

TANKLESS SYSTEMS WORLDWIDE INC  
Form 10QSB  
May 25, 2004

U.S. SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-QSB

(Mark One)

QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE QUARTERLY PERIOD ENDED MARCH 31, 2004.

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE TRANSITION PERIOD FROM \_\_\_\_\_ TO \_\_\_\_\_

COMMISSION FILE NUMBER: 000-27549

**TANKLESS SYSTEMS WORLDWIDE, INC.**

(Exact name of registrant as specified in its charter)

**NEVADA**

(State or other jurisdiction of  
incorporation or organization)

**88-0362112**

(I.R.S. Employer Identification No.)

7650 E. Evans Road, Suite C, Scottsdale, Arizona 85260

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number: (480) 609-7575

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Elution Technologies, Inc.

2920 E. Camelback Rd., Suite 150, Phoenix, AZ 85016

(Former Name and Address)

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the 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  No

APPLICABLE ONLY TO CORPORATE ISSUERS

State the number of shares outstanding of each of the issuer's classes of common equity. As of May 25, 2004  
11,981,140 shares, \$0.001 par value.

Transitional Small Business Disclosure Format (check one): YES  NO

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PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

Report of Independent Registered Public Accounting Firm

To the Board of Directors and Audit Committee

Tankless Systems Worldwide, Inc.

We have reviewed the accompanying consolidated interim balance sheets of Tankless Systems Worldwide, Inc., as of March 31, 2004, and December 31, 2003 and the associated consolidated statements of operations, stockholders' equity and cash flows for the three-month periods ended March 31, 2004 and March 31, 2003. These interim financial statements are the responsibility of the Company's management.

We conducted our review in accordance with the standards of the Public Company Accounting Oversight Board (United States). A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the Public Company Accounting Oversight Board, the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our review, we are not aware of any material modifications that should be made to the accompanying interim financial statements for them to be in conformity with U.S. generally accepted accounting principles.

/s/ Shelley International, CPA

Shelley International, CPA

Mesa, Arizona, U.S.A.

March 24, 2004

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Tankless Systems Worldwide, Inc.

CONSOLIDATED BALANCE SHEETS

(Unaudited)

**ASSETS**

	March 31, 2004	December 31, 2003
<b>CURRENT ASSETS</b>		
Cash	\$ 80,789	\$ 412
Accounts Receivable, Net	89,190	58,726
Inventory at Cost	82,365	98,813
Prepaid Expenses	2,583	50,660
 Total Current Assets	 254,927	 208,611
 EQUIPMENT, NET	 75,581	 73,327
 <b>OTHER ASSETS</b>		
Patents and Software, Net	77,491	63,463
Investment in Subsidiary	250,000	250,000
Deposits	7,514	7,514
 Total Other Assets	 335,005	 320,977
 Total Assets	 \$ 665,513	 \$ 602,915

**LIABILITIES AND STOCKHOLDERS' EQUITY**

<b>LIABILITIES</b>		
Accounts Payable	\$ 625,538	\$ 673,612
Accrued Interest Payable	75,419	72,708
Other Payables	10,000	46,799
Notes Payable	1,226,065	876,579
Customer Deposits	33,819	43,643
Original Issue Discount	(55,781)	
 Total Liabilities	 1,915,060	 1,713,341

**STOCKHOLDERS' EQUITY**

Common Stock authorized is  
100,000,000 shares at \$0.001par  
value.

Issued and outstanding on March 31, 2004 is 11,981,140 shares and on December 31, 2003 is 11,374,456 shares.

	11,981	11,374
Paid in Capital	684,204	496,196
Retained (Loss)	(1,945,732)	(1,617,996)
Total Stockholders' Equity	(1,249,547)	(1,110,426)
<b>TOTAL LIABILITIES AND STOCKHOLDERS EQUITY</b>	<b>\$ 665,513</b>	<b>\$ 602,915</b>

The accompanying notes are an integral part of these statements

**Tankless Systems Worldwide, Inc.**

**CONSOLIDATED STATEMENTS OF OPERATIONS**

(Unaudited)

	Three Months Ended March 31, 2004	Three Months Ended March 31, 2003
<b>INCOME</b>		
Product Sales	\$ 155,205	
Other Income	79	
Total Revenue	155,284	
Less Cost of Goods Sold	100,503	
Gross Profit	54,781	
<b>EXPENSES</b>		



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Legal and Professional	50,262		
General and Administrative	257,655	\$	14,119
Research and Development	20,500		
Advertising	9,368		
Depreciation	7,032		
Amortization	2,133		
Interest Expense	35,567		4,063
Total Expenses	382,517		18,182
Net (Loss) before Income Taxes	(327,736)		(18,182)
Provision for Income Taxes			
NET (LOSS)	\$ (327,736)	\$	(18,182)
Basic and diluted (loss) per share	\$ (0.03)	\$	(0.003)
Weighted Average Number of Common Shares Outstanding	11,743,895		7,080,666

The accompanying notes are an integral part of these statements

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**Tankless Systems Worldwide, Inc.**

