

VALUERICH INC  
Form 10QSB  
November 14, 2007

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

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FORM 10-QSB  
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- x QUARTERLY REPORT UNDER SECTION 13 OR 15(D) OF  
THE SECURITIES EXCHANGE ACT OF 1934  
FOR THE QUARTERLY PERIOD ENDED September 30, 2007
  
- o TRANSITION REPORT UNDER 13 OR 15(D) OF THE  
EXCHANGE ACT  
FOR THE QUARTERLY PERIOD FROM \_\_\_\_\_ TO  
\_\_\_\_\_.

Commission File # 000-52404

VALUERICH, INC.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of incorporation or  
organization)

41-2102385  
(IRS Employer Identification Number)

1804 N. Dixie Highway, Suite A  
West Palm Beach, Florida 33407  
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

(561) 832-8878  
(ISSUER TELEPHONE NUMBER)

Securities registered pursuant to Section 12(b) of the Act: None

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 x No o

Indicate by check mark whether the registrant is a shell company as defined in Rule 12b-2 of the Exchange Act.

Yes  No

Number of shares of the registrant's common stock outstanding as of November 14, 2007 is: 8,151,539

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**SAFE HARBOR STATEMENT**

This Quarterly Report on Form 10-QSB contains forward- looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Discussions containing such forward- looking statements may be found in Item 2 hereof, as well as in this Report generally. In addition, when used in this Report, the words “believes,” “anticipates,” “expects,” “estimates,” “plans,” “intends,” “ and similar expressions are intended to identify forward-looking statements. All forward- looking statements are subject to a number of risks and uncertainties that could cause actual results to differ materially from projected results.

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**PART I. FINANCIAL INFORMATION**

**ITEM 1. FINANCIAL STATEMENTS**

**VALUERICH, INC.**

1. Unaudited Condensed Balance Sheets as of September 30, 2007
2. Unaudited Condensed Statement of Operations for the Three Months & Nine Months Ending September 30, 2007 and 2006
3. Unaudited Condensed Consolidated Statements of Cash Flows for the Nine Months Ended September 30, 2007.

**VALUERICH, INC.**  
**Consolidated Balance Sheet**

	<b>September 30,2007</b> <b>(Unaudited)</b>
<b>ASSETS</b>	
<b>CURRENT ASSETS</b>	
Cash	4,079,171
Accounts receivable	42,554
Pre-paid Expenses	41,662
Deferred Financing Cost	10,476
Total Current Assets	4,173,863
<b>FIXED ASSETS</b>	
Fixed Assets, at cost	106,459
Accumulated depreciation	(62,960)
Net Fixed Assets	43,500
<b>TOTAL ASSETS</b>	<b>4,217,363</b>
<b>LIABILITIES AND STOCKHOLDERS' DEFICIT</b>	
<b>CURRENT LIABILITIES</b>	
Accounts payable and accrued expenses	79,163
Deferred Revenue	249,493
Shareholder Notes Payable – current portion	70,000
Convertible Notes Payable – current portion	50,000
Total Current Liabilities	448,657
Convertible Shareholders' Notes Payable	9,500
Total Long Term Debt	9,500
Total Liabilities	458,157
<b>STOCKHOLDERS' DEFICIT</b>	
Common stock, 100,000,000 shares authorized of \$0.01 par value, 8,151,539 shares issued and outstanding.	81,515
Capital in excess of par value	7,032,071
Accumulated Deficit	(3,354,380)
Total Stockholders' Equity	3,759,207
<b>TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT</b>	<b>4,217,363</b>

