December 31, 2002 and for the three months ended March 31, 2003 and 2002. The consolidated financial statements also include the accounts of its discontinued business ISG Group, Inc. ("ISG") and its subsidiaries (Universal Recoveries, Inc. and U.L.A.E., Inc., both wholly-owned) as of December 31, 2002, and for the three months ended March 31, 2002 and the period January 1, 2003 through March 3, 2003 (date of disposal). The consolidated financial statements also include the accounts of our discontinued business segment, RiderPoint, Inc. ("RiderPoint") and subsidiary, for the three months ended March 31, 2002. All material intercompany balances and transactions have been eliminated.

Note 2: Investments

At March 31, 2003 and December 31, 2002, investments included common shares of eLEC Communications Corp. ("eLEC"). All investments are classified as trading securities and accordingly, stated at fair value, which is based on market quotes. Adjustments to fair value of the equity securities are recorded as an increase or decrease in investment income in the accompanying statements of operations.

During June 2002, we sold all of our common shares of RiderPoint and its subsidiary, RP Insurance Agency Inc. ("RP Insurance Agency"), and our entire membership interest in Webquill Internet Services, LLC ("Webquill") for \$1,000. We recognized a gain of \$322,796 in connection with such sale. The results of operations of RiderPoint, RP Insurance Agency and Webquill are presented as losses from operations of discontinued segments in the accompanying condensed consolidated statements of operations.

On March 3, 2003, we sold our equity interests in ISG to West Lane Group Inc. ("West Lane Group"), a company owned by the then-current management of ISG. The \$750,000 selling price of ISG is evidenced by a promissory note bearing interest at the rate of 6% per annum. The principal obligation of \$750,000 under the note is payable on or before March 3, 2005, and is secured by 700,000 shares of our common stock owned by West Lane Group.

NOTE 3: Sale of Business Segments

Sale of RiderPoint, Inc. and its subsidiary:

On June 27, 2002, we sold for \$1,000 in cash, (a) our common stock equity interests in RiderPoint, and its subsidiary, RP Insurance Agency, and (b) our entire membership interest in Webquill. RiderPoint had focused on the development of technological systems, solutions and processes that would allow it to become a nationwide distributor of insurance products through the internet and traditional insurance agents. RP Insurance Agency, Inc. acted as an insurance broker for individuals purchasing property and liability insurance for power sports vehicles. Webquill

provided internet hosting services to businesses and individuals. We recognized a gain of \$337,793 on the sale of these interests. As a result of the sale of these business segments, our net operating loss for Federal income tax reporting purposes decreased by approximately \$1,940,000.

CORDIA CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
 March 31, 2003

Note 3: Sale of Business Segments (cont'd)

The following is a summary of the sale transaction:

| | RiderPoint, and subsidiary | Webquill | Total |
|--|-------------------------------|-----------|------------|
| | ----- | ----- | ----- |
| Assets sold | \$(25,189) | \$(2,763) | \$(27,952) |
| Liabilities sold | 412,917 | 15,701 | 428,618 |
| Cash payment received | 500 | 500 | 1,000 |
| Write-off of inter-company receivables and payables | (63,873) | -0- | (63,873) |
| | ----- | ----- | ----- |
| Gain on sale | \$324,355 | \$13,438 | \$337,793 |
| | ===== | ===== | ===== |

Sale of ISG:

The following is a summary of the sale transaction of ISG (unaudited):

| | |
|---|--------------|
| Assets sold | \$ (778,529) |
| Liabilities sold | 1,658,917 |
| Note received | 750,000 |
| Write-off of inter-company receivables and payables | (76,082) |
| | ----- |
| Gain on sale, before income taxes | \$1,554,306 |
| | ===== |

Our net operating losses are expected to offset the gain on the sale of ISG.

As a result of the sale of ISG, (a) employee stock options to purchase 83,000 of our common shares at \$7.50 per share expired, and (b) our net operating loss carry-forward for Federal income tax reporting purposes, on a pro-forma basis giving retroactive effect to the sale of ISG as of December 31, 2002, would have been approximately \$2,220,000.