**CONSOLIDATED STATEMENT OF STOCKHOLDERS EQUITY**

(Unaudited)

for the period December 31, 2001 to March 31, 2004

Common Stock	Paid in	Accumulated	Total
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	Shares	Amount	Capital	(Loss)	Equity
<b>Balance December 31, 2001</b>	692,500	693	597,654	(948,906)	(350,559)
Common Shares issued for cash	104,778	105	96,895		97,000
Common Shares issued for services	455,800	455	110,045		110,500
Common Shares issued for prepaid service	162,500	163	16,087		16,250
Common Shares issued for proposed business acquisition	5,525,944				
Common Shares issued to retire convertible note and accrued Interest	60,000	60	200,670		200,730
Common Shares issued to retire debt	22,500	22	23,272		23,294
Net (Loss)				(1,154,438)	(1,154,438)
<b>Balance December 31, 2002</b>	7,024,022	1,498	1,044,623	(2,103,344)	(1,057,223)
Common Shares cancelled and retained earnings adjustment for termination of business acquisition	(5,525,944)			852,261	852,261
Common Shares cancelled for unused prepaid service	(162,500)	(163)	(16,087)		(16,250)
Common Shares issued to retire Debt in the amount of \$27,205	49,645	50	27,815		27,865
Common Shares issued for services	1,622,855	1,623	317,572		319,195
Common Shares issued for business acquisition including purchase of	8,366,378	8,366	241,634		250,000

(Negative) Capital			(1,125,661)		(1,125,661)
Common Stock Options issued for services			6,300		6,300
Net (Loss)				(366,913)	(366,913)
<b>Balance December 31, 2003</b>	11,374,456	\$ 11,374	\$ 496,196	\$ (1,617,996)	\$(1,110,426)
Common Shares issued for services	567,375	568	143,013		143,581
Common Shares issued to retire Debt and interest of \$39,034.	39,309	39	38,995		39,034
Common Stock Options issued for services			6,000		6,000
Net (Loss)				(327,736)	(327,736)
<b>Balance March 31, 2004</b>	11,981,140	\$ 11,981	\$ 684,204	\$ (1,945,732)	\$ (1,249,547)

The accompanying notes are an integral part of these statements

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**Tankless Systems Worldwide, Inc.**

**CONSOLIDATED STATEMENTS OF CASH FLOWS**

(Unaudited)

Three Months Ended March 31, 2004	Three Months Ended March 31, 2003
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Operating Activities

Net (Loss)	\$	(328,253)	\$	(18,182)
Significant Non-Cash Transactions:				
Common Share Options issued for service		6,000		
Shares issued for services rendered.		143,581		9,000
Shares issued to retire debt and interest.		39,034		
Amortization of intangible assets.		2,133		
Depreciation Expense.		7,032		
Original Issue Discount		(55,781)		
Changes in assets and liabilities:				
Inventory		16,448		
Accounts Receivable		(29,947)		
Prepaid Expense		48,077		(5,378)
Accrued Interest Payable		2,711		4,063
Accounts Payable		(84,873)		2,176
Notes Payable		62,157		7,700
Customer Deposits		(9,824)		
Net Cash Provided by Operating Activities		(181,505)		(621)
Investing Activities				
Purchase of Patents and Software		(16,161)		
Purchase of Equipment		(9,286)		
Net Cash (Used) by Investing Activities		(25,447)		
Financing Activities				
Principle Received on convertible debentures		287,329		
Cash Provided by Financing Activities		287,329		
Net Increase/(Decrease) in Cash		80,377		(621)
Cash, Beginning of Period		412		617

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Cash, End of Period	\$	80,789	\$	(4)
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Significant Non-Cash Transactions:

For the three Months ended March 31, 2004 Common Shares issued included 567,375

shares for services rendered valued at \$143,581; 39,309 shares to retire \$39,034 debt

and associated interest; and the issue of 300,000 Common Share Options, valued at \$6,000.

Supplemental Information:

Interest Expenses is:	\$	35,567	\$	4,063
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The accompanying notes are an integral part of these statements

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Tankless Systems Worldwide, Inc.

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

March 31, 2004 and December 31, 2003

**Note 1. THE COMPANY AND ITS SIGNIFICANT ACCOUNTING POLICIES**

**The Company**

Tankless Systems Worldwide, Inc., a Nevada corporation (Company), was originally organized on November 23, 1993 as Amexan, Inc., and then on June 1, 1998 the name was changed to Nostalgia Motorcars, Inc. On June 11, 2002, the Company changed its name to Elution Technologies, Inc., and on June 4, 2003, it changed its name to Tankless Systems Worldwide, Inc.

On June 11, 2002, the Company entered into an Agreement and Plan of Merger with Elution Technologies, Inc., a private Arizona corporation (Elution Arizona). The Company agreed to acquire all of the issued and outstanding shares of stock of Elution Arizona in exchange for an equal number of shares of Common Stock of the Company. The proposed merger was formally terminated on April 25, 2003 with approval of the Directors of both companies.

On November 7, 2003, the Company acquired Envirotech Systems Worldwide, Inc. (Envirotech), a private Arizona corporation, as a wholly owned subsidiary. The acquisition was accounted for using purchase accounting. The purchase was made in a one-for-one stock exchange of 8,366,778 shares of the Company's common stock for all of the issued and outstanding shares of Envirotech. For more details of this acquisition see Note 2.

Envirotech was organized December 9, 1998 and has a limited history of operations. The initial period of its existence involved research and development of a line of electronic, tankless water heaters. The first sales of its products occurred in calendar year 2000.

With the acquisition of Envirotech, the Company is in the business of designing, developing, manufacturing and marketing several models of an electronic, tankless water heaters.

During January 2004 the Company organized ION Tankless, Inc. an Arizona Corporation as a wholly owned subsidiary. ION is organized to do research, development and marketing of new tankless technologies.

