

Edgar Filing: RJV NETWORK INC - Form 10QSB

RJV NETWORK INC  
Form 10QSB  
June 11, 2003

U.S. SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
Form 10-QSB

(X) Quarterly report under section 13 or 15(d) of the Securities Exchange Act of 1934 for the quarterly period ended March 31, 2003.

Commission File No: 0-32917

RJV NETWORK, INC.  
(Name of small business in its charter)

NEVADA  
(State or other jurisdiction of Incorporation)

94-3355026  
(IRS Employer Id. No.)

15147 SE 46th Way  
Bellevue, Washington  
(Address of Principal Office)

98006  
Zip Code

Issuer's telephone number: (425) 267-1194

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Securities 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 the past 90 days. Yes X 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 X No

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date. At May 6, 2003, the following shares of common were outstanding: Common Stock, par value of \$0.000013, 15,093,750 shares.

Transitional Small Business Disclosure Format (Check one): Yes No X

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PART 1 - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS AND EXHIBITS

The unaudited financial statements of registrant for the three months ended March 31, 2003 and 2002 follow. The financial statements reflect all adjustments, which are, in the opinion of management, necessary to a fair statement of the results for the periods presented.

RJV NETWORK, INC.  
(A Development Stage Company)

FINANCIAL REPORT  
MARCH 31, 2003

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(Unaudited)

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RJV NETWORK, INC.  
(A Development Stage Company)

BALANCE SHEET  
March 31, 2003  
(Unaudited)

ASSETS

Current Asset  
Cash

\$ 1,100  
=====

LIABILITIES AND SHAREHOLDERS' EQUITY

Current Liabilities  
Due to shareholder  
Accounts Payable

\$ 3,900  
14,975  
-----

Total current liabilities

18,875

Shareholders' Equity

Common stock, \$.000013 par value; 25,000,000 common  
shares authorized, 15,093,750 shares issued and outstanding  
Additional paid-in capital  
Deficit accumulated during the development stage

80  
20,170  
(38,025)  
-----  
(17,775)  
-----  
\$ 1,100

See Notes to Financial Statements.

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RJV NETWORK, INC.  
(A Development Stage Company)

STATEMENTS OF OPERATIONS

For the Three Months Ended March 31, 2003 and 2002 and the Period  
From December 23, 1999 (Date of Inception) to March 31, 2003  
(Unaudited)

	Three Months Ended March 31, 2003	Three Months Ended March 31, 2002	Cumulative During Development Stage
Interest income	\$ -	\$ -	\$ 124
Expense reimbursement from BioKinetix	2,000		2,000
	2,000		2,124
General and administrative expenses			
Bank charges and other	30	13	299
Professional fees	7,986	2,200	20,237
Consulting fees	-	370	13,845
Organizing expenses	-	503	5,460
Other	194		308
	8,210	3,086	40,149
Net loss for the period	\$ (6,210)	\$ (3,086)	\$ (38,025)
Basic and diluted loss per common share	\$ (0.00)	\$ (0.00)	\$ (0.00)
Weighted average shares Outstanding	15,093,750	15,093,750	12,733,326

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See Notes to Financial Statements

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RJV NETWORK, INC.  
(A Development Stage Company)

STATEMENT OF SHAREHOLDERS' EQUITY  
For the Three Months Ended March 31, 2003 and for the Period  
From December 23, 1999 (Date of Inception) to March 31, 2003

	Common Stock Shares	Amount	Additional Paid-in Capital	Deficit Accumulated During the Development Stage	Total
	-----	-----	-----	-----	-----
Balance, December 23, 1999	-	\$ -	\$ -	\$ -	\$ -
Issuance of common stock, December 23, 1999	9,375,000	50	4,950	-	5,000
Net loss for the period				(35)	(35)
	-----	-----	-----	-----	-----
Balance, December 31, 2000	9,375,000	50	4,950	(35)	4,965
Issuance of common stock, April 30, 2001	5,718,750	30	15,220		15,250
Net loss for the year				(16,902)	(16,902)
	-----	-----	-----	-----	-----
Balance, December 31, 2001	15,093,750	80	20,170	(16,937)	3,313
Net loss for year				(14,878)	(14,878)
	-----	-----	-----	-----	-----
Balance, December 31, 2002	15,093,750	80	20,170	(31,815)	(11,565)
Net loss for period				(6,210)	(6,210)
	-----	-----	-----	-----	-----
Balance, March 31, 2003 (unaudited)	15,093,750	\$ 80	\$20,170	\$ (38,025)	\$ (17,775)
	-----	-----	-----	-----	-----

