CREDITRISKMONITOR COM INC
Form 10QSB
May 16, 2005

UNITED STATES 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, 2005

|_| TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE EXCHANGE ACT

For the transition period from ___________ to ___________

Commission file number 1-8601

CREDITRISKMONITOR.COM, INC.
(Exact name of small business issuer as specified in its charter)

Nevada	36-2972588
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

704 Executive Boulevard, Suite A
Valley Cottage, New York 10989
(Address of principal executive offices)

(845) 230-3000
(Issuer's telephone number)

Check whether the issuer (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities and Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the issuer was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes |x| No |_|

APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY
PROCEEDINGS DURING THE PAST FIVE YEARS

Check whether the registrant filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Exchange Act after the distribution of securities under a plan confirmed by a court.

Yes |_| No |_|

APPLICABLE ONLY TO CORPORATE ISSUERS

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practical date:

Common stock $.01 par value -- 7,679,462 shares outstanding as of April 29, 2005.

Transitional Small Business Disclosure Format (check one): Yes |_| No |x|

CREDITRISKMONITOR.COM, INC. AND SUBSIDIARY

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

CREDITRISKMONITOR.COM, INC. AND SUBSIDIARY
CONSOLIDATED BALANCE SHEETS
MARCH 31, 2005 AND DECEMBER 31, 2004

	March 31, 2005 (Unaudited)	Dec. 31, 2004
ASSETS		
Current assets:		
Cash and cash equivalents	$ 924,126	$ 877,025
Accounts receivable, net of allowance	372,065	637,221
Other current assets	93,905	172,019
Total current assets	1,390,096	1,686,265
Property and equipment, net	160,633	162,085
Goodwill, net	1,954,460	1,954,460
Prepaid and other assets	32,994	20,042
Total assets	$ 3,538,183	$ 3,822,852
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Deferred revenue	$ 2,082,572	$ 2,221,233
Accounts payable	140,677	170,949
Accrued expenses	192,096	218,990
Current portion of long-term debt	102,683	100,084
Current portion of capitalized lease obligations	25,820	26,518
Total current liabilities	2,543,848	2,737,774
Long-term debt, net of current portion:		
Promissory note	494,036	520,703
Capitalized lease obligations	38,553	44,904
	532,589	565,607
Deferred rent payable	3,799	2,375
Deferred compensation	88,890	88,890
Total liabilities	3,169,126	3,394,646
Stockholders' equity:		
Preferred stock, $.01 par value; authorized 5,000,000 shares; none issued	--	--
Common stock, $.01 par value; authorized 25,000,000 shares; issued and outstanding 7,679,462 shares	76,794	76,794
Additional paid-in capital	28,122,383	28,122,383
Accumulated deficit	(27,830,120)	(27,770,971)

Total stockholders' equity	369,057	428,206
Total liabilities and stockholders' equity	$ 3,538,183	$ 3,822,852

See accompanying condensed notes to consolidated financial statements.

CREDITRISKMONITOR.COM, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF OPERATIONS
FOR THE THREE MONTHS ENDED MARCH 31, 2005 AND 2004
(Unaudited)

	2005	2004
Operating revenues	$ 895,254	$ 827,197
Operating expenses:		
Data and product costs	239,376	270,500
Selling, general and administrative expenses	682,219	598,148
Depreciation and amortization	16,542	17,984
Total operating expenses	938,137	886,632
Loss from operations	(42,883)	(59,435)
Other income	2,743	2,064
Interest expense	(17,834)	(18,848)
Loss before income taxes	(57,974)	(76,219)
Provision for state and local income taxes	(1,175)	(709)
Net loss	$ (59,149)	$ (76,928)
Net loss per share of common stock:		
Basic and diluted	$ (0.01)	$ (0.01)
Weighted average number of common shares outstanding:		
Basic and diluted	7,679,462	7,407,462

See accompanying condensed notes to consolidated financial statements.

