

Edgar Filing: MARINE JET TECHNOLOGY CORP - Form 10QSB

MARINE JET TECHNOLOGY CORP  
Form 10QSB  
April 29, 2005

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

FORM 10-QSB

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

FOR THE QUARTERLY PERIOD ENDED: MARCH 31, 2005

COMMISSION FILE NUMBER: 0-27551

MARINE JET TECHNOLOGY CORP.  
(Exact name of small business issuer as specified in its charter)

NEVADA 88-0450923  
(State or other jurisdiction of (IRS Employer Identification No.)  
incorporation or organization)

936A BEACHLAND BOULEVARD, SUITE 13, VERO BEACH, FL 32963  
(Address of principal executive offices)

(772) 231-7544  
(Issuer's telephone number)

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

As of April 15, 2005, 28,122,570 shares of the registrant's common stock were outstanding.

Transitional Small Business Disclosure Format (Check One):  
Yes  No

TABLE OF CONTENTS

	Page
PART I Financial Information	
Item 1. Financial Statements	
Accountants' Review Report	1
Balance Sheets	2
Statements of Operations and Accumulated Deficit	3

## Edgar Filing: MARINE JET TECHNOLOGY CORP - Form 10QSB

Statement of Changes in Stockholders' Equity	4-5
Statements of Cash Flows	6
Notes to Financial Statements	7-10
Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations	11-22
Item 3. Controls and Procedures	23
PART II Other Information	
Item 1. Legal Proceedings	24
Item 2. Changes in Securities and Use of Proceeds	24
Item 3. Defaults upon Senior Securities	24
Item 4. Submission of Matters to a Vote of Security Holders	24
Item 5. Other information	24
Item 6. Exhibits and Reports on Form 8-K	24-25

### PART I

#### ITEM 1. FINANCIAL STATEMENTS

##### REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors of  
Marine Jet Technology, Corp:

We have reviewed the accompanying balance sheet of Marine Jet Technology, Corp. (a Development Stage Company) as of March 31, 2005 and the related statements of operations and accumulated deficit for the three months ended March 31, 2005 and 2004 and from February 9, 2000 (date of inception) to March 31, 2005, and the statements of cash flows for the three months ended March 31, 2005 and 2004 and from February 9, 2000 (date of inception) to March 31, 2005. 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.

## Edgar Filing: MARINE JET TECHNOLOGY CORP - Form 10QSB

The accompanying financial statements have been prepared assuming the Company will continue as a going concern. As disclosed in Note 4, certain conditions indicate that the Company may be unable to continue as a going concern. The accompanying financial statements do not include any adjustments to the financial statements that might be necessary should the Company be unable to continue as a going concern.

/s/ De Joya & Company  
De Joya & Company  
Henderson, Nevada

1

MARINE JET TECHNOLOGY CORP.  
(A DEVELOPMENT STAGE COMPANY)  
BALANCE SHEETS  
AS OF MARCH 31, 2005 AND DECEMBER 31, 2004

	(Unaudited) March 31, 2005 -----	(Audit) December 31, 2004 -----
<b>ASSETS</b>		
<b>CURRENT ASSETS</b>		
Cash	\$ 86,018	\$ 869
	-----	-----
Total current assets	86,018	869
<b>ASSETS HELD FOR SALE</b>		
	--	48,186
	-----	-----
TOTAL ASSETS	\$ 86,018	\$ 49,055
	=====	=====
 <b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>CURRENT LIABILITIES</b>		
Liabilities associated with assets held for sale	\$ --	\$ 44,754
Accounts payable	15,379	--
Deposit liability	50,000	--
Short-term loan payable	2,500	--
	-----	-----
Total current liabilities	67,879	44,754
 <b>STOCKHOLDERS' EQUITY</b>		
Preferred stock, \$0.001 par value, 5,000,000 shares authorized; no shares issued or outstanding as of March 31, 2005 and December 31, 2004, respectively	--	--
Common stock, \$0.001 par value, 45,000,000 shares authorized; 28,122,570 and 21,822,570 issued and outstanding as of March 31, 2005 and December 31, 2004, respectively	28,123	21,823
Additional paid-in capital	344,055	287,355

Edgar Filing: MARINE JET TECHNOLOGY CORP - Form 10QSB

Accumulated deficit during development stage	(354,039)	(304,877)
	-----	-----
Total stockholders' equity	18,139	4,301
	-----	-----
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$ 86,018	\$ 49,055
	=====	=====

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THE FINANCIAL STATEMENTS

2

MARINE JET TECHNOLOGY CORP.  
(A DEVELOPMENT STAGE COMPANY)  
STATEMENTS OF OPERATIONS AND ACCUMULATED DEFICIT  
FOR THE THREE MONTHS ENDED MARCH 31, 2005 AND 2004  
AND FROM INCEPTION TO MARCH 31, 2005  
(UNAUDITED)