**ValueRich, Inc.**  
**Consolidated Statements of Operations**  
**(Unaudited)**

	<b>For the Three Months Ended September 30,</b>		<b>For the Nine Months Ended September 30,</b>	
	<b>2007</b>	<b>2006</b>	<b>2007</b>	<b>2006</b>
<b>REVENUE</b>				
Expos, net	—	—	573,394	437,508
Magazines, net	—	94,988	318,223	192,944
	—	94,988	891,617	630,452
<b>COST OF SALES</b>				
Expos	27,075	—	534,083	357,951
Magazines	13,804	32,127	143,975	104,103
	40,879	32,127	678,058	462,054
<b>GROSS PROFIT</b>	<b>(40,879)</b>	<b>62,861</b>	<b>213,559</b>	<b>168,398</b>
<b>OPERATING EXPENSES</b>				
Sales & Marketing	4,265	1,463	19,048	24,021
Staffing Costs	577,907	205,356	1,027,391	482,618
Office Expenses	68,090	53,736	195,548	173,910
Professional Fees	334,013	24,865	375,237	103,053
Stock Issued Late to Founder/Employees	—	—	—	140,000
Financing Cost	786	—	15,032	67,519
Depreciation Expense	6,158	4,995	16,931	13,780
	991,219	290,415	1,649,187	1,004,901
<b>NET OPERATING INCOME (LOSS)</b>	<b>(1,032,098)</b>	<b>(227,554)</b>	<b>(1,435,628)</b>	<b>(836,503)</b>
<b>OTHER INCOME (EXPENSE)</b>				
Interest Expense	(14,869)	(5,075)	2,393	3,096
Other Income (Expense)	—	900	1,687	(32,541)
	(14,869)	(4,175)	4,080	(29,445)
<b>NET PROFIT/(LOSS) BEFORE INCOME TAX</b>	<b>(1,017,229)</b>	<b>(223,379)</b>	<b>(1,439,708)</b>	<b>(807,058)</b>
Income tax	—	—	—	—
<b>NET PROFIT/(LOSS)</b>	<b>(1,017,229)</b>	<b>(223,379)</b>	<b>(1,439,708)</b>	<b>(807,058)</b>
<b>BASIC LOSS PER COMMON SHARE</b>	<b>(0.12)</b>	<b>(0.05)</b>	<b>(0.18)</b>	<b>(0.17)</b>
<b>WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING</b>	<b>8,151,539</b>	<b>4,616,936</b>	<b>8,151,539</b>	<b>4,616,936</b>

**ValueRich, Inc**  
**Consolidated Statements of Cash Flows**

	<b>For the Nine Months Ended September 30, (Unaudited)</b>	
	<b>2007</b>	<b>2006</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
<b>Net Income/Loss</b>	-1,439,713	-807,060
<b>Adjustments to reconcile net loss to net cash used in operating activities:</b>		
Depreciation	14,753	13,780
Bad Debt Expense	-20,000	20,000
(Gain) Loss on Disposition of Fixed Assets	1,634	—
Non-Cash Stock Issuance	14,246	207,519
Accrued Interest Converted To Notes Payable	—	—
Changes in operating assets and liabilities:	—	—
(Increase) Decrease in accounts receivable	-1,269	-59,464
(Increase) decrease in prepaid expenses	-35,129	-213,511
Increase (decrease) in accounts payable and accrued expenses	-86,645	-39,331
Increase (decrease) in deferred revenue	168,913	313,601
<b>Net Cash Used in Operating Activities</b>	<b>-1,383,209</b>	<b>-564,466</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Purchase of Fixed Assets	-977	-27,965
<b>Net Cash Used in Investing Activities</b>	<b>-977</b>	<b>-27,965</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Proceeds from Stock Issuances	5,009,101	1,676,654
Proceeds from notes payable	—	352,800
Repayments of notes payable	—	—
Repayments of shareholder notes payable	(425,642)	(113,858)
Proceeds from convertible shareholders' notes payable	—	(32,500)
Proceeds from convertible notes payable	—	(237,500)
Officer advances (payments), net	-62,167	-934
<b>Net Cash Provided by Financing Activities</b>	<b>4,521,292</b>	<b>1,644,662</b>
<b>NET INCREASE (DECREASE) IN CASH</b>	<b>3,137,106</b>	<b>1,052,231</b>
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD</b>	<b>942,066</b>	<b>218,058</b>
<b>CASH AND CASH EQUIVALENTS AT END OF PERIOD</b>	<b>4,079,172</b>	<b>1,270,289</b>
<b>SUPPLEMENTAL CASH FLOW INFORMATION</b>		
<b>Cash Paid For:</b>		
Interest	42,449	20,853
Income taxes	—	—



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Non-Cash Financing Activities:	—	—
Conversion of convertible shareholders' notes payable	—	—
Conversion of convertible notes payable	—	—
Non-Cash Stock Issuance	14,246	207,519