CREDITRISKMONITOR.COM, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE THREE MONTHS ENDED MARCH 31, 2005 AND 2004
(Unaudited)

	2005	2004
Cash flows from operating activities:		
Net loss	$ (59,149)	$ (76,928)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation	16,542	17,984
Deferred rent	1,424	(1,444)
Changes in operating assets and liabilities:		
Accounts receivable	265,156	301,837
Other current assets	78,114	30,423
Prepaid and other assets	(12,952)	(9,158)
Deferred revenue	(138,661)	(195,023)
Accounts payable	(30,272)	(31,747)
Accrued expenses	(26,894)	17,800
Net cash provided by operating activities	93,308	53,744
Cash flows from investing activities:		
Purchase of property and equipment	(15,090)	(11,379)
Net cash used in investing activities	(15,090)	(11,379)
Cash flows from financing activities:		
Payments on promissory note	(24,068)	(21,721)
Payments on capital lease obligations	(7,049)	(3,270)
Net cash used in financing activities	(31,117)	(24,991)
Net increase in cash and cash equivalents	47,101	17,374
Cash and cash equivalents at beginning of period	877,025	1,138,447
Cash and cash equivalents at end of period	$ 924,126	$ 1,155,821

See accompanying condensed notes to consolidated financial statements.

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CREDITRISKMONITOR.COM, INC. AND SUBSIDIARY
CONDENSED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

(1) Basis of Presentation

The consolidated financial statements included herein have been prepared by CreditRiskMonitor.com, Inc. (the "Company" or "CRM"), without audit, pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and footnote disclosures normally included in consolidated financial statements prepared in accordance with accounting principles generally accepted in the United States have been condensed or omitted pursuant to such rules and regulations, although the Company believes that the disclosures herein are adequate to make the information presented not misleading. These financial statements should be read in conjunction with the financial statements and the notes thereto in the Company's annual report on Form 10-KSB for the year ended December 31, 2004.

In the opinion of the Company, the unaudited consolidated financial statements reflect all adjustments (consisting of normal recurring adjustments) considered necessary to present fairly the Company's financial position as of March 31, 2005 and the results of its operations and its cash flows for the three-month periods ended March 31, 2005 and 2004.

Results of operations for the three-month periods ended March 31, 2005 and 2004 are not necessarily indicative of the results of a full year.

(2) Stock-Based Compensation

The Company accounts for its stock-based employee compensation plan using the intrinsic value method in accordance with the provisions of APB No. 25, "Accounting for Stock Issued to Employees" and related Interpretations. No stock-based employee compensation cost for employee stock options is reflected in net loss, as all options granted under this plan had an exercise price equal to or greater than the market value of the underlying common stock on the date of grant.

In accordance with SFAS No. 123, "Accounting for Stock-Based Compensation," as amended by SFAS No. 148, "Accounting for Stock-Based Compensation--Transition and Disclosure," the following table presents the effect on net loss and net loss per share had compensation cost for the Company's stock plan been determined using a fair value based method and amortized over the vesting period consistent with SFAS No. 123 for the three months ended March 31:

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	2005	2004
Net loss		
As reported	$ (59,149)	$ (76,928)
Less: Total stock-based employee compensation expense determined under fair value based method for all awards, net of related tax benefits or effects	245	(4,508)
Pro forma	$ (58,904)	$ (81,436)
Net loss per share - basic and diluted		
As reported	$ (0.01)	$ (0.01)
Pro forma	$ (0.01)	$ (0.01)

The above stock-based employee compensation costs determined under the fair value based method were calculated using the Black-Scholes option valuation model. The Black-Scholes option valuation model was developed for use in estimating the fair value of traded options, which have no vesting restrictions, are fully transferable, and do not include a discount for large block trades. In addition, option valuation models require the input of highly subjective assumptions including the expected stock price volatility, expected life of the option and other estimates. Because the Company's employee stock options have characteristics significantly different from those of traded options, and because changes in the subjective input assumptions can materially affect the fair value estimate, in management's opinion, the existing models do not necessarily provide a reliable single measure of the fair value of its employee stock options.

