VICTOR INDUSTRIES INC
Form 10QSB
August 08, 2005

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 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, 2005

(Mark One)
[X] Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the quarterly period ended March 31, 2005 or
[ ] Transitional Report Under Section 13 or 15(d) of the Securities Exchange Act of 1934 for the transition period from _______________ to ________________.

Commission File No. 000-30237

VICTOR INDUSTRIES, INC.
(Name of small business issuer in its charter)

Idaho (State or other Jurisidiction of Incorporation or Organization)	91-0784114 (IRS Employer Identification Number)

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180 South West Higgins Avenue Missoula, Montana (Address of Principal Executive Offices)	59803 (Zip Code)

Issuer's Telephone Number
(406) 549-2261

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

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act). Yes [ ] No [X].

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date: As of July 20, 2005, there were 229,216,913 shares of the Company's common stock issued and outstanding.

Transitional Small Business Disclosure Format: Yes [X] No [   ].

This Form 10-QSB consists of 11 Pages.

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ITEM 1.
Victor Industries, Inc.

Consolidated Financial Statements
For the Three Months Ended
March 31, 2005
(Unaudited)

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VICTOR INDUSTRIES, INC.
Consolidated Balance Sheet
March 31, 2005
(Unaudited)

ASSETS		
Current Assets		
Cash	$	451
Equipment, net of accumulated depreciation		1,399
Total assets	$	1,850
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current Liabilities		
Accounts payable and accrued expenses	$	371,572
Notes payable, related party		71,986
Liabilities of discontinued operations		169,843
Total current liabilities		613,401
Stockholders' Deficit		
Common stock, $0.0001 par value, 1,000,000,000 shares authorized, 229,016,913 shares issued and outstanding		22,902
Common stock issuable, 7,500,000 shares		750
Stock subscription receivable		(54,200)
Additional paid-in capital		5,332,021
Accumulated deficit		(5,913,024)
Total stockholders' deficit		(611,551)
Total liabilities and stockholders' deficit	$	1,850

See Notes to Consolidated Financial Statements

VICTOR INDUSTRIES, INC.
Consolidated Statements of Operations
For the Three Months Ended March 31, 2005 and 2004
(Unaudited)

	Three Months Ended March 31, 2005		Three Months ended March 31, 2004	
Revenues	$	-	$	-
Cost of sales		-		-
Gross margin		-		-
General and administrative expenses				
Selling and administrative		111,878		166,933
Depreciation		760		760
Other		307		178
Loss from continuing operations		(112,945)		(167,871)
Loss from discontinued operations		-		(852)
Net loss	$	(112,945)	$	(168,723)
Net loss per common share (basic and fully diluted)				
Continuing operations	$	(0.00)	$	(0.00)
Discontinued operations		(0.00)		(0.00)
Net loss per common share	$	(0.00)	$	(0.00)
Weighted average shares outstanding		236,516,913		148,413,359

See Notes to Consolidated Financial Statements

VICTOR INDUSTRIES, INC.
Consolidated Statements of Cash Flows
For the Three Months Ended March 31, 2005 and 2004
(Unaudited)

	Three Months Ended March 31, 2005	Three Months Ended March 31, 2004
Cash flows from Operating Activities		
Net loss	$ (112,945)	$ (168,723)
Adjustments to reconcile net loss to net cash flows		
used in operating activities		
Depreciation	760	760
Common stock issued for services	-	57,733
Change in assets and liabilities		
Prepaid expenses	10,957	35,000
Accounts payable and accrued expenses	79,810	71,228
Liabilities of discontinued operations	-	852
Net cash flows used in operating activities	(21,418)	(3,150)
Cash flows from Financing Activities		
Proceeds from notes payable, related party	21,850	3,050
Net change in cash	432	(100)
Cash, beginning of period	19	106
Cash, end of period	$ 451	$ 6
Supplemental Noncash Investing and Financing Activities		
Common stock issued for debt	$ -	$ 24,000

See Notes to Consolidated Financial Statements

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 1. Summary of Significant Accounting Policies

Business Operations
Victor Industries, Inc. was originally organized under the laws of the State of Idaho on January 19, 1926, under the name of Omo Mining and Leasing Corporation. After several name changes through the years, the name was changed to Victor Industries, Inc. on December 24, 1977. In 1993, the Company began zeolite mining and marketing operations. Zeolite is an ammonia absorbent, air purifier, and hazardous waste absorbent. Victor Industries, Inc. is presently refining the development of and marketing a fertilizer product using zeolite.