	Three months ended March 31, 2005	March 31, 2004	Incept March 3
	-----	-----	-----
REVENUES	\$ --	\$ --	\$
EXPENSES			
General and administrative expenses	132,253	11,091	4
	-----	-----	-----
TOTAL EXPENSES	132,253	11,091	4
	-----	-----	-----
OTHER INCOME (EXPENSE)			
Gain from disposal of Marine Jet technology related assets and liabilities	83,091	--	
Interest expense	--	(225)	
Gain on forgiveness of debt	--	--	
	-----	-----	-----
TOTAL OTHER INCOME (EXPENSE)	83,091	(225)	
	-----	-----	-----
NET LOSS	(49,162)	(11,316)	(3
Accumulated deficit, beginning of period	(304,877)	(145,483)	
	-----	-----	-----
Accumulated deficit, end of period	\$ (354,039)	\$ (156,799)	\$ (3
	=====	=====	=====
Weighted average number of shares Outstanding	25,182,570	20,782,570	19,9
	=====	=====	=====
Net loss per basic shares	\$ --	\$ --	\$
	=====	=====	=====



Edgar Filing: MARINE JET TECHNOLOGY CORP - Form 10QSB

Net loss, December 31, 2002	--	--	--	(35)
	-----	-----	-----	-----
Balance, December 31, 2002	20,732,570	20,733	168,280	(103)
Expense reimbursement to an officer and director, March 31, 2003	--	--	(635)	
Issued for cash, December 16, 2003	50,000	50	9,950	
Net loss, December 31, 2003	--	--	--	(41)
	-----	-----	-----	-----
Balance, December 31, 2003	20,782,570	20,783	177,595	(145)

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THE FINANCIAL STATEMENTS

4

MARINE JET TECHNOLOGY CORP.  
(A DEVELOPMENT STAGE COMPANY)  
STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY  
FROM INCEPTION TO MARCH 31, 2005  
(UNAUDITED)  
(CONTINUED)

	Shares	Common Stock	Additional Paid-in Capital	Accumula Deficit Du Developm Stage
	-----	-----	-----	-----
Issued for services, July 9, 2004	1,000,000	\$ 1,000	\$ 99,000	\$ -
Issued for services, July 27, 2004	40,000	40	10,760	-
Net loss, December 31, 2004	--	--	--	(159,39)
	-----	-----	-----	-----
Balance, December 31, 2004	21,822,570	21,823	287,355	(304,87)
Issued for cash, February 17, 2005	5,000,000	5,000	45,000	-
Issued for services, February 17, 2005	1,300,000	1,300	11,700	-
Net loss, March 31, 2005	--	--	--	(49,16)
	-----	-----	-----	-----
Balance, March 31, 2005	28,122,570	\$ 28,123	\$ 344,055	\$ (354,03)
	=====	=====	=====	=====

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THE FINANCIAL STATEMENTS

Edgar Filing: MARINE JET TECHNOLOGY CORP - Form 10QSB

5

MARINE JET TECHNOLOGY CORP.  
(A DEVELOPMENT STAGE COMPANY)  
STATEMENTS OF CASH FLOWS  
FOR THE THREE MONTHS ENDED MARCH 31, 2005 AND 2004  
AND FROM INCEPTION TO MARCH 31, 2005  
(UNAUDITED)

	Three months ended March 31, 2005	March 31, 2004	Inception to March 31, 2005
	-----	-----	-----
CASH FLOWS FROM OPERATING ACTIVITIES			
Net loss	\$ (49,162)	\$ (11,316)	\$ (354,030)
Adjustments to reconcile net loss to net cash provided (used) by operating activities:			
Gain on disposal of assets	(83,091)	--	(83,091)
Stock issued for services	13,000	--	123,800
Deposit liability	50,000	--	50,000
Depreciation and amortization	633	2,523	39,377
Increase in accounts payable	15,379	--	15,379
Increase in accrued expenses	85,642	--	85,642
Increase in interest payable	248	225	3,000
	-----	-----	-----
NET CASH FLOWS PROVIDED (USED) BY OPERATING ACTIVITIES	32,649	(8,568)	(119,930)
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchase of capital assets	--	--	(30,680)
Purchase of licensing agreement, patents	--	--	(5,450)
	-----	-----	-----
NET CASH FLOWS USED BY INVESTING ACTIVITIES	--	--	(36,130)
CASH FLOWS FROM FINANCING ACTIVITIES			
Note payable - shareholder	--	--	12,000
Notes payable	--	--	30,000
Short-term loan payable	2,500	--	2,500
Proceeds from issuance of capital stock	50,000	--	168,840
Capital contributions through expenses paid by officer	--	--	28,750
	-----	-----	-----
NET CASH PROVIDED BY FINANCING ACTIVITIES	52,500	--	242,090
NET INCREASE (DECREASE) IN CASH	85,149	(8,568)	86,010
CASH, BEGINNING OF PERIOD	869	9,766	--
	-----	-----	-----
CASH, END OF PERIOD	\$ 86,018	\$ 1,198	\$ 86,010
	=====	=====	=====

## Edgar Filing: MARINE JET TECHNOLOGY CORP - Form 10QSB

Supplemental disclosures:

Interest paid	\$	--	\$	--	\$	--
	=====		=====		=====	
Taxes paid	\$	--	\$	--	\$	--
	=====		=====		=====	

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THE FINANCIAL STATEMENTS

6

MARINE JET TECHNOLOGY CORP.  
(A DEVELOPMENT STAGE COMPANY)  
NOTES TO CONDENSED FINANCIAL STATEMENTS  
MARCH 31, 2005 AND 2004

### 1. BASIS OF PRESENTATION

The financial statements as of March 31, 2005 included herein have been prepared without audit pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and footnote disclosures normally included in financial statements prepared in accordance with United States generally accepted accounting principles have been condensed or omitted pursuant to such rules and regulations. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. It is suggested that these financial statements be read in conjunction with the December 31, 2004 audited financial statements and notes thereto.