CORDIA CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

March 31, 2003

Note 3: Sale of Business Segments (cont'd)

The accompanying consolidated balance sheet at December 31, 2002 include the following assets and liabilities of the ISG discontinued business segments:

| | 2002 | |
|---|----------------|--|
| | ---- | |
| Current Assets | | |
| Cash | \$ 164,527 | |
| Accounts receivable, net | 377,568 | |
| Investments | 886 | |
| Prepaid expenses and other current assets | 17,512 | |
| Loans receivable from affiliates | 31,899 | |
| Loans receivable from parent and subsidiaries* | - | |
| | ----- | |
| Total current assets | 592,392 | |
| | ----- | |
| Property and equipment | | |
| Office equipment | 218,015 | |
| Equipment - capital leases | 58,567 | |
| Vehicles | 16,743 | |
| Furniture and fixtures | 98,376 | |
| | ----- | |
| | 391,701 | |
| Less: Accumulated depreciation | 138,506 | |
| | ----- | |
| | 253,195 | |
| | ----- | |
| Other assets | | |
| Security deposits | 27,139 | |
| | ----- | |
| Total assets | \$ 872,726 | |
| | ===== | |
| Current Liabilities | | |
| Book overdraft | \$ 90,946 | |
| Accounts payable and accrued expenses | 1,319,207 | |
| Obligation under capital lease, current portion | 25,672 | |
| Unearned income | 83,333 | |
| Loans payable to affiliates | 9,744 | |
| Loans payable to parent and subsidiaries* | 76,082 | |
| | ----- | |

| | |
|--|------------|
| Total current liabilities | 1,604,984 |
| | ----- |
| Obligation under capital lease, less current portion | 7,404 |
| | ----- |
| Accumulated deficit | (739,662) |
| | ----- |
| Total liabilities and accumulated deficit | \$ 872,726 |
| | ===== |

*Eliminated in consolidation.

License Agreement

On March 3, 2003, we entered into a licensing agreement with ISG whereby ISG purchased an unlimited license to certain of our software. The license agreement provides for ISG to pay us \$100,000 on execution of the license agreement, plus \$6,000 per month (including interest) for a period of twenty-five months. We agreed to provide software updates and maintenance as necessary, during this twenty-five month period.

Loss from operations of discontinued business segments includes the following:

| | Three months ended March 31, | |
|----------------------------------|------------------------------|-------------|
| | 2003 | 2002 |
| | ----- | ----- |
| Revenues: | | |
| Subrogation Service Revenue, net | \$ 631,361 | \$ 559,695 |
| Claims Administration income | 197,667 | 667,374 |
| Other | - | (761) |
| | ----- | ----- |
| Total Revenues: | \$ 829,028 | \$1,226,308 |
| | ===== | ===== |
| Loss before income taxes | \$ 140,726 | \$ 339,175 |
| | ===== | ===== |

The accompanying 2002 statement of operations was reclassified to show the results of operations for the RiderPoint and ISG business segments as discontinued.

CORDIA CORPORATION AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

March 31, 2003

Note 4: Stockholders' Equity

During June 2002, we approved a 5-for-1 reverse split of our common stock with no change in its par value of \$.001. All references in the consolidated financial statements and in the notes to consolidated financial statements with respect to the number of common shares and per share amounts have been restated to reflect the stock split.

During September 2000, we issued warrants to purchase 22,400 shares of our common stock. The warrants had an exercise price of \$12.50 per share and expired during the period from July through September 2002. No warrants were exercised prior to expiration.

Effective January 5, 2001, we established our 2001 Equity Incentive Plan (the "Plan"). The total number of shares of our common stock issuable under the Plan is 1,000,000, subject to adjustment for events such as stock dividends and stock splits. The Plan is administered by a committee of the Board of Directors having full and final authority and discretion to determine when and to whom awards should be granted. The committee will also determine the terms, conditions and restrictions applicable to each award.

Transactions under the Plan are summarized as follows giving retroactive effect to the reverse stock split:

| | Stock Options | Exercise Price | |
|----------------------------|---------------|----------------|------------------|
| | ----- | ----- | |
| Balance, December 31, 2002 | 146,000 | | \$ 7.50 to 11.25 |
| Granted: | 615,000 | \$.60 | |
| Exercised | - | \$ | |
| Expired | (83,000) | \$ 7.50 | |
| | ----- | ----- | |
| Balance, March 31, 2003 | 678,000 | | \$.60 to 11.25 |

Note 5: Commitments

We have no commitments for annual rentals under noncancelable operating leases.