Consolidation
The accompanying consolidated financial statements include the accounts of Victor Industries, Inc. and its wholly owned subsidiary, New Wave Media (collectively, the "Company"). All inter-company accounts and transactions have been eliminated.

Interim Period Financial Statements
The interim period consolidated 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 consolidated financial statements should be read together with the audited consolidated financial statements and accompanying notes for the years ended December 31, 2004 and 2003, included in the Company's annual reports on Form 10-KSB. In the opinion of the Company, the unaudited consolidated financial statements contained herein contain all adjustments (consisting of a normal recurring nature) necessary to present a fair statement of the results of the interim periods presented.

The results of operation for the three months ended March 31, 2005, are not necessarily indicative of the results to be expected for the entire year ending December 31, 2005.

Business Acquisition and Discontinued Operations
On March 5, 2003, the Company signed an agreement to acquire 100% of the issued and outstanding stock of New Wave Media Corporation, a Nevada corporation ("New Wave Media"). The acquisition was accounted for as a purchase transaction and accordingly the purchase price was allocated to assets and liabilities based on the estimated fair value as of the date of acquisition. The results of operations of New Wave Media have been consolidated into the Company from the date of acquisition. The excess of the consideration paid over the estimated fair value of net assets acquired in the amount of $113,850 was recorded as goodwill. Included in the original purchase price was 15,000,000 shares of the Company's common stock having an estimated fair value of $90,000. Subsequent to the purchase, because of uncertainty arising from the closure of the radio station (discussed below), the Company exercised its option to rescind the acquisition agreement and did not issue the shares to affect the acquisition. Accordingly, the Company recorded a $113,850 impairment of goodwill in 2003 that was included in the loss from discontinued operations in the 2003 financial statements.

New Wave Media operated "The Heat" 100.3.com radio station, utilizing a Time Brokerage Agreement, which required New Wave Media to purchase time on KFLL (FM) radio in Great Falls, Montana. During July and October 2003, the licensee of the time brokerage agreement shut down the radio station claiming non-payment of the required fees. Though management obtained a permanent injunction during the third quarter of 2004, the case was subsequently dismissed with prejudice. Accordingly, the operations of New Wave Media have been reflected as discontinued operations in these consolidated financial statements. There were no revenues from discontinued operations in the periods presented for either 2005 or 2004.

Note 2. Earnings per Share

Basic loss per share is computed by dividing the net loss available to common shareholders by the weighted average number of common shares outstanding in the period. Diluted loss per share takes into consideration common shares outstanding (computed under basic loss per share) and potentially dilutive common shares. There were no dilutive securities outstanding at March 31, 2005 or 2004. Common stock issuable is considered outstanding as of the original approval date for purposes of earnings per share computations.

Note 3. Going Concern

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. However, the Company has incurred continuing operating losses and has an accumulated deficit as of March 31, 2005. The Company's ability to continue as a going concern is in substantial doubt and is dependent upon obtaining additional financing and achieving a sustainable profitable level of operations. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty. The Company has met its historical working capital requirements from sale of capital shares and loans from shareholders. However, there can be no assurance that such financial support shall be ongoing or available on terms or conditions acceptable to the Company.

Note 4. Subsequent Events

In April 2005, the Company issued 200,000 shares of its common stock, valued at $1,300, as payment of legal fees.

Also in April 2005, the Company completed its first sale of the Zeolite fertilizer product.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

The financial information set forth in the following discussion should be read in conjunction with, and qualified in its entirety by, the financial statements of the Company included elsewhere herein.

FIRST QUARTER HIGHLIGHTS

The work performed during the first quarter of 2005 has been in continued testing of the Envirolizer product as well as researching the best combination of components for the Spill Kill and Zweep IT products.