### 2. RECENT DEVELOPMENTS

On January 11, 2005, Mr. Jeff P. Jordan entered into a Securities Purchase Agreement with Keating Reverse Merger Fund, L.L.C., ("KRM Fund") under which KRM Fund agreed to purchase, and Mr. Jordan agreed to sell, an aggregate of 15,306,500 shares of common stock of Marine Jet Technology Corp. (the "Company") owned by Mr. Jordan for a purchase price of \$440,000, or \$0.029 per share. Mr. Jordan resigned as our President and Treasurer and a director of the Company effective February 9, 2005.

On January 20, 2005, the Company entered into an Assumption Agreement with Mr. Jordan and Intellijet Marine, Inc., a Nevada corporation ("Intellijet") that was then the Company's wholly-owned subsidiary. Under the Assumption Agreement, the Company transferred all of its assets, except for 21,822,570 shares of common stock of Intellijet and approximately \$2,500 in cash, to Intellijet. Intellijet agreed to assume all of the Company's liabilities and obligations and to indemnify it for any loss the Company incurs with respect to the assumed liabilities. Mr. Jordan and Intellijet also agreed to release the Company from any and all obligations and claims whatsoever.

On February 4, 2005, the Company completed the distribution of all 21,822,570 shares of common stock of Intellijet owned by it pro rata to the Company's stockholders of record as of January 24, 2005. Pursuant to the distribution, each of the Company's stockholders received one share of common stock of Intellijet for each one share of common stock of the Company owned by the stockholder. Intellijet will continue to operate its business of developing marine jet propulsion technology; supplying mechanical components under the Quick Jet™ brand name; and licensing boat manufacturers to produce boats



## Edgar Filing: MARINE JET TECHNOLOGY CORP - Form 10QSB

incorporating Intellijet's systems.

As more fully described in Footnote 3, the distribution of Intellijet shares to the Company's stockholders has been accounted for as a disposal of assets. Since the Company has not commenced operations and has been considered a development stage company since inception, the spin-off of Intellijet Marine, Inc. has been considered as a disposal of assets rather than discontinued operations.

7

MARINE JET TECHNOLOGY CORP.  
(A DEVELOPMENT STAGE COMPANY)  
NOTES TO CONDENSED FINANCIAL STATEMENTS  
MARCH 31, 2005 AND 2004

### 3. DISPOSAL OF ASSETS

As described in Footnote 2, the Company disposed of its existing assets in February 2005 through a distribution of Intellijet shares by the Company to its stockholders. This transaction has been accounted for as a disposal of assets rather than discontinued operations since the Company is a development stage company and is not considered to have begun operations. The excess of liabilities of Intellijet (including those liabilities assumed by Intellijet under the Assumption Agreement) over the adjusted basis of the assets owned by Intellijet (including those assets transferred to Intellijet under the Assumption Agreement) was recorded as a gain on disposal of assets and liabilities.

The following is a summary of the assets and liabilities of Marine Jet, which are included in the gain on disposal of assets and liabilities at the distribution date:

#### Assets transferred:

Office Equipment	\$ 689
Machinery	30,000
Less accumulated depreciation	(20,964)
Patents	55,238
Property rights	1,000
Less accumulated amortization	(18,410)
	-----
Net assets transferred	47,553

#### Liabilities assumed:

Accrued expenses	85,641
Notes payable shareholders	13,749
Notes payable	31,254
	-----
Total liabilities assumed	130,644
	-----
Net gain on disposal of operations	\$ 83,091
	=====

## Edgar Filing: MARINE JET TECHNOLOGY CORP - Form 10QSB

Following completion of the transactions under the Assumption Agreement and the distribution of Intellijet shares to the Company's stockholders, the Company has no material assets, liabilities or ongoing operations. Nevertheless, the Company's management believes that it may be able to recover some value for its shareholders by the adoption and implementation of a plan to seek, investigate and, if the results of the investigation warrant, effectuate a business combination with a suitable privately-held company that has both business history and operating assets.

8

MARINE JET TECHNOLOGY CORP.  
(A DEVELOPMENT STAGE COMPANY)  
NOTES TO CONDENSED FINANCIAL STATEMENTS  
MARCH 31, 2005 AND 2004

#### 4. GOING CONCERN

The Company has sustained recurring operating losses, currently has no source of operating revenue, and has only limited working capital with which to pursue its business plan, which contemplates the completion of a business combination with an operating company. The amount of capital required to sustain operations until the successful completion of a business combination is subject to future events and uncertainties. It may be necessary for the Company to secure additional working capital through loans or sales of common stock, and there can be no assurance that such funding will be available in the future. These conditions raise substantial doubt about the Company's ability to continue as a going concern.