The accompanying financial statements have been prepared assuming that the company will continue as a going concern. The Company has experienced losses since inception. This raises substantial doubt about the Company's ability to continue as a going concern. The financial statements do not include any adjustments that might result from this uncertainty.

### **Use of Estimates and Assumptions**

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America (GAAP) requires management to make estimates and assumptions that affect the reported amounts and the disclosure of contingent amounts in the Company's financial statements and the accompanying notes. Actual results could differ from those estimates.

### **Note 1. THE COMPANY AND ITS SIGNIFICANT ACCOUNTING POLICIES, Continued**

The accompanying balance sheets of March 31, 2004, and December 31, 2003, and the related statements of operations, stockholders' equity, and cash flows for the periods ended March 31, 2004 and 2003 consolidate the

activity of the Company for all reported periods with the activity of its subsidiary Envirotech from the date of purchase November 7, 2003, to March 31, 2004 and its subsidiary ION from inception (January 2004) to March 31, 2004.

### **Financial Instruments**

The carrying value of the Company's financial instruments, consisting of cash, accounts payable, accrued liabilities, and accrued interest payable approximate their fair value due to the short-term maturity of such instruments. The carrying value of convertible debt approximates fair value as the related interest rate is variable and approximates market rates. Unless otherwise noted, it is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments.

### **Research and Development**

In the past the Company expensed product research and development costs as they were incurred. The Company had one product with variations in capacity based on the flow of electricity. With the organization of its new subsidiary ION, the Company has capitalized research and development costs incurred in developing additional products based on new technology.

### **Marketing Strategy**

The Company sells directly to individuals through the Internet, through distributorships, and through high volume retailers. The Company periodically advertises on cable television stations, trade shows and trade magazines and maintains an extensive website.

### **Revenue Recognition**

The Company usually sells its units through credit card sales to individuals and normally does not maintain receivables. However, the Company does sell on credit to distributors. Credit card sales are recognized upon shipment of the product to the customer. All shipments are FOB shipping point. Sales to distributorships are sold FOB shipping point with 30-day terms on receivables.

### **Accounts Receivable**

Accounts receivable is recorded when an order is received from a distributor. An allowance for doubtful accounts was set up based on the actual rate of uncollected accounts. Net accounts receivable is as follows:

Accounts Receivable

\$96,146

Less Allowance for Doubtful Accounts

(6,956)

Net Accounts Receivable

\$89,190

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**Note 1. THE COMPANY AND ITS SIGNIFICANT ACCOUNTING POLICIES, Continued**

**Advertising**

Advertising expense included the cost of sales brochures, print advertising in trade publications, displays at trade shows and maintenance of an Internet site. Advertising is expensed when incurred. Advertising expense for the years ending March 31, 2004 and March 31, 2003, \$9,368 and \$0.00 respectively.

**Inventory**

The Company contracts with a third party to manufacture the units and is not billed for nor obligated for any work-in-process. The Company only supplies certain parts and materials and is then billed for completed products. Parts and material inventory is stated at the lower of cost (first-in, first-out) or net realizable value.



**Equipment**

Equipment is depreciated using the straight-line method over the estimated useful lives, which range from two to seven years. Fixed assets consist of the following:

3/31/04

12/31/03

Tooling, machinery, furniture

And fixtures

\$190,645

\$181,358

Less: Accumulated depreciation

(115,064)

(108,031)

Total

\$75,581

\$73,327

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**Patents**

Patent and software costs include direct costs of obtaining patents. Costs for new patents are capitalized and amortized over the estimated useful lives of seventeen years and software over five years.

3/31/04

12/31/03

Patents and heater software

\$148,434

\$132,274

Accumulated Amortization

(70,943)

(68,811)

Net Patents and Heater Software

\$77,491

\$63,463

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**Earnings per Share**

The basic (loss) per share is calculated by dividing the Company's net income available to common shareholders by the weighted average number of common shares during the year.

The Company has no potentially dilutive securities outstanding at the end of the statement periods. Therefore, the basic and diluted earnings (loss) per share are presented on the face of the statement of operations. The warrants and convertible debt are all anti-dilutive.

**Note 1. THE COMPANY AND ITS SIGNIFICANT ACCOUNTING POLICIES, Continued**

**Stock Based Compensation**

The Company accounts for its stock based compensation based upon provisions in SFAS No. 123, *Accounting for Stock-Based Compensation*. In this statement stock based compensation is divided into two general categories, based upon who the stock receiver is, namely: employees/directors and non-employees/directors. The employees/directors category is further divided based upon the particular stock issuance plan, namely compensatory and non-compensatory. The employee/directors non-compensatory securities are recorded at the sales price when the stock is sold. The compensatory stock is calculated and recorded at the securities fair value at the time the stock is given. SFAS 123 also provides that stock compensation paid to non-employees be recorded with a value which is based upon the fair value of the services rendered or the value of the stock given, whichever is more reliable. The common stock paid to non-employees was valued at the value of the services rendered.

**Warranty and Right of Return**

Upon the sale of a system, the Company gives a 30-day money back guarantee less a 6% restocking charge. After the 30 days the Company gives an additional five years warranty on replacement of parts. The tank chamber is warranted not to leak for 20 years.

**Note 2. ACQUISITION OF SUBSIDIARY**

On November 7, 2003, the Company acquired Envirotech Systems Worldwide, Inc. a private Arizona corporation (Envirotech), as a wholly owned subsidiary. The purchase was made in a one-for-one stock exchange of 8,366,778 shares of the Company's common stock for all of the issued and outstanding shares of Envirotech.