(3) Recently Issued Accounting Standards

In December 2004, the FASB issued SFAS No. 153, "Exchanges of Nonmonetary Assets--an amendment of APB Opinion No. 29," which addresses the measurement of exchanges of nonmonetary assets and eliminates the exception from fair value measurement for nonmonetary exchanges of similar productive assets and replaces it with an exception for exchanges that do not have commercial substance. SFAS No. 153 is effective for nonmonetary asset exchanges occurring in fiscal periods beginning after June 15, 2005, with earlier application permitted. The adoption of SFAS No. 153 will have no impact on our results of operations or our financial position.

In December 2004, the FASB issued SFAS No. 123R, "Share-Based Payment," replacing SFAS No. 123 and superseding APB Opinion No. 25. SFAS No. 123R requires public companies to recognize compensation expense for the cost of stock options and all other awards of equity instruments. This compensation cost will be measured as the fair value of the award on the grant date estimated using an option-pricing model. The Company is evaluating the various transition provisions under SFAS No. 123R. For public entities that file as small business issuers, this Statement is effective as of the beginning of the first interim or annual reporting period that begins after December 15, 2005.

(4) Legal Proceedings

On April 27, 2005, the Company executed an agreement (the "Stipulation of Settlement") which settled all of the lawsuits between it and its competitor discussed in the succeeding paragraphs below, and its competitor simultaneously paid the

Company $1.1 million. This payment will be reflected in the Company's consolidated financial statements for its quarter ending June 30, 2005. In addition, the competitor agreed in the Stipulation of Settlement to assume certain potential liabilities against the Company and defend the Company in connection with the Decision Strategies litigation also discussed below.

As previously reported: (a) on April 20, 2001, the Company filed an action in the Supreme Court of the State of New York, Nassau County, against Samuel Fensterstock and a competitor (collectively, the "Defendants"), seeking injunctive relief, declaratory relief and monetary damages; (b) thereafter, the parties entered into a Settlement Agreement that was so ordered by the Court in July 2001 pursuant to which the Defendants were restricted from engaging in certain activities; (c) on November 27, 2001, the Company commenced an action against the Defendants (the "Contempt Proceedings") in the Supreme Court of the State of New York, Nassau County; (d) on August 6, 2004, in the Contempt Proceedings, the Court issued a Decision finding that Defendants violated the

Settlement Agreement and were in contempt of the July 2001 Order, and awarded compensatory and punitive damages against the Defendants aggregating $821,044, plus attorney fees and legal costs in an amount to be determined; (e) on August 24, 2004, the Court entered a Judgment providing for the enforcement of its award and assigned a Referee to conduct a hearing concerning the amount of attorneys' fees and costs to be awarded; (f) on August 30, 2004, Defendants filed a Notice of Appeal and posted a $900,000 bond to secure the compensatory and punitive damages awarded in the Judgment; (g) on September 10, 2004, the competitor and Samuel Fensterstock served separate Motions to Reargue; (h) in January 2005, the Court rejected the arguments contained in Defendants' Motions to Reargue and the Defendants each filed Notices of Appeal of the Court's rejection of the arguments contained in the Motions to Reargue; and (i) in February 2005, the Defendants presented separate applications to the Appellate Division requesting that the Appellate Division dispense with requiring Defendants to file a complete copy of the trial transcript from the Contempt Proceeding and the Company opposed Defendants' applications.

On March 25, 2005 the Appellate Division denied Defendants' separate motions requesting the Appellate Division to dispense with the requirement that Defendants file a complete copy of the trial transcript with respect to the appeal. On April 7, 2005 the Court entered a Judgment providing that the competitor would pay the Company at least $620,000 in attorney fees and allowing the competitor to post a bond.

As previously reported: (a) in February 2003, the competitor commenced an action (the "Competitor Action") in the same Court, against the Company, its President and a senior manager, seeking compensatory damages, exemplary damages and injunctive relief; and (b) the Company denied the allegations in the Competitor Action and counterclaimed against the competitor, its President and Samuel Fensterstock.