**ValueRich, Inc**  
**Consolidated Statements of Cash Flows**

	<b>For the Nine Months Ended</b>	
	<b>September 30,</b>	
	<b>(Unaudited)</b>	
	<b>2007</b>	<b>2006</b>
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
<b>Net Income/Loss</b>	-1,439,713	-807,060
<b>Adjustments to reconcile net loss to net cash used in operating activities:</b>		
Depreciation	14,753	13,780
Bad Debt Expense	-20,000	20,000
(Gain) Loss on Disposition of Fixed Assets	1,634	—
Non-Cash Stock Issuance	14,246	207,519
Accrued Interest Converted To Notes Payable	—	—
Changes in operating assets and liabilities:	—	—
(Increase) Decrease in accounts receivable	-1,269	-59,464
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Proceeds from Stock Issuances	5,009,101	1,676,654
Proceeds from notes payable	—	352,800
Repayments of notes payable	—	—
Repayments of shareholder notes payable	(425,642)	(113,858)
Proceeds from convertible shareholders' notes payable	—	(32,500)
Proceeds from convertible notes payable	—	(237,500)
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<b>SUPPLEMENTAL CASH FLOW INFORMATION</b>		

**Cash Paid For:**

Interest	42,449	20,853
Income taxes	—	—
Non-Cash Financing Activities:	—	—
Conversion of convertible shareholders' notes payable	—	—
Conversion of convertible notes payable	—	—
Non-Cash Stock Issuance	14,246	207,519

**ValueRich, Inc.**

Notes to the Consolidated Financial Statements

September 30, 2007

**NOTE 1 BASIS OF FINANCIAL STATEMENT PRESENTATION**

The accompanying unaudited condensed financial statements have been prepared by the Company pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted in accordance with such rules and regulations. The information furnished in the interim condensed financial statements include normal recurring adjustments and reflects all adjustments, which, in the opinion of management, are necessary for a fair presentation of such financial statements. Although management believes the disclosures and information presented are adequate to make the information not misleading, it is suggested that these interim condensed financial statements be read in conjunction with the Company's audited financial statements and notes for the year ended December 31, 2006 included in the Company's Registration Statement on Form SB-2. Operating results for the nine months ended September 30, 2007 are not necessarily indicative of the results that may be expected for the year ending December 31, 2007.

**NOTE 2 INITIAL PUBLIC OFFERING**

On August 7, 2007, we completed an initial public offering of our common stock in which we raised approximately \$5,600,000 in gross proceeds or \$4,900,000 net of commission, expenses and underwriting fees related to the offering. We issued 1,637,230 in the offering, bringing our total outstanding shares to 8,151,539.

## **ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND OPERATIONS**

### **Overview and Background**

We were incorporated under the laws of the state of Florida on July 11, 2003. On March 3, 2006, we reincorporated in the state of Delaware. We operate various online and offline media-based properties for corporate and financial professionals. Our properties include i) iValueRich.com, ii) ValueRich magazine and iii) the ValueRich Small-cap Financial Expo. iValueRich.com is a global online community providing a complete range of practical business solutions for all public companies and the millions of industry related businesses and professionals that seek to do business with each other. The small-cap financial expo is a unique expo-style financial conference format for small-cap public companies to showcase their products and services and have continuous access to investment bankers and buy-side professionals. ValueRich magazine is published quarterly and is a glossy full-color magazine of approximately 120 pages that is geared toward an affluent readership of investment related professionals and corporate leaders.

We have a limited operating history. We launched iValuerich.com in June 2006, we hosted our first financial expo in March 2005, and we published our first edition of ValueRich magazine in the spring of 2004. During our limited operating history, we have not been profitable. During our fiscal years ended December 31, 2005 and December 31, 2006, we incurred net losses of approximately \$230,000 and \$937,000, respectively, and for the three months ended September 30, 2007, we incurred a net loss of \$1,017,230.

Our corporate mission is to create the world's largest community of Wall Street professionals and small-cap public company executives. To accomplish this we will use our online and offline properties, including our global Internet community, print publishing and self promoting financial events to connect the corporate and financial professionals that make up the securities industry. We seek to accomplish this through our integrated portfolio of products and services that we now provide for the small public capitalization market place.