At the time of purchase the balance sheet of Envirotech was as follows:

Total Assets

\$ 328,900

Liabilities

1,451,561

Stockholders (Negative) Equity

(1,125,661)

Total Liabilities and Stockholders Equity

\$ 328,900

Per the purchase agreement Tankless acquired goodwill/client files valued at \$250,000 and the negative equity of \$1,125,661.

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**Note 3. NOTES PAYABLE AND CAPITAL LEASE OBLIGATIONS:**

Notes payable and capital lease obligations consist of the following:

3/31/04

12/31/03

Convertible Notes, Unsecured, Matured March

2001 bear 12.5% Interest, principle and interest

convertible into one common share and one  
warrant at 75% of the average closing price over  
the 10-day period prior to conversion. Warrants  
are exercisable on the same basis, notes have not  
been converted and are in default.

\$100,000

\$100,000

Convertible Note, Unsecured, Matured October  
2002 bear 12.5% Interest, principle and interest  
convertible into one common share and one  
warrant at 75% of the average closing price over  
the 10-day period prior to conversion. Note  
has been converted.

30,000

Promssory Notes, Unsecured, Mature March  
2005, bear 10% Interest

318,750

Capital Lease Purchase Note

16% Interest, Payable Monthly

1,097

Demand Note

No Interest, Payable Monthly

54,336

54,336

Demand Note

Per Share, 6% Interest

35,000

35,000

Demand Note with Attorneys

6% Interest, Secured by all

Assets of Subsidiary - Envirotech

144,810

82,653

Demand Note, Repurchase Distributorship

Territory, 7% Interest

519,074

520,500

Demand Note

10% Interest, Payable Quarterly

42,215

41,113

Demand Note

10%, Interest, Payable Monthly

11,880

11,880

Total Notes Payable

\$1,226,065

\$876,579

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**Note 4. STOCKHOLDERS EQUITY**

As of March 31, 2004, the Company has 100,000,000 shares of common stock authorized at a par value of \$0.001. On March 31, 2004 and December 31, 2003 common stock issued and outstanding were 11,981,140 and 11,374,456 shares respectively.

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On December 31, 2003 there were 66,667 share purchase warrants outstanding entitling the holders the right to purchase one common share for each warrant held at \$0.75 per share. These warrants expire in October 2005.

In connection with the acquisition of Envirotech Systems Worldwide, Inc., the Company issued an Option to one of the principal shareholders of Envirotech granting that individual the right to purchase 300,000 shares of common stock of the Company at \$0.55 per share. This option expires in October 2004 and was booked at a value of \$6,300 using the Black-Scholes model.

On July 25, 2002, the Company adopted an employee stock incentive plan setting aside 1,000,000 shares of the Company's common stock for issuance to officers, employees, directors and consultants for services rendered or to be rendered. The proposed maximum offering price of such shares is \$1.00 per share.

A compensation committee appointed by the Board of Directors who shall have the right to grant awards or stock options administers the plan.

On October 15, 2002, the Company filed a Registration on Form S-8 with the Securities Exchange Commission covering the 1,000,000 shares provided by this plan, at a maximum offering price of \$1.00 per share.

As of December 31, 2002, 540,000 shares of common stock have been issued at \$0.10 per share under this plan leaving a balance of 460,000 shares available under the plan.

On August 19, 2003, the Company adopted an employee stock incentive plan setting aside 960,000 shares of the Company's common stock for issuance to officers, employees, directors and consultants for services rendered or to be rendered. The proposed maximum offering price of such shares is \$1.00 per share.

A compensation committee appointed by the Board of Directors who shall have the right to grant awards or stock options administers the plan.

On September 12, 2003, the Company filed a Registration on Form S-8 with the Securities Exchange Commission covering the 960,000 shares provided by this plan, at a maximum offering price of \$1.00 per share.

From the date of adoption of the Plan to November 7, 2003, the Company issued all of the shares covered by this Plan.



On December 1, 2003, the Company adopted an employee stock incentive plan setting aside 165,000 shares of the Company's common stock for issuance to officers, employees, directors and consultants for services rendered or to be rendered. The proposed maximum offering price of such shares is \$1.00 per share.

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**Note 4. STOCKHOLDERS EQUITY, Continued**

A compensation committee appointed by the Board of Directors who shall have the right to grant awards or stock options administers the plan.

On December 19, 2003, the Company filed a Registration on Form S-8 with the Securities Exchange Commission covering the 165,000 shares provided by this plan, at a maximum offering price of \$1.00 per share.

As of March 31, 2004, the Company has issued all of the shares covered by the 2003 Stock Incentive Plan adopted by the Company on December 1, 2003

The Company was initially capitalized November 30, 1993 with the issue of 500,000 shares for \$5,000 afterward, 2,778,530 common shares were issued for services valued at \$950,776; 231,454 common shares were issued to retire \$478,005 of debt; 104,778 common shares were sold for \$97,000; and 8,366,378 common shares were issued for a business acquisition valued at \$250,000 plus negative capital of \$1,125,661.

**Note 5. INCOME TAXES:**

The Company provides for income taxes under Statement of Financial Accounting Standards No. 109, *Accounting for Income Taxes*. SFAS No. 109 requires the use of an asset and liability approach in accounting for income taxes. Deferred tax assets and liabilities are recorded based on the differences between the financial statement and tax bases of assets and liabilities and the tax rates in effect currently.