As previously reported: (a) in January 2004, the Company filed a second action in the same Court by order to show cause against the competitor and Mark McNamara, a former Company employee, seeking injunctive relief, declaratory relief and monetary damages arising from the competitor's and McNamara's misappropriation of CRM's proprietary information; and (b) by Order dated April 2, 2004 the Court denied the Company's request for immediate injunctive relief.

As previously reported: in March 2004, the Company filed a third action in the same Court against the competitor and Ryan Kohler, a former Company

employee, seeking declaratory relief and compensatory damages arising from the competitor's and Kohler's misappropriation of CRM's proprietary information.

As previously reported: (a) in July 2004, the Company commenced an action in Nassau County against Decision Strategies LLC ("Decision Strategies"), the court-appointed forensic computer expert in the Enforcement Proceedings, for breach of its services contract and seeking a declaration of the rights of the parties under the terms of the contract; (b) also in July 2004, Decision Strategies commenced an action in New York against the Company and the competitor for fees in excess of the limitations provided in the services contract; and (c) Decision Strategies successfully moved to dismiss the Company's Nassau County action because Decision Strategies had commenced an action in New York County.

On April 13, 2005, at a preliminary conference in New York County, the Court indicated that the action should be moved to Nassau County and scheduled a new conference date on May 12, 2005. Pursuant to the Stipulation of Settlement, the competitor has agreed to assume certain potential liabilities and defend the Company in this litigation, as noted above.

(5) Earnings Per Share

The computation of diluted earnings per share excludes all options since their inclusion would be anti-dilutive. During the three months ended March 31, 2005 and 2004, 556,500 and 486,000 options, respectively, were excluded.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

FINANCIAL CONDITION, LIQUIDITY AND CAPITAL RESOURCES

At March 31, 2005, the Company had cash and cash equivalents of $924,000 compared to $877,000 at December 31, 2004. The Company's working capital deficit at March 31, 2005 was approximately $1.15 million compared to a working capital deficit of approximately $1.05 million at December 31, 2004, due primarily to a decrease of $265,000 in accounts receivable and somewhat off-set by a $139,000 decrease in deferred revenue. Additionally, the working capital deficit at March 31, 2005 is mainly derived from the $2.08 million in deferred revenue, which should not require any future cash outlay other than the cost of preparation and delivery of the applicable commercial credit reports. The deferred revenue is recognized as income over the subscription term, which approximates twelve months. The Company has no bank lines of credit or other currently available credit sources.

Excluding cash expenditures of $67,000 and $98,000 in the first quarter of fiscal 2005 and 2004, respectively, incurred in connection with the Contempt Proceeding, the Competitor Action and the other litigation described in Part II, Item 1 (collectively, the "Litigation"), the Company had positive cash flow of $114,000 and $115,000 for the three months ended March 31, 2005 and 2004, respectively.

On April 27, 2005, a Stipulation of Settlement was filed with the Supreme Court of the State of New York, Nassau County, pursuant to which: (i) the Company, the competitor and all other parties agreed to settle the Litigation described above (other than the Decision Strategies litigation referred to below), and (ii) the Company received payment of $1.1 million from the competitor.

After giving effect to the Stipulation of Settlement and the receipt of the $1.1 million settlement proceeds, the Company believes that it will have sufficient resources to meet its working capital and capital expenditure needs, including debt service, for the foreseeable future.

OFF-BALANCE SHEET ARRANGEMENTS

The Company is not a party to any off-balance sheet arrangements.

RESULTS OF OPERATIONS

3 Months Ended March 31,

	2005		2004	
	Amount	% of Total Operating Revenues	Amount	% of Total Operating Revenues
Operating revenues	$ 895,254	100.00%	$ 827,197	100.00%
Operating expenses:				
Data and product costs	239,376	26.74%	270,500	32.70%
Selling, general & administrative	682,219*	76.20%	598,148*	72.31%
Depreciation and amortization	16,542	1.85%	17,984	2.17%
Total operating expenses	938,137	104.79%	886,632	107.19%
Loss from operations	(42,883)	-4.79%	(59,435)	-7.19%
Other income	2,743	0.31%	2,064	0.25%
Interest expense	(17,834)	-1.99%	(18,848)	-2.28%
Loss before income taxes	(57,974)	-6.48%	(76,219)	-9.21%
Provision for income taxes	(1,175)	-0.13%	(709)	-0.09%
Net loss	$ (59,149)	-6.61%	$ (76,928)	-9.30%

* Litigation expenses were $57,000 and $66,000 for the first quarter of fiscal 2005 and 2004, respectively.