See Notes to Financial Statements

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RJV NETWORK, INC.  
(A Development Stage Company)

STATEMENTS OF CASH FLOWS

For the Three Months Ended March 31, 2003 and 2002 and for the Period  
from December 23, 1999 (Date of Inception) to March 31, 2003  
(Unaudited)

	Three Months Ended March 31, 2003	Three Months Ended March 31, 2002	Cumulative During Development Stage
Cash Flows from			
Operating Activities			
Net loss for the period	\$ (6,210)	\$ (3,086)	\$ (38,025)
Increase in Accounts Payable	7,986	-	14,975
Net Cash Flows Used by			
Operating Activities	1,776	(3,086)	(23,050)
Cash Flows from			
Financing Activities			
Issuance of common stock	-	-	20,250
Loan from shareholder			5,155
Repayment of loan from shareholder	(1,255)	-	(1,255)
Net cash flows from			
financing activities	(1,255)	-	24,150
Net increase (decrease)			
in cash	521	(3,086)	1,100
Cash, beginning of period	579	3,513	-
Cash, end of period	\$ 1,100	\$ 427	\$ 1,100

See Notes to Financial Statements

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NOTES TO FINANCIAL STATEMENTS

Note 1. Organization and Description of Business

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RJV Network, Inc. ("the Company"), a development stage company, was incorporated under the laws of the State of Nevada on December 23, 1999. The Company was formed for the purpose of developing an internet-based listing site that would provide detailed commercial real estate property listings and related data. Pending the acquisition described in the following paragraph, the Company has suspended its original business plan.

The Company is seeking approval of a proposed acquisition of Bio Kinetix, an Alberta, Canada corporation. The proposed Acquisition Agreement provides that the Company will acquire Bio Kinetix as a wholly-owned subsidiary by issuing shares of its stock to the shareholders of Bio Kinetix resulting in the shareholders of Bio Kinetix having a controlling ownership of the Company. If the acquisition is approved, the Company will change its name to Bio Kinetix Research, Inc., abandon its planned operations and continue operations under the business plan of Bio Kinetix. Bio Kinetix has acquired rights to a new proprietary method for treating breast cancer and has obtained preliminary financing commitments. The reverse acquisition will be accounted for by the purchase method.

### Note 2. Summary of Significant Accounting Policies

The interim period financial statements have been prepared by the Company pursuant to the rules and regulations of the U.S. Securities and Exchange Commission (the "SEC"). Certain information and footnote disclosure normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States have been condensed or omitted pursuant to such SEC rules and regulations. The interim period financial statements should be read together with the audited financial statements and accompanying notes included in the Company's audited financial statements for the years ended December 31, 2002 and 2001. In the opinion of the Company, the unaudited financial statements contained herein contain all adjustments necessary to present a fair statement of the results of the interim periods presented.

### Note 3. Earnings per Share

Basic earnings per share is computed by dividing income available to common shareholders by the weighted average number of common shares outstanding in the period. The Company's stock split 75 for 1 on August 24, 2001. In April 2002, the Board of Directors approved a 2.5 for 1 split of the Company's stock. The accompanying financial statements are presented on a post-split basis. The earnings per share for the period ended March 31, 2003, and the period cumulative during the development stage have been adjusted accordingly. Diluted earnings per share takes into consideration common shares outstanding (computed under basic earnings per share) and potentially dilutive securities. There were no dilutive securities outstanding during the period December 23, 1999 to March 31, 2003.

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## ITEM 2. PLAN OF OPERATION

RJV Network, Inc., is presently seeking approval of a proposed acquisition of Bio Kinetix, an Alberta, Canada, corporation. The proposed Acquisition Agreement provides that the Company will acquire Bio Kinetix as a wholly owned subsidiary by issuing 16,000,000 shares of its stock to the shareholders of Bio Kinetix, resulting in the shareholders of Bio Kinetix having a controlling ownership of the Company. If the acquisition is

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approved, the Company will change its name to Bio Kinetix Research, Inc., abandon its planned operations and continue operations under the business plan of Bio Kinetix.

Bio Kinetix Research Inc.'s mission is to develop a new generation of medicines and diagnostics for the treatment of malignancies. The Company will be focused on the anti-cancer applications of certain monoclonal antibodies, termed "Superantibodies," that may improve medicinal and treatment potencies and increase sensitivity in use as diagnostics. Bio Kinetix hopes to use this technology to create new antibodies and diagnostic assays that will be able to be used to treat and detect certain cancers.