SFAS No. 109 requires the reduction of deferred tax assets by a valuation allowance if, based on the weight of available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized. In the

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Company's opinion, it is uncertain whether they will generate sufficient taxable income in the future to fully utilize the net deferred tax asset. Accordingly, a valuation allowance equal to the deferred tax asset has been recorded. The total deferred tax asset is \$359,909, as of 11/07/03, which is calculated by multiplying a 22% estimated tax rate by the cumulative NOL of \$1,635,951. The total valuation allowance is a comparable \$359,909.

12/31/03

12/31/02

12/31/01

Deferred Tax Asset

\$79,335

\$253,976

\$26,598

Valuation Allowance

(79,335)

(253,976)

(26,598)

Current Taxes Payable

0.00

0.00

0.00

Income Tax Expense

\$ 0.00

\$ 0.00

\$ 0.00

Below is a chart showing the estimated federal net operating losses and the years in which they will expire.

Year

Amount

Expiration

2001

120,900

2021

2002

1,154,438

2022

2003

120,900

2023

**Note 6.**

**LEASES AND OTHER COMMITMENTS:**

The office rent is month to month. The numbers shown below assume that the Company will remain in its current office space.

Year 1

Year 2

Year 3

Year 4

Year 5

Office Lease

25,435

25,435

25,435

25,435

25,435

**Note 7. GOING CONCERN**

Listed below are some of the challenges which the Company is facing, and why these raise a question as to the Company's ability to continue as a going concern. Also described are management's plans to turn the Company around.

**Company's Challenges**

The Company has a substantial deficit in retained earnings from losses for the previous years. Its subsidiary, Envirotech has not been able to generate enough sales to cover annual expenses and has survived only by raising funds. The Company must continue to raise funds in the near future to survive. Management has been successful in the past in raising these funds. There is no assurance that management can continue to find investors to cover the losses generated.

**Management's Plans**

Management feels that the trends are encouraging because its subsidiary has increased sales each year of operation. Advertising will continue through the printed media, cable television and the Internet. As new homebuilders become aware of the product it will be included in original house plans. Management has placed the unit in large retail stores which is driving much of the upward sales trend.

On February 1, 2004, the company initiated its management transition plan as a result of its acquisition of its subsidiary Envirotech. The Company entered into several consulting agreements to assist in day-to-day operations and provide financial, management and other consulting services to the Company and its subsidiaries. These persons will serve as part of the management team during the periods of their engagement and will perform a variety of services to include:

1.

The evaluation of potential business opportunities

2.

The business operations and management

3.

The development of business strategies

4.

Raising public and private capital

Pursuant to these agreements, the company has committed to pay consulting fees totaling \$20,000 per month for a period of four months and \$7,500 per month for the subsequent eight months. In addition, the Company has agreed to issue 700,000 shares of common stock and has granted options to purchase an additional 600,000 shares at a price of \$0.50 per share at any time prior to February 1, 2009. All stock issued or to be issued is subject to the limitations imposed by Rule 144. Management believes these individuals and entities are crucial to the future of the Company and that the consideration paid for their services is fair and reasonable.

#### **Note 8. PENDING LITIGATION**

The Company's subsidiary Envirotech is currently a defendant in a patent infringement lawsuit. Management feels that this action is baseless and that the Company will prevail. No contingent liability has been recorded nor contemplated at this point.

**Note 8. PENDING LITIGATION, Continued**

Envirotech has also been named in two separate law suits for unpaid legal and consulting fees totaling \$155,500. Envirotech believes it has meritorious defenses to each of these suits and has engaged legal counsel to defend it. Any settlements of these suits, will be reflected as a charge in the year of the settlement.

**Note 9.**

**THE EFFECT OF RECENTLY ISSUED ACCOUNTING STANDARDS**

Below is a listing of the most recent accounting standards SFAS 146-150 and their effect on the Company.

SFAS 146

Accounting for Costs Associated with Exit or Disposal Activities

This statement requires companies to recognize costs associated with exit or disposal activities, other than SFAS 143 costs, when they are incurred rather than at the date of a commitment to an exit or disposal plan. Examples of these costs are lease termination costs, employee severance costs associated with restructuring, discontinued operation, plant closing, or other exit or disposal activity. This statement is effective after December 15, 2002.

SFAS 147

Acquisitions of Certain Financial Institutions an amendment of FASB Statement No. 72 and 144 and FASB Interpretation No. 9.

This statement makes the acquisition of financial institutions come under the statements 141 and 142 instead of statement 72, 144 and FASB Interpretation No. 9. This statement is applicable for acquisition on or after October 1, 2002.

SFAS 148

Accounting for Stock-Based Compensation Transition and Disclosure

Amends FASB 123 to provide alternative methods of transition for an entity that voluntarily changes to the fair value based method of accounting for stock-based employee compensation.

SFAS 149

Amendment of Statement 133 on Derivative Instruments and Hedging Activities

This Statement amends and clarifies financial accounting and reporting for derivative instruments, including certain derivative instruments embedded in other contracts (collectively referred to as derivatives) and for hedging activities under FASB Statement No. 133, *Accounting for Derivative Instruments and Hedging Activities*.

SFAS 150

Financial Instruments with Characteristics of both Liabilities and Equity

This statement requires that such instruments be classified as liabilities in the balance sheet. SFAS 150 is effective for financial instruments entered into or modified after May 31, 2003.