Operating revenues increased 8% for the three months ended March 31, 2005. This increase was primarily due to an increase in the number of subscribers to the Company's Internet subscription service offset in part by a decrease in the number of subscribers to the Company's subscription service for third-party international credit reports.

Data and product costs decreased 12% for the first quarter of 2005 compared to the same period of fiscal 2004. This decrease was primarily due to the lower cost of acquiring third-party international credit reports, and lower salary and related employee benefits resulting from a decrease in headcount, offset partially by the cost of the co-location facility that the Company started leasing in the third quarter of 2004.

Selling, general and administrative expenses increased 14% for the first quarter of fiscal 2005 compared to the same period of fiscal 2004. This increase was due primarily to higher salary and related employee benefit costs due to an increase in the Company's sales force during the past 12 months, an increase in rent expense due to the Company's relocation to new leased facilities in the third quarter of 2004, and an increase in marketing expenses, partially offset by a decrease in legal fees incurred in connection with the Litigation.

Depreciation and amortization decreased 8% for the first quarter of fiscal 2005 compared to the same period of fiscal 2004. This decrease was due to a lower depreciable asset base during most of the quarter, as certain items have been fully depreciated but are still in use, offset by depreciation expense recorded for assets either purchased or leased in connection with the Company's move and the decision to co-locate its production servers in the second half of fiscal

2004.

Other income increased 33% for first quarter of fiscal 2005 compared to the same period last year. This increase was due to a higher interest rate received

on funds invested in interest bearing accounts during the current quarter compared to the same period last year.

Interest expense decreased 5% for the first quarter of fiscal 2005 compared to the same period of fiscal 2004. This decrease was due to a lower outstanding promissory note balance.

The Company reported a net loss of $59,000 versus a net loss of $77,000 for the three months ended March 31, 2005 and 2004, respectively. Excluding the Litigation expenses of $57,000 and $66,000 for the three months ended March 31, 2005 and 2004, respectively, the Company would have reported net losses of $2,000 and $11,000 for the three months ended March 31, 2005 and 2004, respectively.

FUTURE OPERATIONS

The Company over time intends to expand its operations by expanding the breadth and depth of its product and service offerings and the introduction of new or complementary products. Gross margins attributable to new business areas may be lower than those associated with the Company's existing business activities.

As a result of the Company's limited operating history and the emerging nature of the markets in which it competes, the Company's ability to accurately forecast its revenues, gross profits and operating expenses as a percentage of net sales is limited. The Company's current and future expense levels are based largely on its investment plans and estimates of future revenues and to a large extent are fixed. Sales and operating results generally depend on the Company's ability to attract and retain customers and the volume of and timing of their subscriptions for the Company's services, which are difficult to forecast. The Company may be unable to adjust spending in a timely manner to compensate for any unexpected revenue shortfall. Accordingly, any significant shortfall in revenues in relation to the Company's planned expenditures would have an immediate adverse effect on the Company's business, prospects, financial condition and results of operations. Further, as a strategic response to changes in the competitive environment, the Company may from time to time make certain pricing, service, marketing or acquisition decisions that could have a material adverse effect on its business, prospects, financial condition and results of operations.

Achieving profitability depends on the Company's ability to generate and sustain increased revenue levels. The Company believes that its success will depend in large part on its ability to (i) extend its brand position, (ii) provide its customers with outstanding value, and (iii) achieve sufficient sales volume to realize economies of scale. Accordingly, the Company intends to continue to invest in marketing and promotion, product development and technology and operating infrastructure development. There can be no assurance that the Company will be able to achieve these objectives within a meaningful time frame.