#### 5. EXCHANGE AGREEMENT

On April 14, 2005, the Company entered into the Exchange Agreement with Antik Denim, LLC ("Antik"), the Antik members, and KRM Fund. Under the Exchange Agreement, the Company will, at closing of the exchange transaction ("Closing"), acquire all of the outstanding membership interests of Antik (the "Interests") from the Antik members, and the Antik members will contribute all of their Interests to the Company. In exchange, the Company will issue to the Antik members 843,027 shares of its Series A Convertible Preferred Stock, par value \$0.001 per share ("Preferred Shares"), which will be convertible into 708,984,875 shares of its common stock ("Conversion Shares"). Following completion of the exchange transaction, Antik will become a wholly-owned subsidiary of the Company. There can be no assurance that the exchange transaction will be completed.

Under the terms of the Exchange Agreement, all of the outstanding Interests will be exchanged for 843,027 Preferred Shares. Each Preferred Share will be convertible into 841 shares of our common stock (the "Conversion Rate"). The Preferred Shares will immediately and automatically be converted into shares of our common stock (the "Mandatory Conversion") upon the approval by a majority of the Company's stockholders (voting together on an as-converted-to-common-stock basis), following the exchange transaction, of an increase in the number of authorized shares of the Company's common stock from 45,000,000 to 75,000,000, and a 1 for 29 reverse stock split of the Company's outstanding common stock ("Reverse Split").

The holders of Preferred Shares will be entitled to vote together with the holders of the common stock, as a single class, upon all matters submitted to holders of common stock for a vote. Each Preferred Share will carry a number of

## Edgar Filing: MARINE JET TECHNOLOGY CORP - Form 10QSB

votes equal to the number of shares of common stock issuable in the Mandatory Conversion based on the then applicable Conversion Rate. As such, immediately following the exchange transaction, the Antik members will own 95.8% of the total combined voting power of all classes of our stock entitled to vote.

Upon Mandatory Conversion of the Preferred Shares, and subject to an adjustment of the Conversion Rate as a result of the Reverse Split, the Antik members will, in the aggregate, receive approximately 24,447,783 shares of our common stock, representing 95.80% of the outstanding shares of the Company's common stock immediately following the Mandatory Conversion. The existing stockholders of the Company will, following the Mandatory Conversion and Reverse Split, own approximately 969,745 shares of common stock, representing 3.8% of the outstanding shares of common stock. Subject to completion of the Closing, the Company will also issue a finder approximately 102,079 shares of its common stock on a post-Reverse Split basis, representing 0.4% of the outstanding shares of common stock.

At or prior to the Closing, the Company will also enter into a certain financial advisory agreement with Keating Securities, LLC ("Keating Securities"), a registered broker-dealer, under which Keating Securities will be compensated by the Company for its advisory services rendered to the Company in connection with the exchange transaction. The transaction advisory fee will be \$350,000 and will be subject to and paid at the Closing.

9

MARINE JET TECHNOLOGY CORP.  
(A DEVELOPMENT STAGE COMPANY)  
NOTES TO CONDENSED FINANCIAL STATEMENTS  
MARCH 31, 2005 AND 2004

### 5. EXCHANGE AGREEMENT (continued)

In connection with the Exchange Agreement, the Company has received an advance deposit of \$50,000 which is shown as a deposit liability in the accompanying financial statements.

Antik designs, develops, markets and distributes high fashion jeans and accessories with a western flair under the brand name "Antik Denim". Antik's products include jeans, jackets, belts, purses and t-shirts. Antik currently sells its products in the United States, Canada, Japan and the European Union directly to department stores and boutiques and through distribution arrangements in certain foreign jurisdictions. Antik was established in September 2004, is headquartered in Commerce, California, and maintains two showrooms in New York and Los Angeles.

### 6. ISSUANCE OF COMMON SHARES

On February 17, 2005, the Company issued 5,000,000 shares of its common stock KRM Fund at a purchase price of \$0.01 per share, for an aggregate purchase price of \$50,000. The funds will provide working capital to the Company for operating expenses.

On February 17, 2005, the Company also issued 1,000,000 shares of its common stock to Mr. Kevin R. Keating, the sole officer and director of the Company, for services rendered to the Company with a fair value of \$10,000, or \$0.01 per share.

On February 17, 2005, the Company also issued 300,000 shares of its common stock

## Edgar Filing: MARINE JET TECHNOLOGY CORP - Form 10QSB

to Garisch Financial, Inc. ("GFI") for consulting services rendered to the Company with a fair value of \$3,000, or \$0.01 per share.

### 7. SHORT TERM NOTE PAYABLE

On February 1, 2005, the Company received a short term advance from an unrelated third party to cover transaction expenses related to the purchase agreement described in Note 2. The amount is non-interest bearing and was repaid in April 2005.

10

## PART I

### ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS STATEMENTS

#### Forward-Looking Statements

Statements made in this Form 10-QSB (the "Quarterly Report") that are not historical or current facts are "forward-looking statements" made pursuant to the safe harbor provisions of Section 27A of the Securities Act of 1933, as amended (the "Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The Company intends that such forward-looking statements be subject to the safe harbors for such statements. The Company wishes to caution readers not to place undue reliance on any such forward-looking statements, which speak only as of the date made. Any forward-looking statements represent management's best judgment as to what may occur in the future. These forward-looking statements include the plans and objectives of management for future growth of the Company, including plans and objectives related to the consummation of acquisitions and future private and public issuances of the Company's equity and debt securities. The forward-looking statements included herein are based on current expectations that involve numerous risks and uncertainties. Assumptions relating to the foregoing involve judgments with respect to, among other things, future economic, competitive and market conditions and future business decisions, all of which are difficult or impossible to predict accurately and many of which are beyond the control of the Company. Although the Company believes that the assumptions underlying the forward-looking statements are reasonable, any of the assumptions could be inaccurate and, therefore, there can be no assurance that the forward-looking statements included in this Form 10-QSB will prove to be accurate. In light of the significant uncertainties inherent in the forward-looking statements included herein, the inclusion of such information should not be regarded as a representation by the Company or any other person that the objectives and plans of the Company will be achieved. The Company disclaims any obligation subsequently to revise any forward-looking statements to reflect events or circumstances after the date of such statement or to reflect the occurrence of anticipated or unanticipated events.

