PONTE NOSSA ACQUISITION CORP
Form 10QSB/A
December 06, 2002

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

AMENDMENT NO. 1 TO
FORM 10-QSB

(Mark One)

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

For the quarterly period ended June 30, 2002

[ ] Transition report under Section 13 or 15(d) of the Securities Exchange Act of 1934 for the transition period from _________ to _________

Commission File No. 0-25611

PONTE NOSSA ACQUISITION CORP.
(Name of Small Business Issuer in Its Charter)

DELAWARE	33-0838660
(State of Incorporation)	(IRS Employer Identification No.)

18271 McDurmott West, Suite A-1,
IRVINE, CA.
(Address of Principal Executive Offices)

92614
(Zip Code)

949-474-7020
(Issuer's Telephone Number)

Check whether the issuer (1) filed all reports required to be filed by Section 12, 13 or 15(d) of the Exchange Act during the past 12 months and (2) has been subject to such filing requirements for the past 90 days.

Yes [X] No [ ]

As of June 30, 2002, the Company had 13,435,000 shares of its common stock issued and outstanding.

Transitional Small Business Disclosure Format (check one):

Yes [ ] No [X]

PART I FINANCIAL INFORMATION

Item 1. Financial Statements

PART I FINANCIAL INFORMATION

Item 1. Financial Statements

PONTE NOSSA ACQUISITION CORP.
(A Development Stage Company)
Balance Sheet
(Unaudited)

	June 30, 2002	December 31, 2001 (audited)

ASSETS		
Current assets:		
Cash	$ 41,717	$ --
Notes receivable	237,180	--
Total assets	$ 278,897	$ --
LIABILITIES AND SHAREHOLDERS' DEFICIT		
Current liabilities:		
Accounts payable	$ 650	$ 8,000
Due to related parties	196,589	51,583
Notes payable	237,180	--
Total liabilities	434,419	59,583
Shareholders' deficit		
Preferred stock, 10,000,000 shares authorized, $.001 par value, none issued and outstanding at December 31, 2001 and 2000	--	--
Common stock, 20,000,000 shares authorized, $.001 par value, 13,435,000 and 500,000 shares issued and outstanding at June 30, 2002 and 2001, respectively	13,435	13,000
Additional paid in capital	483,566	13,001
Deficit accumulated during development stage	(652,523)	(85,584)
Net shareholders' deficit	(155,522)	(59,583)
Total liabilities and shareholders' deficit	$ 278,897	$ --

The accompanying notes are an integral part of these financial statements.

3

PONTE NOSSA ACQUISITION CORP.
(A Development Stage Company)
Statements of Operations
(Unaudited)

	Three Months Ended June 30,		Six Months Ende
	2002	2001	2002
Interest income	$ 1,180		$ 1,180

Expense				
General and administrative expense	202,505	$ 870	$ 227,550	$
Investor settlement fee	336,000		336,000	
Other expense				
Interest expense	4,569		4,569	
Total expense	543,074	870	568,119	
Net loss	$ (541,894)	$ (870)	$ (566,939)	$
Net loss per common share - basic and diluted	$ (0.0403)	$ (0.0017)	$ (0.0422)	$
Basic and diluted weighted average number of common shares outstanding	13,435,000	500,000	13,435,000	

The accompanying notes are an integral part of these financial statemen

PONTE NOSSA ACQUISITION CORP.
(A Development Stage Company)
Statements of Cash Flows
(Unaudited)

	Six Months Ended June 30,		Inceptio (April 2 1997) t June 30
	2002	2001	2002
Cash flows from operating activities			
Net loss	$(566,939)	$ (2,015)	$(652,52
Adjustment to reconcile net loss to net cash used by operating activities - accounts payable	(7,350)		65
Common stock issued in exchange for investor settlement fee	336,000	--	336,00
Net cash used by operating activities	(238,289)	(2,015)	(315,87
Cash flows from investing activities			
Loan to VisiJet	(236,000)	--	(236,00
Net cash used in investing activities	(236,000)	--	(236,00
Cash flows from financing activities			
Issuance of common stock	135,000	2,015	161,00
Proceeds from note payable	236,000		236,00
Advance from related party	145,006	--	196,58

Net cash provided by financing activities	516,006	2,015	593,59
Net increase in cash	41,717	--	41,71
Cash, beginning of period	--	--	-
Cash, end of period	$ 41,717	$ --	$ 41,71

The accompanying notes are an integral part of these financial statements.