The development of sales contacts and relationship building is an integral part of the overall sales plan. Having identified the sod/turf producers as the potential customers that can provide the most leveraged way to market Envirolizer we sought and found influential contacts within the sod/turf industry.

The plan for the second quarter is to ally the Company further to these key players in the sod/turf industry and to align their goals with ours.

Another critical component to address is the distribution capability of the Company. The delivery of truck load amounts of Envirolizer to sod farms is a relatively simple process once it has been established. However, the second step of delivering less than truckload quantities to individual customer sites may require a degree of cooperation that will require new commitments on the part of the sod producers.

These concerns as well as continued efforts to find the most efficient suppliers of components, integrating their strengths while eliminating their disadvantages such as location and shipping prices is an on going process. Importantly, these efforts will provide increasing margins to the bottom line as sales begin and expand.

ADDITIONAL DISCUSSION

Victor Industries, Inc. was originally organized under the laws of the State of Idaho on January 19, 1926 under the name of Omo Mining and Leasing Corporation. The Company was renamed Omo Mines Corporation on January 19, 1929. The name was changed again on November 14, 1936 to Kaslo Mines Corporation and finally Victor Industries, Inc. on December 24, 1977.

We have not recorded any significant revenue for the past two years and there is substantial doubt about us continuing as a going concern (a "Going Concern Warning") as expressed by our auditors in their audit report as of December 31, 2003, without funding to develop assets and profitable operations. We received the same "Going Concern" warning from our auditors for the fiscal year ended December 31, 2004

Our current plans center on products related to the use of the mineral known as zeolite. Zeolites have the unique distinction of being nature's only negatively charged mineral. Zeolites are useful for metal and toxic chemical absorbents, water softeners, gas absorbents, radiation absorbents and soil and fertilizer amendments. Clinoptilolite, one type of natural zeolite, is our primary focus. Clinoptilolite's absorption capabilities of ammonia provide a number of applications in the agricultural industry. We are primarily focusing on two zeolite compounds in order to produce revenue. We believe that the two primary sources of nitrate and phosphate pollution are fertilizers and large animal feeding operations.

ENVIROLIZER was formulated around the use of zeolite to absorb the ammonia that is released by animal discharge from large animal feeding operations. We will then utilize the nutrients from the absorption process and turn it into a slow demand release fertilizer. We believe that wide spread use of our absorption process will significantly reduce pollution from these feeding operations while reducing the leaching of nitrates and phosphates into the ground water. Because of the absorption capabilities of zeolite, we believe that our fertilizer compound will work effectively for up to three years, depending on the type of crop or plants being fertilized, thereby reducing the need for multiple fertilizer applications every year. The ENVIROLIZER fertilizer compound is expected to absorb up to 45% of its weight in water and slowly release it when the soil begins to dry thus reducing the irrigation cycle. We cannot give any assurances that we will be successful in producing a marketable or profitable product.

On September 23, 2004, the Company gained approval by the General Services Administration (“GSA”) (which basically serves as a purchasing agent for the United States federal government) to compete for five-year government contracts on offer from government procurement agents. In addition we are initiating contact with other companies who may wish to list their products on the GSA website for which we intend to charge a percentage of sales. We also intend to market our proprietary compound solutions to the golf course and horticulture industries. We cannot give any assurance that we will be able to compete or generate sales in these markets. As of the date of the filing of this Form 10-QSB, we have generated $0 in sales from sales of products to the GSA.

During June 2004, the Company signed a distribution agreement with Work Transition Services, Inc. to distribute the Company products to the federal government. In addition, the Company has commenced contract negotiations with the GSA.

Victor Industries focus on sales of ENVIROLIZER and development of scientific confirmation and real world application of its revolutionary proprietary technology was largely diverted due to the acquisition of New Wave Media Corporation during March 2003.

The requirement for cash flow to continue our sales effort on ENVIROLIZER and further our research efforts on absorbing ammonia and phosphates at CAFO turned management's focus to the fastest way to cash flow, which we believed was through the acquisition of New Wave Media Corporation (“New Wave”) and it's radio station.