Interpretation No. 46 (FIN 46)

Effective January 31, 2003, The Financial Accounting Standards Board requires certain variable interest entities to be consolidated by the primary beneficiary of the entity if the equity investors in the entity do not have the characteristics of a continuing financial interest or do not have sufficient equity at risk for the entity to finance its activities without additional subordinated financial support from other parties. The Company has not invested in any such entities, and does not expect to do so in the foreseeable future.

The adoption of these new Statements is not expected to have a material effect on the Company's current financial position, results or operations, or cash flows.

The following Discussion and Analysis should be read in conjunction with the financial statements and notes included in this Form 10-QSB and the Registrant's annual report on Form 10-KSB for the year ended December 31, 2003.

(a)

#### Plan of Operation.

Tankless Systems Worldwide, Inc., a Nevada corporation ("Company"), was originally organized on November 23, 1993 as Amexan, Inc.; the name was changed on June 1, 1998 to Nostalgia Motorcars, Inc. Prior to the name change, Amexan was an inactive company from the date of incorporation. On June 11, 2002, the Company changed its name to Envirotech Technologies, Inc., and on June 4, 2003, it changed its name to Tankless Systems Worldwide, Inc.

On March 31, 2003, the Company entered into an Agreement of Share Exchange and Plan of Reorganization with Envirotech Systems Worldwide, Inc., a private Arizona corporation ( Envirotech ) pursuant to which the Company agreed to acquire all of the issued and outstanding shares of stock of Envirotech in exchange for an equal number of shares of Common Stock of the Company (the Envirotech Agreement ). Following the due diligence permitted by the agreement, the parties cancelled that agreement and on November 4, 2003, entered into a new agreement pursuant to which the Company proposed to acquire all of the issued and outstanding common stock of Envirotech by issuing the equivalent amount of the Company s common stock. As of the close of business on November 7, 2003, Tankless issued 8,366,778 shares of its common stock, \$0.001 par value, in a one-for-one stock exchange. Subsequently, Envirotech is held and operated as a wholly-owned subsidiary of Tankless.

Envirotech was organized December 9, 1998 and has a limited history of operations. The initial period of its existence involved research and development of a line of electronic, tankless water heaters. The first sales of its products occurred in calendar year 2000. Audited financial statements for Envirotech at the date of acquisition, November 7, 2003, and the period then ending, indicate cumulative losses of \$4,043,572, \$489,658 of which is attributable to a repurchase of a distributorship in a major market where Envirotech believed the distributor was not performing well as the market would justify.

As a result of the completion of the acquisition of Envirotech, the Company is in the business of designing, developing, manufacturing and marketing several models of an electronic, tankless water heater. The water heater is small, easy to install and supplies endless amounts of hot water with energy savings. The unit is a microprocessor controlled electric water heater contained in a compact unit (13.5 (W) x 16 (H) x (3.5 D), eliminating the space demands of conventional water heaters. It incorporates automatic, precise temperature controls. It saves energy, space, and water and is suitable to all areas of the U.S. and worldwide.



On January 14, 2004, the Company issued a Private Placement Memorandum for the sale of \$500,000 in 10% senior notes due one year from date of issue and 250,000 shares of common stock. The proceeds from this Offering, less the expense of the Offering, were intended to be used to pursue research and development of new products, proceed with marketing, manufacturing and sales of existing products through Envirotech, hire additional personnel as needed, and to establish a working capital reserve. The Offering was successfully completed and closed on May 20, 2004. As planned, the Company formed a new subsidiary, ION Tankless, Inc., through which it is presently conducting research and development for new products.

As of December 31, 2003, the business office of the Company was located at 7650 E. Evans Rd., Suite C, Scottsdale, Arizona 85260. These offices are leased by Envirotech pursuant to a lease agreement which expires on June 30, 2004. Envirotech and the landlord have agreed to extend the lease for an additional one year period expiring on June 30, 2005, with an option on the part of Envirotech to extend the lease for an additional one year upon notice to landlord on or before March 31, 2005. Prior to removal of the offices of the Company to the above location, the Company occupied space at 2920 E. Camelback Rd., Suite 150, Phoenix, Arizona 85016. These offices were leased by an unrelated party, subleased to Messrs. Thomas and David Kreitzer and made available by them to the Company on a month-by-month basis at no cost. The Company's fiscal year ends on December 31. At December 31, 2003, the Company had two part time employees (Thomas Kreitzer and David Kreitzer) both of whom served without compensation and Envirotech, its subsidiary, had six full-time employees. The Company anticipates adding several full time employees in the near future in management and for administrative and technical support.

The foregoing Plan of Operation may contain "forward looking statements" within the meaning of Rule 175 under the Securities Act of 1933, as amended, and Rule 3b-6 under the Securities Act of 1934, as amended, including statements regarding, among other items, the Registrant's business strategies, continued growth in the Registrant's markets, projections, and anticipated trends in the Registrant's business and the industry in which it operates. The words "believe," "expect," "anticipate," "intends," "forecast," "project," and similar expressions identify forward-looking statements. These forward-looking statements are based largely on the Registrant's expectations and are subject to a number of risks and uncertainties, certain of which are beyond the Registrant's control. The Registrant cautions that these statements are further qualified by important factors that could cause actual results to differ materially from those in the forward looking statements, including, among others, the following: reduced or lack of increase in demand for the Registrant's products, competitive pricing pressures and the level of expenses incurred in the Registrant's operations. In light of these risks and uncertainties, there can be no assurance that the forward-looking information contained herein will in fact transpire or prove to be accurate. The Registrant disclaims any intent or obligation to update "forward looking statements."