Ponte Nossa Acquisition Corp.
Notes to Unaudited Financial Statements
June 30, 2002

NOTE 1 - BASIS OF PRESENTATION

The accompanying unaudited financial statements of Ponte Nossa Acquisition Corp. (the "Company") have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and the instructions to form 10-QSB. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States of America for complete financial statements. In the opinion of management, all adjustments, consisting of normal recurring items, necessary for a fair presentation have been included. Operating results for the three and six months ended June 30, 2002 are not necessarily indicative of the results for any future period. These statements should be read in conjunction with the Company's financial statements and footnotes thereto included in the Company's Annual Report on Form 10-KSB for the year ended December 31, 2001.

NOTE 2 - BASIC AND DILUTED NET LOSS PER SHARE

Net loss per share is calculated in accordance with Statement of Financial Accounting Standards 128, Earnings Per Share ("SFAS 128"), which superseded Accounting Principles Board Opinion 15 ("APB 15"). Basic earnings per share is calculated using the weighted-average number of outstanding common shares during the period. Diluted earnings per share is calculated using the weighted-average number of outstanding common shares and dilutive common equivalent shares outstanding during the period, using either the as-if-converted method for convertible notes and convertible preferred stock or the treasury stock method for options and warrants. At June 30, 2002 and 2001 there were no dilutive convertible shares, stock options or warrants.

NOTE 3 - NOTES RECEIVABLE

The notes receivable balance includes a $236,000 senior promissory note plus accrued interest of $1,180 from VisiJet Inc., ("VisiJet"), a privately held ophthalmic device company. The note was received in May 2002 in exchange for providing working capital funding to VisiJet. The note plus accrued interest, which matures in May 2003, is payable upon the earlier of i) the date on which the closing of the transactions of the merger agreement by and between the

Company and VisiJet, ii) termination of the merger agreement, iii) sale of the Company or iv) the maturity date. The recoverability of the note is evaluated at least annually considering the projected future cash flow of the VisiJet.

Ponte Nossa Acquisition Corp.
Notes to Unaudited Financial Statements
June 30, 2002

NOTE 4 - NOTES PAYABLE

In May 2002, the Company issued a senior secured promissory note in the aggregate principal amount of $236,000, receiving net proceeds of $236,000. Interest on the note is stated at 3% per annum. The net proceeds from the note issuance were subsequently loaned to VisiJet in order to fund the working capital requirements of VisiJet as set forth in VisiJet's budget (see Note 3). Principal and accrued interest are payable on the earlier of i) the date on which the closing of the transactions of the merger agreement by and between the Company and VisiJet, ii) termination of the merger agreement, iii) sale of the Company or iv) the maturity date in May 2003. The note is collateralized by a security interest in certain assets and common stock of the Company. As of June 30, 2002 senior secured promissory notes payable amounts to $237,180, including accrued interest of $1,180.

NOTE 5 - RELATED PARTY TRANSACTIONS

The Company's largest shareholder, Financial Entrepreneurs Incorporated ("FEI"), has funded certain expenditures of the Company. On April 14, 2002, the Company entered into a Promissory Note with FEI for amounts loaned to the Company bearing an interest rate of 7.5% per annum. As of June 30, 2002, current due to related parties in the Company's balance sheet amounts to $196,589, including accrued interest of $3,389.