The words "we," "us," "our," the "Company," and "Marine" refer to Marine Jet Technology Corp. The words or phrases "may," "will," "expect," "believe," "anticipate," "estimate," "approximate," or "continue," "would be," "will allow," "intends to," "will likely result," "are expected to," "will continue," "is anticipated," "estimate," "project," or similar expressions, or the negative thereof, are intended to identify "forward-looking statements." Actual results could differ materially from those projected in the forward looking statements as a result of a number of risks and uncertainties, including but not limited to: (a) limited amount of resources devoted to achieving our business plan; (b) our failure to implement our business plan within the time

## Edgar Filing: MARINE JET TECHNOLOGY CORP - Form 10QSB

period we originally planned to accomplish; (c) because we are seeking to merge with an operating business which has not yet been identified, you will be unable to determine whether we will ever become profitable; and (d) other risks that are discussed in this Form 10-QSB or included in our previous filings with the Securities and Exchange Commission ("SEC").

### Summary and Recent Developments

Marine Jet Technology Corp. ("we," "us," "our," "Marine," or the "Company") was incorporated in the state of Nevada on February 9, 2000. Since our inception, we have been focused on developing and marketing boat propulsion technology developed by Jeff P. Jordan. On January 11, 2005, Mr. Jordan entered into a Securities Purchase Agreement ("Purchase Agreement") with Keating Reverse Merger Fund, L.L.C. ("KRM Fund"), under which KRM Fund agreed to purchase, and Mr. Jordan agreed to sell, an aggregate of 15,306,500 shares of our common stock owned by him for a purchase price of \$440,000, or \$0.029 per share.

On January 20, 2005, we entered into the Assumption Agreement with Mr. Jordan and Intellijet Marine, Inc. ("Intellijet"), a Nevada corporation that we established as a wholly-owned subsidiary. Under the Assumption Agreement, we transferred all of our assets, except for 21,822,570 shares of common stock of Intellijet and approximately \$2,500 in cash, to Intellijet. Intellijet agreed to assume all of our liabilities and obligations and to indemnify us for any loss we incur with respect to the assumed liabilities. Mr. Jordan and Intellijet also agreed to release us from any and all obligations and claims whatsoever.

11

On February 4, 2005, we completed the distribution of all 21,822,570 shares of common stock of Intellijet owned by us pro rata to our stockholders of record as of January 24, 2005. Pursuant to the distribution, each of our stockholders received one share of common stock of Intellijet for each one share of our common stock owned by our stockholders on the record date. Intellijet is now an independent company and will continue to operate our former business of developing marine jet propulsion technology; supplying mechanical components under the Quick Jet™ brand name; and licensing boat manufacturers to produce boats incorporating Intellijet's systems.

Mr. Jordan completed the sale of his Marine Jet shares to KRM Fund on February 9, 2005. Since the transfer of our marine propulsion assets and business to Intellijet, we have no material assets, liabilities or ongoing operations. Nevertheless, we believe that we may be able to recover some value for our shareholders by the adoption and implementation of a plan to seek, investigate and, if the results of the investigation warrant, effectuate a business combination with a suitable privately-held company that has both business history and operating assets. Our potential success will be primarily dependent on the efforts and abilities of our new management team, who will have virtually unlimited discretion in searching for, negotiating and entering into a business combination transaction.

Pursuant to the terms of the Purchase Agreement and effective as of February 9, 2005, Mr. Jordan resigned as our President, Treasurer and one of our directors, Martha A. Jordan, the spouse of Mr. Jordan, resigned as our Secretary and one of our directors, and Wilbur Sebree, resigned as one of our directors. Kevin R. Keating was appointed our President, Treasurer, Secretary and sole director. Concurrently, our principal executive office was moved to 936A Beachland Boulevard, Suite 13, Vero Beach, Florida 32963.

On February 17, 2005, we entered into a contract with Vero Management, LLC ("Vero") for managerial and administrative services. Vero has not been

## Edgar Filing: MARINE JET TECHNOLOGY CORP - Form 10QSB

engaged to provide, and Vero does not render, legal, accounting, auditing, investment banking or capital formation services. Kevin R. Keating is the manager of Vero. The term of the contract is for one year. In consideration of the services provided, Vero will be paid \$1,000 for each month in which services are rendered.

On February 17, 2005, we issued 1,000,000 shares of our common stock to Kevin R. Keating, our sole officer and director, for services rendered to us with a fair value of \$10,000. On that same date, we issued 300,000 shares of our common stock to a financial consultant, for services rendered to us with a fair value of \$3,000.

On February 17, 2005, we also issued 5,000,000 shares of our common stock to KRM Fund for an aggregate purchase price of \$50,000. These funds were used for working capital purposes.