(b) Liquidity and Capital Resources

As of March 31, 2004 the Company had established source of revenue from sales of water heater units. Nonetheless, it has a negative working capital of \$489,849 and has accumulated losses of \$1,945,732. Without realization of additional capital, it would be unlikely for the Company to continue as a going concern.

### ITEM 3. CONTROLS AND PROCEDURES

Our Chief Executive Officer and Principal Accounting Officer (the Certifying Officer ) is responsible for establishing and maintaining disclosure controls and procedures for the Company. The Certifying Officer has designed such disclosure controls and procedures to ensure that material information is made known to him, particularly during the period in which this report was prepared. The Certifying Officer has evaluated the effectiveness of the Company's disclosure controls and procedures as of the end of the period covered by this report and believes that the Company's disclosure controls and procedures are effective based on the required evaluation. During the period covered by this report, there were no changes in internal controls that materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

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## PART II

### ITEM 1. LEGAL PROCEEDINGS

The Registrant is a defendant in a lawsuit filed by a law firm that formerly represented the Registrant. The suit claims legal fees owed in the amount of approximately \$7,500. The Company disputes this claim and expects to prevail in the matter.

Prior to the acquisition of Envirotech by the Company, Envirotech was the defendant in a law suit filed by a former distributor alleging a breach of a Distributor Agreement entered into with Envirotech in May, 1998. On August 13, 2003, Envirotech entered into a Settlement Agreement and Release pursuant to which Envirotech agreed to pay the distributor the sum of \$520,500 in installments over a period of ten years. The obligations under this Settlement Agreement are secured by a Security Agreement covering all assets of Envirotech except its intellectual properties, as defined therein. As part of the settlement, Envirotech granted the distributor a Stipulated Judgment which was not to be filed of record so long as no default existed. On April 14, 2004, the distributor claimed a breach and filed the Stipulated Judgment. Management believes no default existed to warrant the filing of the judgment.

Envirotech is the defendant in a suit filed in the U.S. District Court, for the Southern District of Texas, Houston, Texas (Civil Action No. H-02-4782, David Seitz and Microtherm, Inc., vs. Envirotech Systems Worldwide, Inc., and Envirotech of Texas, Inc. The Company is not affiliated with Envirotech of Texas, Inc. The suit alleges that Envirotech has infringed on the patent rights of others and seeks damages and an order to cease and desist. Envirotech has engaged legal counsel to represent it in this matter. Management believes the suit is without merit and that Envirotech will prevail in the matter. Nonetheless, Envirotech must contend with the allegations and the outcome remains unknown. The obligations of Envirotech under this Settlement Agreement remain the sole liability of Envirotech and the parent company, Tankless, has not assumed any portion of such obligations.

Subsequent to December 31, 2003, one of the Company's subsidiaries, Envirotech Systems Worldwide, Inc., has been named in three separate law suits for unpaid legal and consulting fees totaling \$268,000. Envirotech believes it has meritorious defenses to each of these suits and has engaged legal counsel to defend it. On April 14, 2004, Envirotech settled one of these suits claiming fees of \$112,500. In connection with that settlement, Envirotech reimbursed the plaintiff for alleged out-of-pocket expenses and the Company issued 10,000 shares of common stock, restricted under Rule 144, to the plaintiff on the basis of a loan from the Company to Envirotech. The settlement, and any settlements of the other suits, will be reflected as a charge in the year of the settlement.

Except as noted above, to the best knowledge of the officers and directors of the Company, neither the Registrant nor its subsidiaries, nor any of their respective officers or directors is a party to any material legal proceeding or litigation.

## ITEM 2. CHANGES IN SECURITIES

(a)

On June 11, 2002, the Company amended its Articles of Incorporation to authorize the Company to provide that each share outstanding was changed into a one-tenth (1/10th) of a share, effecting a 1:10 rollback of the number of shares of Common Stock issued and outstanding, and increase the total number of shares which the Company was authorized to issue from 50,000,000 to 100,000,000.

## ITEM 3. DEFAULTS UPON SENIOR SECURITIES

(a)

In 1999, the Company issued two convertible notes totaling \$300,000 to the former president and former vice-president of the Company. The notes bear interest at the prime rate, adjusted quarterly, and matured in June 2001. The note holders may, at their discretion, convert all or any outstanding portion of the balance due into shares of common stock of the Company, calculated as the outstanding balance to be converted divided by \$0.25.

On November 5, 2001, the former president converted his note into 60,000 shares of the Company's common stock as full payment for principal of \$150,000 and accrued interest of \$37,082.

On May 7, 2002, the remaining note holder converted his note into 60,000 shares of common stock in full payment for principal of \$150,000 and accrued interest in the amount of \$50,790.

(a)

During the year ended December 31, 2000, the Company issued five convertible notes payable, totaling \$100,000, which matured in March 2001. These notes bear interest at the rate of 12.5% per annum. Each note is subject to automatic conversion at the maturity date. As of the date of this filing, the notes have not yet been converted and are in default.

(b)

During the year ended December 31, 2001, the Company issued two convertible notes payable, totaling \$30,000, which matured in October 2002. These notes bear interest at the rate of 12.5% per annum. Each note is subject to automatic conversion at the maturity date. These notes were in default until March 23, 2004, when they were converted into 39,309 shares of common stock in payment of principal of \$30,000 and accrued interest in the amount of \$9,033.99.