NOTE 6 - STOCKHOLDERS' EQUITY

In April 2002, the Company issued 300,000 shares of restricted common stock to an investor in consideration for the investor's cancellation of a warrant to purchase 5,500,000 shares of the Company's common stock for $100,000 dated October 26, 2001. The Company valued the common stock based on the market price as of the close of business on April 9, 2002. As a result of the settlement, the Company incurred total investor fees expense of $336,000.

In May 2002, the Company completed a private placement offering of common stock and warrants with a single investor. The private placement raised $150,000 (less $15,000 in expenses). The investor received 135,000 shares of common stock and warrants to purchase an additional 135,000 common shares. The initial exercise price of the warrants is $2.50 per share, escalating at a rate of $0.50 per share over a five year term.

The proceeds from the above transactions were used for general working capital, administrative expenses, legal and accounting fees.

NOTE 7 - GOING CONCERN

The accompanying financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America, which contemplate continuation of the Company as a going concern. Additional capital infusion is necessary in order to fund current expenditures, acquire business opportunities and achieve profitable operations. This factor raises substantial doubt about the Company's ability to continue as a going concern.

The Company's management intends to continue funding current expenditures by means of contributions to capital and to raise additional funds through equity offerings. However, there can be no assurance that management will be successful in this endeavor.

Item 2. Management's Discussion and Analysis or Plan of Operation.

Ponte Nossa Acquisition Corp., a Delaware corporation (the "Company") was formed on April 21, 1997. The Company has been inactive and has had no significant operations. The Company is authorized to do any legal business activity as controlled by Delaware law. The Company is classified as a development stage company because its principal activities involve seeking to acquire business opportunities.

In April 2002, the Company issued 300,000 shares of common stock to an individual, in consideration for the individual's agreement to cancel a warrant, dated October 26, 2001, to purchase 5,500,000 shares of the Company's common stock for an exercise price of $100,000. The Company valued the common stock based on the market price as of the close of business on April 9, 2002. As a result of the settlement, the Company incurred total investor fees expense of $336,000.

In May 2002, the Company completed a private placement of common shares and warrants for $150,000 with a single investor. The investor received 135,000 shares of common stock and warrants exercisable at $2.50 per share over the term. The term of the warrant is for five years, and the price escalates at the rate of $0.50 per year.

The Company used the proceeds for general working capital, administrative expenses, legal and accounting fees.

Additionally, in May 2002 the Company issued a secured promissory note resulting in proceeds of $236,000. This initial funding of $236,000 was provided by Wharton Equity Partners, a New York based company specializing in emerging growth investments. The $236,000 was made available to Visijet, Inc., a privately held ophthalmic device company, to fund its continuing progress towards bringing its products to market and completing its merger with the Company.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings.

Inapplicable

Item 2. Changes in Securities and Use of Proceeds.

During the period the Company issued 135,000 shares of Common Stock (and five year warrants for an additional 135,000) for $150,000 to a single investor. The initial exercise price of the warrants is $2.50 per share, which escalates at the rate of $0.50 per year. The Company also issued 300,000 shares of common stock to an individual, in consideration for the individual's agreement to cancel a warrant to purchase 5,500,000 shares of the Company's common stock for an exercise price of $100,000.

The Company believes the foregoing issuances were exempt from the registration requirements of the Securities Act 1933 by reason of Section 4(2) thereof and Regulation D thereunder.

Item 3. Defaults Upon Senior Securities.

Inapplicable.

Item 4. Submission of Matters to a Vote of Security Holders.

Inapplicable

Item 5. Other Information

Inapplicable

Item 6. Exhibits and Reports on Form 8-K

(a) Exhibits

99.1 Certification of the Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

99.2 Certification of the Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

(b) Reports on Form 8-K

None

SIGNATURES

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

PONTE NOSSA ACQUISITION CORPORATION

Dated: December 6, 2002

/s/ Thomas F. DiMele

By: Thomas F. DiMele
Its: President

/s/ Laurence Schreiber

By: Laurence Schreiber
Its: Chief Financial Officer