In particular, Bio Kinetix will attempt to create a Superantibody that will attach to RECAF molecules. The RECAF molecules with the Superantibody attached are theoretically expected to then attach to cancer cells, with minimal or no harm to non-cancerous cells, so that the Superantibody can destroy the cancer cells.

Please note that Bio Kinetix is a development stage company that has not yet begun operations. It is also important to understand that there has been no development of any product (antibodies) to date by the Company, and that such development may never begin, and there can be no certainty that any such antibodies will be developed by the Company, and, even if a product is developed, that the desired results for which it was originally intended will be achieved.

Definitions of the terms used above are as follows:

"SuperAntibody" is an industry-adopted term used to describe genetically-engineered antibodies, isolated from a single blood cell, which have been expanded in the laboratory to attack or have a desired effect on certain targeted antigens, such as cancer cells.

"RECAF" - Receptor Alpha Fetaprotein. This is a carbohydrate molecule that is located on the surface of cancer cells.

"Receptor" - A structure exposed on the cell surface used for signaling or transport of molecules into the cell.

Bio Kinetix Corp., (the "Company," "Bio Kinetix" or "BIO KIN") is a biotechnology research and development company focused on the application of SuperAntibody-based products for the treatment and diagnosis of certain cancers.

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The Bio Kinetix business plan is based primarily on the furtherance of certain intellectual property rights obtained by way of "sub-licenses" of technology from other companies. At present, BIO KIN has no product or products, and has received no patents or FDA approval for any product or diagnostic procedures.

For more detailed and specific information on the proposed Acquisition, you are encouraged to read the materials previously filed by the Company with the Securities and Exchange Commission ("SEC"). On April 30, 2002, RJV Network filed a Preliminary Proxy Statement with the SEC. On July 1, 2002 and March 19, 2003, RJV Network filed amendments to the Preliminary Proxy Statement that had previously been filed. On May 1, 2003, the Company announced, by way

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of an SEC Form 8-K, that it had received a majority vote in favor of the Acquisition from certain of its shareholders and filed its Preliminary Information Statement on SEC Form PRE14C, setting forth this information, on May 1, 2003. The public may read and copy any of these filings or any materials RJV files with the SEC at the SEC's Public Reference Room at 450 Fifth Street, N.W., Washington, D.C. 20549. The Public may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330 or visit [www.sec.gov](http://www.sec.gov).

If the proposed acquisition described above is not successful, RJV Network, Inc. will then have to determine whether to continue to pursue its original business plan (which it has suspended), adopt a new plan of operations, or seek to be a merger or acquisition candidate. It is very likely that the Company will be required to find additional financing in order to maintain a going concern status. There can be no guarantee or assurance that the Company would be successful in raising additional proceeds. If additional financing cannot be secured, RJV Network, Inc. would likely be unable to continue its proposed business plan of developing an online real estate listing service.

### STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This report contains various forward-looking statements that are based on the Company's beliefs as well as assumptions made by and information currently available to the Company. When used in this report, the words "believe," "expect," "anticipate," "estimate" and similar expressions are intended to identify forward-looking statements. Such statements may include statements regarding seeking business opportunities, payment of operating expenses, and the like, and are subject to certain risks, uncertainties and assumptions which could cause actual results to differ materially from projections or estimates contained herein. Factors which could cause actual results to differ materially include, among others, unanticipated delays or difficulties in location of a suitable business acquisition candidate, unanticipated or unexpected costs and expenses, competition and changes in market conditions, lack of adequate management personnel and the like. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those anticipated, estimated or projected. The Company cautions against placing undue reliance on forward-looking statements.

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## 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. See discussion of preliminary proxy materials and other filings related



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to the proposed Acquisition of Bio Kinetix provided elsewhere herein.

### ITEM 5. OTHER INFORMATION

None.

### ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

On May 1, 2003, the Company filed a report on Form 8-K announcing that it had received a majority vote in favor of the proposed Acquisition of BioKinetix from certain of its shareholders. In addition, the Company also filed a Preliminary Information Statement, with respect to the proposed Acquisition, on Form PRE14C on May 1, 2003.

### Signatures

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

RJV NETWORK, INC.  
(Registrant)

Date: May 9, 2003

By: /s/ Edward Velton

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Edward Velton

President, Principal Financial Officer, and Director

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### CERTIFICATIONS

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I, Edward Velton, certify that:

1. I have reviewed this quarterly report on Form 10-Q of RJV Network, Inc.;
2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;
4. I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:
  - a) designed such disclosure controls and procedures to ensure that material

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information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and

c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):

a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

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6. I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: May 9, 2003

/s/ Edward Velton

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Edward Velton  
President, Principal Financial Officer,  
and Director

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