### **Critical Accounting Policies**

Our discussion and analysis of our financial condition and results of operations are based upon our financials statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The only critical accounting policy is the recognition of revenue. Revenues are recognized in the period that services are provided. For revenue from product sales, we recognize revenue in accordance with Staff Accounting Bulletin No. 104, "Revenue Recognition" ("SAB104"), which superseded Staff Accounting Bulletin No. 101, "Revenue Recognition in Financial Statements" ("SAB101"). SAB 101 requires that four basic criteria must be met before revenue can be recognized: (1) persuasive evidence of an arrangement exists; (2) delivery has occurred; (3) the selling price is fixed and determinable; and (4) collectibility is reasonably assured. Determination of criteria (3) and (4) are based on management's judgments regarding the fixed nature of the selling prices of the products delivered and the collectibility of those amounts. Provisions for discounts and rebates to customers, estimated returns and allowances, and other adjustments are provided for in the same period the related sales are recorded. We defer any revenue for which the product has not been delivered or is subject to refund until such time that we and the customer jointly determine that the product has been delivered or no refund will be required. Payments received in advance are deferred until the product is delivered or service is rendered. SAB 104 incorporates Emerging Issues Task Force 00-21 ("EITF 00-21"), "Multiple-Deliverable Revenue Arrangements." EITF 00-21 addresses accounting for arrangements that may involve the delivery or performance of multiple products, services and/or rights to use assets. The effect of implementing EITF 00-21 on our financial position and results of operations was not significant.

The preparation of our financial statements also requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosures of contingent assets and liabilities,

although we do not consider those estimates to represent critical accounting policies. On an ongoing basis, we evaluate our estimates, including those related to reserves, impairment of long-lived assets and value of our stock issued for services. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions; however, we believe that our estimates, including those for the above-described items, are reasonable.

## Results of Operations

### *Nine Months Ended September 30, 2007 Compared to Nine Months Ended September 30, 2006*

ValueRich's business model consists of quarterly magazine publishing and periodic (usually quarterly) expo events. During the nine months ended September 30, 2006, our total revenue increased from \$261,164 for the nine months ended September 30, 2006 to \$891,617 for the nine months ended September 30, 2007. This increase was primarily attributed to an increase in revenue from expos from \$437,508 to \$573,394 and an increase in magazine revenue from \$192,945 to \$318,223. This does not include any amounts that we received as advance subscriptions to our October 2007 expo of approximately \$250,000, which cannot be realized until after the expo and will be realized in the fourth quarter.

Our total cost of sales for the nine months ended September 30, 2007 was \$678,059 as compared to \$462,055 for the nine months ended September 30, 2006. Expo costs increased from \$357,952 in the prior year's nine month period ended September 30, 2006 to \$534,084 for the nine months ended September 30, 2007. Magazine costs also increased for the comparable periods. Total operating expenses increased significantly from \$1,004,903 for the nine months ended September 30, 2006 to \$1,649,190 for the nine months ended September 30, 2007. The increase in total operating expenses was primarily attributable to an increase in staffing costs from \$482,618 to \$1,027,391 and an increase in professional fees from \$103,053 to \$375,238. The increased staffing costs were primarily attributable to one time bonus payments to certain employees in an effort to make their overall compensation package consistent with those of other executives in similar companies in our industry. The increase in professional fees is attributable to certain expenses incurred in connection with our initial public offering of our common stock which closed in August. None of these expenses are expected to be recurring expense. Net loss for the nine months ended September 30, 2007 increased to (\$1,649,190) from (\$1,004,903) primarily as a result of the additional staffing costs and professional fees and to a lesser extent, the decrease in revenue and increase in cost of sales.

### *Three Months Ended September 30, 2007 Compared to Three Months Ended September 30, 2006*

During the third quarter, we did not have any expo events or publish any editions of our magazine and therefore we generated no revenue. However, we have received advance subscriptions to our October 2007 expo of approximately \$250,000, which cannot be realized until after the expo and will be realized in the fourth quarter.

Our total cost of sales for the three months ended September 30, 2007 was \$40,879 as compared to \$32,127 for the three months ended September 30, 2006. Expo costs increased from none in the prior year's three month period ended September 30, 2006 to \$27,075 for the three months ended September 30, 2007 which was offset by a decrease in magazine expenses from \$32,127 to \$13,804 for the comparable three month period. Total operating expenses increased significantly from \$290,416 for the three months ended September 30, 2006 to \$991,221 for the three months ended September 30, 2007. The increase in total operating expenses was primarily attributable to an increase in staffing costs from \$205,356 to \$577,907 and an increase in professional fees from \$24,865 to \$334,013, which was partially offset by a decrease in expenses for financial service and the fact that, unlike 2006 no stock was issued to founder employees during 2007. The increased staffing costs were primarily attributable to one time bonus payments aggregating \$325,000 to certain employees in an effort to make their overall compensation package consistent with those of other executives in similar companies in our industry. The increase in professional fees is attributable to certain expenses incurred in connection with our initial public offering of our common stock which closed in August and consulting fees. None of these expenses are expected to be recurring expense. Net loss for the quarter ended September 30, 2007 increased to (\$1,032,100) from (\$223,380) primarily as a result of the additional staffing costs and professional fees and to a lesser extent, the decrease in revenue and increase in cost of sales..

