

Edgar Filing: SUNNINGDALE, INC. - Form 10QSB

SUNNINGDALE, INC.  
Form 10QSB  
May 13, 2004

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549  
FORM 10-QSB

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

For the quarterly period ended March 31, 2004

Commission file number 1-9431

SUNNINGDALE, INC.  
(Name of Small Business Issuer in Its Charter)

Delaware 94-3012230  
(State or Other Jurisdiction of (I.R.S. Employer Identification No.)  
Incorporation or Organization)

936A Beachland Boulevard, Suite 13, Vero Beach, Florida 32963  
(Address of Principal Executive Offices) (Zip Code)

(772) 231-7544  
(Issuer's Telephone Number, Including Area Code)

Check whether the issuer: (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act 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 past 90 days.

Yes  No

Check whether the issuer has 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

The number of shares of the issuer's common stock outstanding as of March 31, 2004 was 225,000 shares, par value \$.001 per share.

-1-

SUNNINGDALE, INC. AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEET  
MARCH 31, 2004  
(Unaudited)

Edgar Filing: SUNNINGDALE, INC. - Form 10QSB

ASSETS

Current assets

Cash \$ 33,000

Total assets \$ 33,000

LIABILITIES AND SHAREHOLDERS' EQUITY (DEFICIT)

Liabilities:

Accounts payable \$ 0

Accrued expenses 29,000

Total liabilities, all current 29,000

Shareholders' equity (deficit):

Preferred stock; \$0.01 par value; 1,000,000 shares authorized; none issued or  
outstanding Common stock; \$0.0001 par value; 10,000,000 shares authorized;  
225,000 shares issued and outstanding 7,000

Additional paid-in capital 504,000

Accumulated deficit (507,000)

Total shareholders' equity (deficit) 4,000

Total liabilities and shareholders' equity (deficit) \$ 33,000

See notes to consolidated financial statements.

F-2

SUNNINGDALE, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS

(Unaudited)

	THREE MONTHS ENDED MARCH 31,		SIX MONTHS ENDED
	2004	2003	2004
Revenues	\$ 0	\$ 0	\$ 0
Operating expenses:			

Edgar Filing: SUNNINGDALE, INC. - Form 10QSB

Accounting and legal	37,000	3,000	3
General and administrative	3,000	7,000	
	-----	-----	-----
Total expenses	40,000	10,000	4
	-----	-----	-----
Net loss	(40,000)	(10,000)	(4)
Accumulated deficit, beginning of period	(467,000)	(393,000)	(46)
	-----	-----	-----
Accumulated deficit, end of period	\$ (507,000)	\$ (403,000)	\$ (50)
	-----	-----	-----
Net loss per share	\$ (0.18)	\$ (0.10)	\$
	-----	-----	-----
Weighted average common shares outstanding	225,000	104,861	20
	-----	-----	-----

See notes to consolidated financial statements.

F-3

SUNNINGDALE, INC. AND SUBSIDIARIES  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
(Unaudited)

	SIX-MONTHS ENDED
	2004
	-----
Cash flows from operating activities:	
Net loss	\$ (43,000)
Adjustments to reconcile net income to net cash provided by operations:	
Accounts payable	(2,000)
Accrued expenses	22,000
	-----
Net cash used in operating activities	(23,000)
	-----
Cash flows from financing activities:	
Advances from Genesee Holdings, Inc.	0
Proceeds from the issuance of stock	50,000
	-----
Net cash provided by financing activities	50,000
	-----

## Edgar Filing: SUNNINGDALE, INC. - Form 10QSB

Net increase in cash	27,000
	-----
Cash at beginning of year	6,000
	-----
Cash at end of period	\$ 33,000

See notes to consolidated financial statements.

F-4

### SUNNINGDALE, INC. AND SUBSIDIARIES

#### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

FOR THE THREE AND SIX MONTH PERIODS ENDED MARCH 31, 2004 AND 2003

#### 1. Summary of significant accounting policies

##### Principles of consolidation and basis of presentation

The consolidated financial statements include the accounts of Sunningdale, Inc. (the "Company") and its majority and wholly owned subsidiaries, PHYTOpharmaceuticals, Inc. and SRE ESCAgenetics Corporation, after elimination of all significant intercompany accounts and transactions. The Company's subsidiaries did not have any significant operating activities during the periods presented.

##### Operations

Formed in 1986, the Company was organized to develop and commercialize high-value, plant-derived products for the agricultural and pharmaceutical markets. In January 1995, the Company scaled back its business activities and became largely a dormant business. In January 1996, the Company filed a bankruptcy petition for protection under Chapter 11 of the U.S. Bankruptcy Code, and the Company's plan of reorganization became effective on August 22, 1996. The bankruptcy proceeding was officially closed effective March 31, 1997.

