

SPECTRE INDUSTRIES INC
Form 8-K/A
April 24, 2002

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

FORM 8-K/A

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) **24th day of January, 2002**

SPECTRE INDUSTRIES INC.
(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of incorporation)

0-30573

(Commission File Number)

91-2041523231612

(IRS Employer Identification No.)

#6 - 260 E. Esplanade, North Vancouver, British Columbia CANADA V7L 1A3

(Address of principal executive offices and Zip Code)

Registrant's telephone number, including area code **(604) 984-0400**

Item 2. Acquisition of Assets

<R>On September 4, 2001, the Registrant completed the acquisition of 54% of the issued and outstanding shares of Auto Photo Kiosk GmbH. ("APK"), a German corporation, pursuant to a partnership agreement (the "Agreement"), between the Registrant and the three other shareholders of APK (the "Shareholders), Joachim Zweifel, Gerhild Voigtlaender, both businesspersons resident in Germany, and Vending Concept GmbH, a private corporation located in Switzerland. Under the terms of the Agreement, the Registrant obtained its interest in APK in consideration for the payment of 27,000 Euros, or approximately \$23,000.

The Registrant and the Shareholders incorporated APK for the purposes of providing for the purchase, sale, distribution and rental or operation of automated photo kiosks and related products in major public access areas, primarily in Germany.

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The Registrant has also agreed to loan a total of up to 264,000 Euros to APK (the "Loan"), subject to pro-rata contributions by the APK Shareholders. The Loan is to bear interest at 1% per annum above prime at the European Central Bank, redeemable on six months notice no earlier than December 31, 2003. The Agreement and the Loan were ratified by the board of directors of the Registrant on January 24, 2002.

Item 6. Resignation of Registrants Directors

Effective immediately, Frederick Posse has resigned as the Secretary of the Registrant and has resigned from the Registrant's Board of Directors.

Item 7. Financial Statements and Exhibits

Financial Statements of Business Acquired

Audited consolidated financial statements for the year ended December 31, 2001 (incorporated by reference from our Annual Report on Form 10-KSB filed on April 16, 2002).

Pro Forma Financial Information

SPECTRE INDUSTRIES, INC.

CONDENSED COMBINED PRO FORMA FINANCIAL STATEMENTS

Effective September 4, 2001, Spectre Industries, Inc. (the Company) purchased 54% of the equity of AutoPhotoKiosk GmbH. (APK), a German corporation, by being one of the original incorporators of APK. Per the partnership agreement the Company's investment in APK consisted of \$27,000 Euros or \$23,922 US Dollars.

The Company has also agreed to loan a total of \$264,000 Euros or approximately \$233,904 US Dollars. The loan bears an interest rate of 1% per annum above the prime rate at the European Central Bank, redeemable on six months notice no earlier than December 31, 2003.

SPECTRE INDUSTRIES, INC.															
CONDENSED COMBINED PRO FORMA BALANCE SHEET															
			Spectre*				APK				Combined			Pro Forma	
			as of				as of				Historical			Pro Forma	
			Dec. 31, 2001				Dec. 31, 2001				Spectre & APK			Adjustments	
														Spectre & APK	
ASSETS															
Current Assets:															
	Cash		\$309,268				\$28,068				\$337,336			\$ -	\$337,336
	Accounts receivable other		103,953				-				103,953			-	103,953
	Accounts receivable other - Related party		4,506				20,320				24,826			-	24,826

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	Other receivable	20,320	-	20,320	-		20,320
	Fixed assets, net	575	98,932	99,507	-		99,507
	Total Current Assets	438,622	147,320	585,942	-		585,942
Other Assets:							
	Goodwill	290,677	-	290,677			290,677
	Investment - APK	23,922	-	23,922	(23,922)	(1)	-
	Note receivable - APK	73,567	-	73,567	(73,567)	(2)	-
	Deposits	-	12,684	12,684	-		12,684
	Total Other Assets	388,166	12,684	400,850	(97,489)		303,361
TOTAL ASSETS		\$826,788	\$160,004	\$986,792	\$(97,489)		\$889,303
LIABILITIES AND STOCKHOLDERS'							
EQUITY (DEFICIT)							
Current Liabilities:							
	Accounts payable	\$3,356	\$50,140	\$53,496	\$-		\$53,496
	Accounts payable - related party	49,244	-	49,244	-		49,244
	Accrued liabilities	8,438	8,625	17,063	-		17,063
	Total Current Liabilities	61,038	58,765	119,803	-		119,803
Long-Term Liabilities:							
	Notes payable - Related Party	67,033	23,116	90,149	-		90,149
	Notes Payable - Spectre Industries, Inc.	-	73,567	73,567	(73,567)	(2)	-
	Total Long-Term Liabilities	67,033	96,683	163,716	(73,567)		90,149
	Total Liabilities	128,071	155,448	283,519	(73,567)		209,952
Minority Interest:		-	-	-	2,095	(3)(4)(5)	2,095
Stockholders' Equity:							
	Common stock	20,655	44,300	64,955	(44,300)	(1)(3)	20,655
	Additional paid-in capital	11,893,095	-	11,893,095	-		11,893,095
	Currency adjustment	(1,108)	497	(611)	(228)	(5)	(839)
	Retained deficit	(11,213,925)	(40,241)	(11,254,166)	18,511	(4)	(11,235,655)
		698,717	4,556	703,273	(26,017)		677,256