Kevin R. Keating, is the father of the principal member of Keating Investments, LLC. Keating Investments, LLC is the managing member of KRM Fund, which is the current majority stockholder of the Company. Keating Investments, LLC is also the managing member and 90% owner of Keating Securities, LLC, a registered broker-dealer. Kevin R. Keating is not affiliated with and has no equity interest in Keating Investments, LLC, KRM Fund or Keating Securities, LLC and disclaims any beneficial interest in the shares of our common stock owned by KRM Fund. Similarly, Keating Investments, LLC, KRM Fund and Keating Securities, LLC disclaim any beneficial interest in the shares of our common stock currently owned by Kevin R. Keating.

Since our inception, we have not generated any significant revenues. We may require additional financing to execute our plan to acquire an operating company. The accompanying financial statements include a "going concern" explanatory paragraph from our accountants.

12

### Exchange Agreement

On April 14, 2005, we entered into the Exchange Agreement with Antik, the Antik Members, and KRM Fund. Under the Exchange Agreement, we will, at closing of the exchange transaction ("Closing"), acquire all of the outstanding membership interests of Antik (the "Interests") from the Antik Members, and the Antik Members will contribute all of their Interests to us. In exchange, we will issue to the Antik Members 843,027 shares of our Series A Convertible Preferred Stock, par value \$0.001 per share ("Preferred Shares"), which will be convertible into 708,984,875 shares of our common stock ("Conversion Shares"). The issuance of the Preferred Shares and, upon conversion, the shares of our common stock underlying the Preferred Shares, to the Antik Members is intended to be exempt from registration under the Securities Act of 1933, as amended (the "Securities Act"), pursuant to Section 4(2) thereof.

Following completion of the exchange transaction, Antik will become our wholly-owned subsidiary.

We are presently authorized under our Certificate of Incorporation to issue 45,000,000 shares of common stock, par value \$0.001 per share, and 5,000,000 shares of preferred stock, par value \$0.001 per share. Of the 5,000,000 shares of preferred stock authorized, 850,000 shares will be designated as Series A Convertible Preferred Stock pursuant to a certificate of designations ("Certificate of Designations"), which will be approved by our board of directors, and filed with and accepted by, the Secretary of State of the State of Nevada prior to the Closing. Currently, we have 28,122,570 shares

## Edgar Filing: MARINE JET TECHNOLOGY CORP - Form 10QSB

of common stock issued and outstanding and no shares of preferred stock issued and outstanding.

Under the terms of the Exchange Agreement, all of the outstanding Interests will be exchanged for 843,027 Preferred Shares. Each Preferred Share will be convertible into 841 shares of our common stock (the "Conversion Rate"). The Preferred Shares will immediately and automatically be converted into shares of our common stock (the "Mandatory Conversion") upon the approval by a majority of our stockholders (voting together on an as-converted-to-common-stock basis), following the exchange transaction, of an increase in the number of authorized shares of our common stock from 45,000,000 to 75,000,000, and a 1 for 29 reverse stock split of our outstanding common stock ("Reverse Split").

The holders of Preferred Shares will be entitled to vote together with the holders of the common stock, as a single class, upon all matters submitted to holders of common stock for a vote. Each Preferred Share will carry a number of votes equal to the number of shares of common stock issuable in the Mandatory Conversion based on the then applicable Conversion Rate. As such, immediately following the exchange transaction, the Antik Members will own 95.8% of the total combined voting power of all classes of our stock entitled to vote.

Upon Mandatory Conversion of the Preferred Shares, and subject to an adjustment of the Conversion Rate as a result of the Reverse Split, the Antik Members will, in the aggregate, receive approximately 24,447,783 shares of our common stock, representing 95.80% of the outstanding shares of our common stock immediately following the Mandatory Conversion. The existing stockholders of the Company will, following the Mandatory Conversion and Reverse Split, own approximately 969,745 shares of our common stock, representing 3.8% of the outstanding shares of common stock. Following the Closing, we will also issue a finder approximately 102,079 shares of our common stock on a post-Reverse Split basis, representing 0.4% of the outstanding shares of common stock.

Accordingly, if the exchange transaction closed, and the Mandatory Conversion and the Reverse Split occurred, as of the date of this Report, our currently issued and outstanding common stock (currently 28,122,570 shares) would be converted into 969,745 shares of common stock and would represent 3.8% of our total common stock issued and outstanding.

13

In connection with the Reverse Split, our board of directors may, in its discretion, provide special treatment to certain of our stockholders to preserve round lot holders (i.e., holders owning at least 100 shares) after the Reverse Split. In the event our board determines to provide such special treatment, our stockholders holding 2,900 or fewer shares of common stock but at least 100 shares of common stock will receive 100 shares of common stock after the Reverse Split, and persons holding less than 100 shares of common stock would not be affected. The terms and conditions of special treatment afforded to our stockholders to preserve round lot stockholders, if any, including the record dates for determining which stockholders may be eligible for such special treatment, will be established at the discretion of our board of directors.