The Company expects to experience significant fluctuations in its future quarterly operating results due to a variety of factors, some of which are outside the Company's control. Factors that may adversely affect the Company's quarterly operating results include, among others, (i) the Company's ability to retain existing customers, attract new customers at a steady rate and maintain customer satisfaction, (ii) the Company's ability to maintain gross margins in its existing business and in future product lines

and markets, (iii) the development of new services and products by the Company and its competitors, (iv) price competition, (v) the level of use of the Internet and online services and increasing acceptance of the Internet and other online services for the purchase of products such as those offered by the Company, (vi) the Company's ability to upgrade and develop its systems and infrastructure, (vii) the Company's ability to attract new personnel in a timely and effective manner, (viii) the level of traffic on the Company's Web site, (ix) the Company's ability to manage effectively its development of new business segments and markets, (x) the Company's ability to successfully manage the integration of operations and technology of acquisitions or other business combinations, (xi) technical difficulties, system downtime or Internet brownouts, (xii) the amount and timing of operating costs and capital expenditures relating to expansion of the Company's business, operations and infrastructure, (xiii) governmental regulation and taxation policies, (xiv) disruptions in service by common carriers due to strikes or otherwise, (xv) risks of fire or other casualty, (xvi) litigation costs or other unanticipated expenses, (xviii) interest rate risks and inflationary pressures, and (xviii) general economic conditions and economic conditions specific to the Internet and online commerce.

Due to the foregoing factors and the Company's limited forecasting abilities, the Company believes that period-to-period comparisons of its revenues and operating results are not necessarily meaningful and should not be relied on as an indication of future performance.

FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-QSB may contain forward-looking statements, including statements regarding future prospects, industry trends, competitive conditions and litigation issues. Any statements contained herein that are not statements of historical fact may be deemed to be forward-looking statements. Without limiting the foregoing, the words "believes", "expects", "anticipates", "plans" or words of similar meaning are intended to identify forward-looking statements. This notice is intended to take advantage of the "safe harbor" provided by the Private Securities Litigation Reform Act of 1995 with respect to such forward-looking statements. These forward-looking statements involve a number of risks and uncertainties. Among others, factors that could cause actual results to differ materially from the Company's beliefs or expectations are those listed under "Results of Operations" and other factors referenced herein or from time to time as "risk factors" or otherwise in the Company's Registration Statements or Securities and Exchange Commission reports.

Item 3. Controls and Procedures

The Company's management, with the participation of the Company's Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the Company's disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended) as of the end of the period covered by this report. Based on that evaluation, the Company's Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of such period, the Company's disclosure controls and procedures are effective.

There have not been any changes in the Company's internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934, as amended) during our most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting. Management is aware that there is a lack of segregation of duties due to the small number of employees dealing with general administrative and financial matters. However, management has decided that considering the employees involved and the control procedures in place, risks associated with such lack of segregation are insignificant and the potential benefit of adding employees to clearly segregate duties do not justify the expenses associated with such increase.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

On April 27, 2005, the Company executed an agreement (the "Stipulation of Settlement") which settled all of the lawsuits between it and its competitor discussed in the succeeding paragraphs below, and its competitor simultaneously paid the Company $1.1 million. This payment will be reflected in the Company's consolidated financial statements for its quarter ending June 30, 2005. In addition, the competitor agreed in the Stipulation of Settlement to assume certain potential liabilities against the Company and defend the Company in connection with the Decision Strategies litigation also discussed below.