	Total Stockholders' Equity								
TOTAL LIABILITIES AND									
	STOCKHOLDERS' EQUITY (DEFICIT)	\$826,788	\$160,004	\$986,792	\$(97,489)				\$889,303
* Reflects Spectre Industries, Inc.'s consolidated balances without APK									
(1)	Reflects the elimination of Spectre Industries, Inc.'s investment in APK								
(2)	Reflects the elimination of Spectre Industries, Inc.'s loan to APK								
(3)	Reflects the minority interest in the equity of APK								
(4)	Reflects the minority interest in APK's net loss for the year ended December 31, 2001								
(5)	Reflects the minority interest in the currency translation from APK								

SPECTRE INDUSTRIES, INC.									
CONDENSED COMBINED PRO FORMA STATEMENT OF OPERATIONS									
		Spectre Ind., Inc.*	APK					Pro Forma	
		Year Ended	Year Ended	Combined		Pro Forma	Combined		
		Dec. 31, 2001	Dec. 31, 2001	Spectre & APK		Adjustments	Spectre & APK		
REVENUES	\$	1,079,500	\$ 3,158	\$ 1,082,658		\$ -	\$1,082,658		
COST OF SALES		969,172	4,235	973,407		-	973,407		
Gross Margin		110,328.00	(1,077)	109,251		-	109,251		
EXPENSES									
Depreciation		97,206	2,650	99,856		-	99,856		
Consulting		216,948	-	216,948		-	216,948		
General and administrative expenses		292,260	36,514	328,774		-	328,774		
Total Expenses		606,414	39,164	645,578		-	645,578		
Loss from Operations		(496,086)	(40,241)	(536,327)		-	(536,327)		

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OTHER INCOME (EXPENSE)							
	Other income	4,178	-	4,178	-	4,178	
	Interest expense	(7,177)	-	(7,177)	-	(7,177)	
	Interest income	19,877	-	19,877	-	19,877	
	Total Other Income (Expense)	16,878	-	16,878	-	16,878	
LOSS BEFORE MINORITY INTEREST IN							
LOSS OF CONSOLIDATED SUBSIDIARIES		(479,208)	(40,241)	(519,449)	-	(519,449)	
	Minority interest in loss of consolidated subsidiaries	-	-	-	18,511	18,511	
NET LOSS		(479,208)	(40,241)	(519,449)	-	(500,938)	
OTHER COMPREHENSIVE LOSS							
	Foreign currency translation adjustments	(413)	496	83	-	83	
	Total Other Comprehensive Loss	(413)	496	83	-	83	
TOTAL OTHER COMPREHENSIVE LOSS		\$ (479,621)	\$ (39,745)	\$ (519,366)	\$ -	\$ (500,855)	
Basic loss per share:							
	Basic loss per share	\$ (0.02)	\$ (0.91)	\$ (0.03)		\$ (0.02)	
	Weighted average shares outstanding	20,655,860	44,300	20,700,160		20,655,860	

Exhibits

10.1 Partnership Agreement, effective date January 24, 2002 between Spectre Industries Inc., Joachim Zweifel, Gerhild Voigtlaender, and Vending Concept GmbH (incorporated by reference on our Form 8-K filed on February 12, 2002).

10.2 Loan Agreement, effective date January 24, 2002 between Spectre Industries Inc. and Auto Photo Kiosk GmbH. (incorporated by reference on our Form 8-K filed on February 12, 2002). </R>

SIGNATURES

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

Spectre Industries Inc.

/s/ Ian S. Grant

—
Ian S. Grant, President & Chief Executive Officer

Date: April 22, 2002