On March 5, 2003 the Company signed an agreement to acquire 100% of the issued and outstanding stock of New Wave Media Corporation. The acquisition called for the issuance of a $75,000 note and 15,000,000 shares of the Company's common stock. New Wave Media Corporation operated The Heat 100.3.com radio station, utilizing a Time Brokerage Agreement.

In July 2003, Flinn Broadcasting ("Licensee" of the time brokerage agreement) shut down the radio station claiming non-payment of the required fees. Management of the Company pursued a temporary restraining order and a permanent injunction against this action. On August 20, 2003 the Montana Eighth Judicial District Court awarded New Wave Media a permanent injunction.

In October 2003, the Licensee again turned the power off at The Heat 100.3 claiming non-payment of the required fees. The Company filed an action against the Licensee and that suit was subsequently dismissed due to the Company’s inability to secure counsel to represent the Company in this matter.

Pursuant to the aforementioned litigation, the Company made the decision to suspend operations of The Heat 100.3 and all employees were dismissed. The Company is no longer involved in the radio business in any way.

Marketing a new product is a lengthy process with significant risks, there can be no assurance that the Company will be successful in its efforts. The Company plans a series of new products to enhance its product line. It is easier to add to a product line once a distribution channel has successfully been established.

Product Liability Insurance

We carry no direct product liability insurance, relying instead on the coverage maintained by our distributors and manufacturing sources from whom we obtain product. There is no assurance that this insurance will adequately cover any liability claims brought against us. There also can be no assurance that we will be able to obtain our own liability insurance (should we seek to do so) on economically feasible terms. Our failure to maintain our own liability insurance could materially adversely affect our ability to sell our products in the future. Although no product liability claims have been brought against us to date, if there were any such claims brought against us, the cost of defending against such claims and any damages paid by us in connection with such claims could have a materially adverse impact upon us, including our financial position, results of operations and cash flows.

Competition And Difficulties In Marketing Products

Victor Industries, Inc.

There is tremendous competition in the commercial fertilizer business. Many of the leading companies have well-established brands that commercial animal feeding operations, farmers and government buyers are familiar with, and which they have successfully used in the past. Many of our competitors are large, well financed organizations that have significant distribution channels already in place. It is very challenging for the Company to establish a distribution channel for a new product and it is equally difficult to market a new product to consumers who have never used the product. During the period ended June 30, 2004, the Company has signed a distribution agreement with Work Transition Services, Inc. to distribute the Company products to the federal government. We may not be successful in establishing a market for our product.

New Wave Media Corp.

The station has been closed and all employees dismissed.

Research and Development

The Company is currently not conducting any research programs on its products. There are no plans to engage in further research of ENVIROLIZER's uses and benefits.

Government Regulation

We do not anticipate significant delays in government approval to operate. Zeolite has received a GRAS (generally regarded as safe) rating from the federal government. The zeolite mines that we contract with are fully permitted and have operated in each of the last five years. If government approval was withheld from one of the sources of raw material we believe we could access supplies from other operators.

If funding becomes available to the Company, we may develop our own zeolite mine and install the milling and bagging equipment necessary to operate independently. We cannot assure you that such funding will materialize.

The costs and effects of compliance with environmental laws (federal, state and local) are not born directly by us but through the costs imposed on the contract miners. Increased costs to the mines will result in higher costs of the raw material we purchase.

Employees

We currently have no full time employees. We intend to employ independent distributors for sales efforts, as well as mining, milling and packaging. Our directors have contracts with the Company and are receiving the Company's common stock as compensation, with an accrual recorded for director services rendered since October 2003.

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FINANCIAL CONDITION AND CHANGES IN FINANCIAL CONDITION

The following analysis of historical financial condition and results of operations are not necessarily reflective of the on-going operations of the Company.

Overall Operating Results

We did not have any zeolite sales for the quarters ended March 31, 2005 or March 31, 2004. We anticipate that increased marketing efforts and the successful approval of our patent for the fertilizer compound in the future will generate the required revenues to sustain our anticipated growth. There can be no assurances that such sales will occur.