Effective as of the Closing, and subject to applicable regulatory requirements, including the preparation, filing and distribution of a Schedule 14f-1 Stockholder Notice to our record stockholders at least ten (10) days prior to Closing, the existing officers of the Company will resign, and the newly-appointed directors of the Company will consist of Paul Guez (Antik's Manager and Chief Executive Officer), David Weiner, a director designated by Paul Guez, and the KRM Designate. The initial KRM Designate will be the current director of the Company, Kevin R. Keating, who will remain as a director of the

## Edgar Filing: MARINE JET TECHNOLOGY CORP - Form 10QSB

Company following the Closing. KRM Fund and each Antik Member have agreed to vote their shares of our common stock to elect the KRM Designate to our board for a period of one year following the Closing and to vote for such other persons that may be designated by Paul Guez to fill any vacant position on the board of directors (other than KRM Designate). The size of the board will initially be three members and may be increased by the board of directors to five members during the one year period following Closing.

At or prior to the Closing, we will also enter into a certain financial advisory agreement with Keating Securities, LLC ("Keating Securities"), a registered broker-dealer, under which Keating Securities will be compensated by us for its advisory services rendered to us in connection with the exchange transaction. The transaction advisory fee will be \$350,000, with the payment thereof being subject to the Closing.

Our completion of the transactions contemplated under the Exchange Agreement is subject to the satisfaction of certain contingencies including, without limitation, Antik's delivery of audited and pro forma financial information acceptable to us, compliance with regulatory requirements, and the filing with and acceptance by the Secretary of State of the State of Nevada of the Certificate of Designations. Consummation of the exchange transaction is also conditioned upon, among other things: (i) execution by KRM Fund and each Member of voting agreements; (ii) preparation, filing and distribution to our stockholders of the Schedule 14f-1 Stockholder Notice; and (iii) continued quotation of our common stock on the Over-the-Counter Bulletin Board.

Our directors have approved the Exchange Agreement and the transactions contemplated thereunder. The manager and members of Antik have approved the Exchange Agreement and the transactions contemplated thereunder. The parties expect the Closing of the transactions under the Exchange Agreement to occur on or about May 1, 2005. However, there can be no assurance that the exchange transaction will be completed.

The Exchange Agreement may be terminated as follows: (i) by mutual consent, (ii) by either party if the exchange transaction is not consummated by May 31, 2005, (iii) by either party if the exchange transaction is prohibited by issuance of an order, decree or ruling, and (iv) by either party if the other is in material breach of any representation, warranty, covenant or agreement. In the event of termination other than by mutual consent, both parties are responsible for their expenses, except that Marine may retain up to \$10,000 of the \$50,000 deposit paid by Antik for reimbursement of our actual expenses and as liquidated damages.

On March 28, 2005, in our Current Report on Form 8-K dated March 24, 2005, we reported the execution of a letter of intent to acquire Antik. On April 15, 2005, in our Current Report on Form 8-K dated April 14, 2005, we reported the execution of the Exchange Agreement and included a copy of the Exchange Agreement therein as Exhibit 2.5. These Current Reports are hereby incorporated by reference.

On April 19, 2005, we filed with the SEC and mailed to our stockholders of record as of April 15, 2005 the Schedule 14f-1 Stockholder Notice announcing the proposed change of control of the Company pursuant to the terms of the Exchange Agreement. The Company expects to complete the transactions contemplated under the Exchange Agreement and effect the change in a majority of the Company's directors promptly following the ten (10) day period after the mailing of the Schedule 14f-1 Stockholder Notice to stockholders.



## Edgar Filing: MARINE JET TECHNOLOGY CORP - Form 10QSB

### Results of Operations

For the three months ended March 31, 2005, the Company had no activities that produced revenues from operations.

For the three months ending March 31, 2005, the Company had net loss of \$(49,162), as compared with net loss of \$(11,316) for the corresponding period of 2004. In the three month period ended March 31, 2005, the Company disposed of certain assets and liabilities in connection with distribution of all of the shares of Intellijet to our stockholders of record as of January 24, 2005.

Since the Company has not commenced operations and has been considered a development stage company since inception, the spin-off of Intellijet has been considered as a disposal of assets rather than discontinued operations. The excess of liabilities of Intellijet (including those liabilities assumed by Intellijet under the Assumption Agreement) over the adjusted basis of the assets owned by Intellijet (including those assets transferred to Intellijet under the Assumption Agreement) was recorded as a gain on disposal of assets and liabilities.

### Liquidity and Capital Resources

The Company's total assets as March 31, 2005 are \$86,018, which is comprised of cash. The Company's current liabilities are \$67,879, which consists of accounts payable of \$15,379, a short term loan for \$2,500, and a deposit liability related to the potential sale of the Company of \$50,000. The Company has no long-term debt. Total stockholders' equity as of March 31, 2005 is \$18,139.

On February 17, 2005, we also issued 5,000,000 shares of our common stock to KRM Fund for an aggregate purchase price of \$50,000. These funds were used for working capital purposes.

The following is a summary of the Company's cash flows from operating, investing, and financing activities:

	3 Months Ended March 31, 2005	3 Months Ended March 31, 2004
	-----	-----
Cash Flows from Operating Activities	\$ 32,649	\$ (8,568)
Cash Flows from Investing Activities	--	--
Cash Flows from Financing Activities	52,500	--
Net Change in Cash	\$ 85,149	\$ (8,568)

Management considers it possible that additional funds may need to be raised, either through loans or via private placements of common stock, to sustain the Company's liquidity in the near term.