As previously reported: (a) on April 20, 2001, the Company filed an action in the Supreme Court of the State of New York, Nassau County, against Samuel Fensterstock and a competitor (collectively, the "Defendants"), seeking injunctive relief, declaratory relief and monetary damages; (b) thereafter, the parties entered into a Settlement Agreement that was so ordered by the Court in July 2001 pursuant to which the Defendants were restricted from engaging in certain activities; (c) on November 27, 2001, the Company commenced an action against the Defendants (the "Contempt Proceedings") in the Supreme Court of the State of New York, Nassau County; (d) on August 6, 2004, in the Contempt Proceedings, the Court issued a Decision finding that Defendants violated the Settlement Agreement and were in contempt of the July 2001 Order, and awarded compensatory and punitive damages against the Defendants aggregating $821,044, plus attorney fees and legal costs in an amount to be determined; (e) on August 24, 2004, the Court entered a Judgment providing for the enforcement of its award and assigned a Referee to conduct a hearing concerning the amount of attorneys' fees and costs to be awarded; (f) on August 30, 2004, Defendants filed a Notice of Appeal and posted a $900,000 bond to secure the compensatory and punitive damages awarded in the Judgment; (g) on September 10, 2004, the competitor and Samuel Fensterstock served separate Motions to Reargue; (h) in January 2005, the Court rejected the arguments contained in Defendants' Motions to Reargue and the Defendants each filed Notices of Appeal of the Court's rejection of the arguments contained in the Motions to Reargue; and (i) in February 2005, the Defendants presented separate applications to the Appellate Division requesting that the Appellate Division dispense with requiring Defendants to file a complete copy of the trial transcript from the Contempt Proceeding and the Company opposed Defendants' applications.

On March 25, 2005 the Appellate Division denied Defendants' separate motions requesting the Appellate Division to dispense with the requirement that Defendants file a complete copy of the trial transcript with respect to the appeal. On April 7, 2005 the Court entered a Judgment providing that the competitor would pay the Company at least $620,000 in attorney fees and allowing the competitor to post a bond.

As previously reported: (a) in February 2003, the competitor commenced an action (the "Competitor Action") in the same Court, against the Company, its President and a senior manager, seeking compensatory damages, exemplary damages and injunctive relief; and (b) the Company denied the allegations in the Competitor Action and counterclaimed against the competitor, its President and Samuel Fensterstock.

As previously reported: (a) in January 2004, the Company filed a second action in the same Court by order to show cause against the competitor and Mark McNamara, a former Company employee, seeking injunctive relief,

declaratory relief and monetary damages arising from the competitor's and McNamara's misappropriation of CRM's proprietary information; and (b) by Order dated April 2, 2004 the Court denied the Company's request for immediate injunctive relief.

As previously reported: in March 2004, the Company filed a third action in the same Court against the competitor and Ryan Kohler, a former Company employee, seeking declaratory relief and compensatory damages arising from the competitor's and Kohler's misappropriation of CRM's proprietary information.

As previously reported: (a) in July 2004, the Company commenced an action in Nassau County against Decision Strategies LLC ("Decision Strategies"), the court-appointed forensic computer expert in the Enforcement Proceedings, for breach of its services contract and seeking a declaration of the rights of the parties under the terms of the contract; (b) also in July 2004, Decision Strategies commenced an action in New York against the Company and the competitor for fees in excess of the limitations provided in the services contract; and (c) Decision Strategies successfully moved to dismiss the Company's Nassau County action because Decision Strategies had commenced an action in New York County.

On April 13, 2005, at a preliminary conference in New York County, the Court indicated that the action should be moved to Nassau County and scheduled a new conference date on May 12, 2005. Pursuant to the Stipulation of Settlement, the competitor has agreed to assume certain potential liabilities and defend the Company in this litigation, as noted above.

Item 2. Changes in Securities and Small Business Issuer Purchases of Equity Securities

The Company is prohibited from paying dividends pursuant to the Loan Security Agreement that secures its Secured Promissory Note with Market Guide Inc.

Item 6. Exhibits

10.1 Stipulation of Settlement and Order dated as of April 27, 2005.

31.1 Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

31.2 Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

32.1 Certification of Chief Executive Officer Pursuant to 18 U.S.C.

Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

32.2 Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

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.

CREDITRISKMONITOR.COM, INC.
(REGISTRANT)

Date: May 16, 2005

By: /s/ Lawrence Fensterstock
Lawrence Fensterstock
Chief Financial Officer