Operating expenses were $112,945 for the current quarter. These expenses were incurred primarily for the following reasons:

- Legal fees of $21.575 incurred for the annual audit
- Accounting fees of $11,000 incurred primarily in conjunction with the annual audit and bookkeeping.
- Business consulting fees of $60,000.
- Advertising, promotion and related travel expenses of $0.00.

Expenses incurred for the prior year quarter were $(167,871) and were incurred primarily for consulting fees.

We incurred a net loss for the current quarter of $112,945as compared to a net loss of $168,723 for the comparable prior year quarter. These losses were attributable to the aforementioned operating expenses.

Income Taxes

We have accumulated approximately $5,913,024 million of net operating loss carry-forwards as of March 31, 2005, that may be offset against future taxable income. There will be limitations on the amount of net operating loss carry-forwards that can be used due to the change in the control of the management of the Company. No tax benefit has been reported in the financial statements, because we believe there is a 50% or greater chance the carry-forwards will expired unused.

Accordingly, the potential tax benefits of the loss carry-forwards are offset by valuation allowance of the same amount.

Liquidity and Capital Resources

We have been financed through related parties and a convertible note offering as there has been no substantial revenue generated to date. During the quarter ended March 31, 2005 the Company received $21,850 in loans from Penny Sperry, a major shareholder.

We will need additional financing in order to implement our business plan and continue as a going concern. We do not currently have a source for any additional financing and we cannot give any assurances that we will be able to secure any financing.

Inflation

Our results of operations have not been affected by inflation and we do not expect inflation to have a significant effect on its operations in the future.

Forward-Looking Information

From time to time, we or our representatives have made or may make forward-looking statements, orally or in writing. Such forward-looking statements may be included in, but not limited to, press releases, oral statements made with the approval of an authorized executive officer or in various filings made by us with the Securities and Exchange Commission. Words or phrases "will likely result", "are expected to", "will continue", "is anticipated", "estimate", "project or projected", or similar expressions are intended to identify "forward-looking statements". Such statements are qualified in their entirety by reference to and are accompanied by the above discussion of certain important factors that could cause actual results to differ materially from such forward-looking statements.

Management is currently unaware of any trends or conditions other than those previously mentioned in the management's discussion and analysis that could have a material adverse effect on the Company's consolidated financial position, future results of operations, or liquidity. However, investors should also be aware of factors that could have a negative impact on the Company's prospects and the consistency of progress in the areas of revenue generation, liquidity, and generation of capital resources. These include: (i) variations in revenue, (ii) possible inability to attract investors for its equity securities or otherwise raise adequate funds from any source should the Company seek to do so,
(iii) increased governmental regulation, (iv) increased competition, (v) unfavorable outcomes to litigation involving the Company or to which the Company may become a party in the future and, (vi) a very competitive and rapidly changing operating environment.

The risks identified here are not all inclusive. New risk factors emerge from time to time and it is not possible for management to predict all such risk factors, nor can it assess the impact of all such risk factors on the Company's business or the extent to which any factor or combination of factors may cause actual results to differ materially from those contained in any forward-looking statements. Accordingly, forward-looking statements should not be relied upon as a prediction of actual results.

PART II

ITEM 1. LEGAL PROCEEDINGS

None

ITEM 2. CHANGES IN SECURITIES

None

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

None

ITEM 5. OTHER INFORMATION

None

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

a. Exhibits

31.1 Certification of Chief Executive Officer, pursuant to Rule 13a-14(a) of the Exchange Act, as enacted by section 302 of the Sarbanes-Oxley Act of 2002.

32.1 Certification of Chief Executive Officer pursuant to 18 United States Code Section 1350, as enacted by Section 906 of the Sarbanes-Oxley Act of 2002.

b. Reports on Form 8-K

None

Victor Industries, Inc.

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 thereunto duly authorized.

Victor Industries, Inc.

(Registrant)

By: /s/ Lana Pope

Date: August 5, 2005

Lana Pope
Chairman of the Board of Directors, CEO and CFO
(Principal Accounting Officer)