Prior to April 2003, Genesee Holdings, Inc. ("Holdings") owned ninety percent of the outstanding common stock of the Company. During April 2003, Holdings sold its interest to Kevin R. Keating ("Keating"), the Principal Stockholder. The Principal Stockholder owns ninety three percent of the outstanding common stock of the Company.

On August 22, 2003, the Company entered into an agreement and plan of reorganization, as amended on September 24, 2003, with Shecom and on November 5, 2003, completed the merger of Shecom Acquisition Corporation with and into Shecom, thereby acquiring 100% of the capital stock of Shecom. On February 29, 2004 the Company's Board of Directors unanimously adopted and shareholders holding a majority of the Common Stock approved a resolution authorizing and approving a Mutual Termination Agreement (the "Agreement") pursuant to which the merger by and between the Company, Shecom Acquisition Corporation and Shecom Corporation will be rescinded.

The Board and such shareholders believed that it was in the best interests

## Edgar Filing: SUNNINGDALE, INC. - Form 10QSB

of the Company and its shareholders to terminate and rescind the merger because Shecom was unable to produce audited financial statements which resulted in the Company's inability to comply with the Commission's requirements for reporting entities. Specifically, due to Shecom's inability to produce audited financial statements, the Company was unable to provide the financial statements required to complete its Current Report on Form 8-K or to provide financial statements for its Quarterly Reports on Form 10-Q.

-5-

The Agreement provided that each party would release and discharge the other from any and all claims, actions and liabilities arising from or in connection with the Plan and Agreement of Reorganization, the events leading up to and including the termination and rescission of the merger as well as any and all claims arising from the Agreement.

The Agreement became effective on April 15, 2004 on which date, the Shareholders tendered to the Company the shares received by them pursuant to the merger and the Company delivered to the Shareholders the shares they received in the merger. The Company no longer has any ownership interest in Shecom, which is now 100% owned by the Shareholders and the Shareholders no longer have any ownership interest in the Company. The Company canceled the shares tendered to it upon receipt. On April 15, 2004 the Company changed its name to Sunningdale, Inc.

As a result of the termination and rescission of the merger, the accompanying financial statements were prepared as if the merger had never taken place.

The Company plans to pursue a business combination or other strategic transaction. Ultimately, the continuation of the Company as a going concern is dependent upon the establishment of profitable operations.

Because the achievement of these plans is dependent upon future events, there can be no assurance that future profitable operations will occur as planned.

### Use of estimates

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

### Net loss per share

Net loss per share is calculated on the basis of weighted average number of common shares outstanding. Common stock equivalents are excluded from the computation, as their effect is anti-dilutive.

## 2. Shareholders' equity

The Company has authorized 100,000,000 shares of Common Stock with a par value of \$.0001 per share and 1,000,000 shares of Preferred Stock with a par value of \$.01 per share. On March 30, 2004, the Company issued 25,000 shares of the Company's restricted common stock to Keating Reverse Merger Fund LLC at a purchase price of \$2.00 per share for an aggregate

## Edgar Filing: SUNNINGDALE, INC. - Form 10QSB

consideration of \$50,000. There were 225,000 shares of Common Stock issued and outstanding at March 31, 2004. No shares of preferred stock are outstanding.

-6-

The Company declared a one for 140 reverse split of all outstanding common stock during April 2003 and a one-for-five reverse split during January 2004. All periods presented have reflected the reverse stock split.

### 3. Income taxes

The Company has accumulated net operating loss carryforwards of approximately \$320,000 that are available to offset future taxable income, if any, through 2020. Realization of the net operating loss carryforwards is dependent upon future profitable operations. Accordingly, management has recorded a valuation allowance to reduce deferred tax assets associated with net operating loss carryforwards to zero at March 31, 2004.

### 4. Related party transactions

Kevin R. Keating is the father of the principal stockholder of Keating Investments, LLC, the investment banking firm that rendered services to the Company in connection with the merger (Note 1). Mr. Keating is not affiliated with and has no equity interest in Keating Investments, LLC and disclaims any beneficial interest in the Company common stock to be issued to Keating Investments, LLC. Similarly, Keating Investments, LLC disclaims any beneficial interest in the shares of Company common stock currently owned by Kevin R. Keating.

In April 2004, the Company reimbursed Keating Securities, LLC for legal expenses incurred by the Company in connection with the merger, which were initially paid by Keating Securities.