## Liquidity and Capital Resources

The Company had a net increase in cash of \$3,137,106 for the nine months ended September 30, 2007 from December 31, 2006. Cash used in operations was \$1,383,210 for this period, as compared to cash used in operations of \$564,466 for the comparable 2006 period. Included in the net cash provided by operations for the nine months ended September 30, 2007 was \$128,307 in accounts payable, an increase of \$88,976 as compared to the prior year,. Noncash stock issuances decreased from \$207, 519 to \$14,753 for the nine months ended September 30, 2007 and deferred revenue also decreased from \$313,601 to \$168,913. Cash used in investing activities decreased from \$27,965 for the nine months ended September 30, 2006 to \$977 for the nine months ended September 30, 2007. Cash provided by financing activities for the nine months ended September 30, 2007 totaled \$4,521,292 compared to cash provided from financing activities of \$1,644,662 for the nine months ended September 30, 2006. The increase in cash provided by financing activities was primarily a result of increases in proceeds from the issuance of our stock in our initial public offering.



Since our inception we have financed our operations from the sale of common stock, the issuance of convertible notes payable and officer advances. We expect our cash on hand will be sufficient for us to continue our operations for the next 12 months.. We have raised \$4,932,778 from the public offering of our securities (after deducting the underwriting discounts and commissions, the underwriter's non-accountable expense allowance and the estimated expenses of the offering payable by us) which we believe will allow us to (i) host two large-scale expos; (ii) host at least two smaller, scaled-down expos; (iii) publish four issues of ValueRich magazine; and (iv) host iValuerich.com.

We expect that the market for our services will continue to grow as the number of small-cap companies in the global economy increases. Even in times of economic downturn, we believe that small-cap companies will continue to need our services and get the necessary exposure to grow their business. There are no known trends, events or uncertainties that have or are reasonably likely to have a material impact upon our financial results.

### **Subsequent Event**

In an effort to expand our iValueRich.com community, we have entered into a letter of intent to purchase all of the outstanding securities of US Euro Securities, Inc., the lead underwriter of our initial public offering. The purchase price will consist of a combination of cash, a promissory note and warrants exercisable for shares of our common stock and upon consummation will result in a decrease in our cash, an increase in our liabilities and additional dilution upon exercise of the warrants. The acquisition of US EURO Securities is subject to the negotiation and execution of a definitive acquisition agreement and customary closing conditions, including the receipt of all required regulatory approvals by the SEC, FINRA and The American Stock Exchange. No assurance can be given as to when, or if, all negotiations will be completed and such closing conditions will be satisfied.

## **ITEM 3. CONTROLS AND PROCEDURES**

### **Evaluation of disclosure controls and procedures.**

The Company maintains controls and procedures designed to ensure that information required to be disclosed in this report is recorded, processed, accumulated and communicated to management, including the Chief Executive Officer and the Chief Financial Officer, to allow timely decisions regarding the required disclosure.

As of September 30, 2007, the management, with the participation of the Chief Executive Officer and Chief Financial Officer, carried out an evaluation of the effectiveness of the design and operation of these disclosure controls and procedures. The Chief Executive Officer and Chief Financial Officer concluded that these disclosure controls and procedures are effective as of September 30, 2007.

### **Changes in internal controls.**

The Company has made no changes in its internal controls or in other factors that could significantly affect these controls, nor did it take any corrective action, as the evaluation revealed no significant deficiencies or material weaknesses, in the quarter ended September 30, 2007.

## **PART II. OTHER INFORMATION**

### **ITEM 1. LEGAL PROCEEDINGS**

The Company has had no legal proceedings in the quarter ended September 30, 2007.

### **ITEM 1A. RISK FACTORS**

Information about risk factors appear in our Registration Statement on Form SB-2 (File No.333-135511). There have been no material changes from the risk factors previously disclosed in the Registration Statement.

**ITEM 2. UNREGISTERED SALES OF SECURITIES**

**ITEM 5. OTHER INFORMATION**

None

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**ITEM 6.  
EXHIBITS**

Exhibits:

- 31.1 Certification of CEO Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 32.1 Certification of CEO Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

**SIGNATURES**

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

VALUERICH, INC.  
(Registrant)

Date: November 14, 2007

By: /s/ Joseph C. Visconti  
Joseph C. Visconti  
Chief Executive Officer  
(Principal Executive Officer and  
Principal Financial Officer)