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BANKENGINE TECHNOLOGIES INC
Form 8-K
March 02, 2004

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported) March 2, 2004

BANKENGINE TECHNOLOGIES, INC.
(Formerly known as Callmate Telecom International, Inc.)
(Exact name of registrant as specified in its charter)

| | | |
|--------------------------|--------------------------|--------------------------------------|
| DELAWARE | 000-27773 | 59-3134518 |
| ----- | ----- | ----- |
| (State of Incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

425 BROADHOLLOW ROAD
MELVILLE, NEW YORK 11747
(Address of principal executive offices, including zip code)

(631) 396-3950 (Registrant's
telephone number, including area code)

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ITEM 5. OTHER EVENTS AND REQUIRED FD DISCLOSURE

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Michael J. Xirinachs, our Chairman and Chief Executive Officer, is the managing member of Emerald Asset Advisors LLC ("Emerald"). Emerald entered into a consulting agreement with Syscan, Inc. ("Syscan") in December 2003, pursuant to which Emerald agreed to provide consulting advice to Syscan with respect to identifying and consummating a transaction with a view toward enhancing Syscan's shareholder value. Emerald also has agreed to use its "best-efforts" to introduce Syscan to potential investors for capital raising purposes. With respect to an acquisition, Emerald will be entitled to receive ten percent (10%) of the shares issued to Syscan or its shareholder, and with respect to capital raising, Emerald will be entitled to receive up to ten percent (10%) of the proceeds raised by Syscan, depending upon Emerald's role in any such transaction.

In connection with the proposed transaction between the Company and Syscan, Emerald would be entitled to receive ten percent (10%) of the shares issued to Syscan by us in the proposed transaction.

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ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS.

None.

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

BANKENGINE TECHNOLOGIES, INC.

By: /S/ MICHAEL J. XIRINACHS

Michael J. Xirinachs
CEO

March 2, 2004