## ITEM 2 - Plan of Operation

Effective as of August 22, 1996, the Company was reorganized pursuant to a plan of reorganization that was confirmed by the U.S. Bankruptcy Court. The Company has had no revenues from operations since the reorganization date. The Company does not plan to continue the business activities that it previously conducted. It plans to pursue a business combination or other strategic transaction. The Company believes its status as a public company may be attractive to a private company wishing to avoid an initial public offering but there is no guarantee that a business combination or other strategic transaction will be consummated.

The Company's principal stockholder has agreed to provide such funds as are necessary to meet its ongoing obligations. If a business combination or other strategic transaction is not consummated in a suitable timeframe or cannot be consummated due to excessive cost or for any other reason, there is substantial doubt the Company will be able to continue as a going concern.

## ITEM 3 - Controls and Procedures

The Company was dormant during the fiscal quarter ended March 31, 2004. The Company has had no employees since November 1996. Within 90 days prior to the filing date of this report, to the extent applicable to a dormant company, the Company carried out an evaluation of the effectiveness of the design and operation of the Company's disclosure controls and procedures (as defined in

## Edgar Filing: SUNNINGDALE, INC. - Form 10QSB

Exchange Act Rule 13a-14(c) and 15d-14(c)). Based upon that evaluation, the Chief Executive and Financial Officer concluded that the Company's disclosure controls and procedures are effective.

-7-

There are no significant changes in the Company's internal controls or in other factors that could significantly affect these controls subsequent to the date of the evaluation.

### ITEM 5 - Other Information

On February 29, 2004 the Company's Board of Directors unanimously adopted and shareholders holding a majority of the Common Stock approved a resolution authorizing and approving a Mutual Termination Agreement (the "Agreement") pursuant to which the merger by and between the Company, Shecom Acquisition Corporation and Shecom Corporation will be rescinded.

The Board and such shareholders believed that it was in the best interests of the Company and its shareholders to terminate and rescind the merger because Shecom was unable to produce audited financial statements which resulted in the Company's inability to comply with the Commission's requirements for reporting entities. Specifically, due to Shecom's inability to produce audited financial statements, the Company was unable to provide the financial statements required to complete its Current Report on Form 8-K or to provide financial statements for its Quarterly Reports on Form 10-Q.

The Agreement provided that each party would release and discharge the other from any and all claims, actions and liabilities arising from or in connection with the Plan and Agreement of Reorganization, the events leading up to and including the termination and rescission of the merger as well as any and all claims arising from the Agreement.

The Agreement became effective on April 15, 2004 on which date, the Shareholders tendered to the Company the shares received by them pursuant to the merger and the Company delivered to the Shareholders the shares they received in the merger. The Company no longer has any ownership interest in Shecom, which is now 100% owned by the Shareholders and the Shareholders no longer have any ownership interest in the Company. The Company canceled the shares tendered to it upon receipt. On April 15, 2004 the Company changed its name to Sunningdale, Inc.

The Company has filed a Form 8-K, which describes the terms of the Mutual Termination Agreement, a copy of which is attached hereto as Exhibit 2.1.

-8-

## PART II

ITEM 1 - Legal Proceedings - None

ITEM 2 - Changes in Securities and Use of Proceeds - None

ITEM 3 - Defaults upon Senior Securities - None

ITEM 4 - Submission of Matters to a Vote of Security Holders - None

Edgar Filing: SUNNINGDALE, INC. - Form 10QSB

ITEM 5 - Other Information

ITEM 6 - Exhibits and Reports on Form 8-K

(a) Exhibits

Exhibit # -----	Exhibit Title -----
2.1*	Mutual Termination Agreement
3.1**	Certificate of Incorporation
3.2***	By-Laws
31	Certification pursuant to Rule 13a-14(a) and 15d-14(a)
32	Certification pursuant to Section 1350 of Title 18 of the United States Code

-----  
\* Incorporated by reference to the Company's Form 8-K filed on March 10, 2004.

\*\* Incorporated by reference to the Company's Form 10-QSB for the quarter ended December 31, 1998.

\*\*\* Incorporated by reference to the Company's Form 10-QSB for the quarter ended December 31, 1996.

(b) Forms 8-K

The following current reports on Form 8-K were filed during the quarter ended March 31, 2004: Form 8-K dated March 10, 2004, reporting the Mutual Termination Agreement.

SIGNATURES

In accordance with Section 13 or 15(d) of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

SUNNINGDALE, INC.

By: /s/ KEVIN R. KEATING  
-----

Name: Kevin R. Keating  
Title: Chief Executive Officer

and Chief Financial Officer

Dated: May 13, 2004