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

(a)

On June 11, 2002, the Company filed an Amendment of Articles of Incorporation of Nostalgia Motorcars, Inc., with the Secretary of State for the State of Nevada. The number of shares of the Company outstanding and entitled to vote on an amendment to the Articles of Incorporation was 7,945,000. The June 11, 2002 amendment was consented to and approved by a majority vote of the stockholders holding a majority of the stock entitled to vote thereon. The amendment effected the following changes to the Company's Articles of Incorporation: (1) changed the name of the Company to Elution Technologies, Inc., (2) authorized the Company to provide that each share outstanding was changed into a one-tenth (1/10th) of a share, effecting a 1:10 rollback of the number of shares of Common Stock issued and outstanding, and (3) increased the total number of shares which the Company was authorized to issue from 50,000,000 to 100,000,000.

(b)

On June 4, 2003, the Company filed an Amendment of Articles of Incorporation with the Secretary of State for the State of Nevada changing the name of the Company to Tankless Systems Worldwide, Inc. The June 4, 2003 amendment was consented to and approved by a majority vote of the stockholders holding a majority of the stock entitled to vote thereon.

(c)

On September 18, 2003, the Company's 2003 Stock Incentive Plan was consented to and approved by a majority vote of the stockholders holding a majority of the stock entitled to vote thereon.

(d)

On November 6, 2003, the agreement to acquire Envirotech (see ITEM 2(a): MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION, above) was consented to and approved by a majority vote of the stockholders holding a majority of the stock entitled to vote thereon.

## ITEM 5. OTHER INFORMATION

(a)

**Changes in Management.** From May 20, 1999, to June 13, 2002, Brad Randolph was the sole officer and director of the Company, serving as its President, Secretary and Treasurer. On June 13, 2002, following the change of the name of the Company to Elution Technologies, Inc. (see Item 4 above), and the execution of the Agreement and Plan of Merger (see ITEM 2(a) above), Mr. Thomas Kreitzer was appointed a director of the Company to fill a newly created directorship. On July 24, 2002, Mr. Brad Randolph resigned, leaving Mr. Thomas Kreitzer as the sole director. On July 25, 2002, Mr. David Kreitzer was appointed a director of the Company to fill the position vacated by Mr. Randolph's resignation. On July 25, 2002, Thomas Kreitzer was elected to the offices of Interim Chief Executive Officer, Chief Financial Officer, Secretary and Treasurer; David Kreitzer was elected to the office of Interim Chief Operating Officer. On August 19, 2002, Dr. Tinku Acharya was appointed a director of the Company to fill a newly created directorship and was also elected Chairman of the Board of Directors and Chief Technology Officer of the Company. On October 28, 2002, Tinku Acharya, PhD resigned as a director of the Company. Messrs. Thomas Kreitzer and David Kreitzer will serve until the next annual meeting of the Registrant's stockholders or until their respective successors are duly elected and have qualified. Directors will be elected for a one-year term at the annual stockholders' meeting. Officers will hold their positions at the will of the board of directors, absent any employment agreement, of which none currently exist or are contemplated. There are no arrangements, agreements or

understandings between non-management shareholders and management under which non-management shareholders may directly or indirectly participate in or influence the management of the Registrant's affairs.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a)

Exhibits

31.1

Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

32.1

Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

(a)

Reports on 8-K

1.

8-K, Report of Changes in Control of Registrant, filed November 7, 2003, which report is incorporated herein by reference.

2.

8-K/a, Notice of intent to file audited financial statements of Envirotech Systems Worldwide, Inc., as required in connection with change of control occurring November 7, 2003, which report was filed January 21, 2004 and is incorporated herein by reference.

3.

8-K/A, The audited financial statements of Envirotech Systems Worldwide, Inc. for the period ended November 7, 2003 and the years ended December 31, 2002 and 2001 filed February 20, 2004, which report is incorporated herein by reference.

4.

8-K, giving notice that the Registrant had sent to the Securities and Exchange Commission its Form D, Rule 506 Notice regarding its Five Hundred Thousand Dollar (\$500,000.00) private placement financing to accredited investors dated January 14, 2004. The investor receives a one year debenture with an interest rate of Ten percent (10%) per year, payable quarterly. Further the investor receives One (1) share of the restricted stock of the Registrant for each Two Dollars (\$2.00) of debentures purchased, which report is incorporated herein by reference.

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5.

8-K/A, filed May 13, 2004, stating that as of May 12, 2004 the amount of debentures sold and paid for pursuant to the \$500,000 private placement dated January 14, 2004, was the sum of Four Hundred Forty Eight Thousand Seven Hundred Fifty Dollars (\$448,750.00), which report is incorporated herein by reference.

6.

8-K/A, filed May 20, 2004, stating that as of May 20, 2004 the amount of debentures sold and paid for pursuant to the \$500,000 private placement dated January 14, 2004, was the sum of Five Hundred Thousand Dollars (\$500,000.00) which report is incorporated herein by reference. The Registrant has now completed the financing.

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#### SIGNATURES

In accordance with Section 13 of the Exchange Act, the registrant has caused this report to be signed on its behalf by the undersigned, hereunto duly authorized

TANKLESS SYSTEMS WORLDWIDE, INC.

(formerly Elution Technologies, Inc.)

Date: May 25, 2004

By: /s/ Thomas Kreitzer

Thomas Kreitzer,

Chief Executive Officer

and Principal Accounting Officer