### Going Concern

The Company has sustained recurring operating losses, currently has no source of operating revenue, and has only limited working capital with which to pursue its business plan, which contemplates the completion of a business combination with an operating company. The amount of capital required to sustain operations until the successful completion of a business combination is subject to future events and uncertainties. It may be necessary for the Company to secure additional working capital through loans or sales of common stock, and there can be no

## Edgar Filing: MARINE JET TECHNOLOGY CORP - Form 10QSB

assurance that such funding will be available in the future. These conditions raise substantial doubt about the Company's ability to continue as a going concern.

15

### Critical Accounting Policies

#### Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

#### Deferred Taxes

We recognize deferred tax assets and liabilities based on the differences between the financial statement carrying amounts and the tax bases of assets and liabilities. Management regularly reviews the Company's deferred tax assets for recoverability and establishes a valuation allowance based on historical taxable income, projected future taxable income, and the expected timing of the reversals of existing temporary differences. Management has recorded a valuation allowance to reduce deferred tax assets including those associated with net operating losses. The assessment realization of deferred tax provisions is dependent upon future taxable income, and based on historical evidence, it is more likely than not that such provision will not be utilized. Further, in the case of an acquisition of a new business by the Company, the ability of the post-acquisition business to utilize the Company's net operating losses may be significantly impaired or eliminated. As of December 31, 2004, the Company has established a valuation allowance equal to the net deferred tax asset, since management is unable to determine that the Company will generate sufficient future taxable income to allow it to realize the deferred tax asset.

#### Risk Factors

Since the transfer of our marine propulsion system assets and business to Intellijet, we have no material assets, liabilities or ongoing operations. Nevertheless, we believe that we may be able to recover some value for our shareholders by the adoption and implementation of a plan to seek, investigate and, if the results of the investigation warrant, effectuate a business combination with a suitable privately-held company that has both business history and operating assets. Our potential success will be primarily dependent on the efforts and abilities of our new management team, who will have virtually unlimited discretion in searching for, negotiating and entering into a business combination transaction.

Accordingly, an investment in our common stock involves investment risks and the possibility of the loss of an investor's entire investment. A prospective investor should evaluate all information about us and the risk factors discussed below in relation to his financial circumstances before investing in us.

1. No Current Operating Business. We currently have no relevant operating business, revenues from operations or assets. Our business plan is to seek a merger or business combination with an operating business. We face all of the risks inherent in the investigation, acquisition, or involvement in a new

## Edgar Filing: MARINE JET TECHNOLOGY CORP - Form 10QSB

business opportunity. An investor's purchase of any of our securities must be regarded as placing funds at a high risk in a new or "start-up" venture with all of the unforeseen costs, expenses, problems, and difficulties to which such ventures are subject.

16

2. No Assurance of Success or Profitability. There is no assurance that we will acquire a suitable and favorable business opportunity in a reverse merger transaction. In addition, even if we become involved in a business opportunity, there is no assurance that the business we acquire will generate revenues or profits, or that the value of our common stock will increase as a result of the acquired business opportunity.

3. Possible Business - Not Identified and Highly Risky. Except as otherwise discussed with respect to the Exchange Agreement, we have not identified and have no commitments to enter into or acquire a specific business opportunity and therefore we can disclose the risks and hazards of a business or opportunity that we acquire only in a general manner, and cannot disclose the risks and hazards of any specific business or other opportunity that we may enter into. An investor can expect a potential business opportunity to be quite risky. Our acquisition of or participation in a business opportunity could result in a total loss to our investors and stockholders if the target business is unsuccessful. Further, any investment in us may continue to be highly illiquid.

4. Type of Business Acquired. Except as otherwise discussed with respect to the Exchange Agreement, the type of business that may be acquired is not identified. Therefore, our investors and stockholders have to rely on our management to determine which target business to pursue. There are no controlling parameters of the business to be acquired. Thus, ultimately an investment will depend on the target business and therefore investors in us will be subject to all the risks that would be associated with that selected business. Our management may have the right to approve and authorize a reverse merger transaction with a target company without obtaining the vote of the majority of our stockholders.

5. Impracticability of Exhaustive Investigation. We have limited funds and lack full-time management which will likely make it impracticable to conduct a complete and exhaustive investigation and analysis of a business opportunity before we commit our limited capital and other resources to acquire a target business. Management decisions, therefore, likely will be made without detailed feasibility studies, independent analysis, market surveys, and the like which, if we had more funds available to us, would be desirable. We will be particularly dependent in making decisions upon information provided by the promoter, owner, sponsor, or others associated with the business opportunity seeking to be acquired by us.

6. Lack of Diversification. Because of our limited financial resources, it is unlikely that we will be able to diversify our acquisitions or operations. The inability to diversify our activities into more than one area will subject our investors and stockholders to economic fluctuations within a particular business or industry and therefore increase the risks associated with the investment. We only intend to acquire a single business opportunity and thus your investment will lack diversification.

7. Possible Reliance upon Unaudited Financial Statements. We will require audited financial statements from target companies that we propose to acquire. No assurance can be given, however, that audited financials will be available at the closing of the reverse merger transaction. In cases where

## Edgar Filing: MARINE JET TECHNOLOGY CORP - Form 10QSB

audited financials are unavailable, we will have to rely upon unaudited information received from target companies' management that has not been verified by outside auditors. We, at the time of acquisition, will be subject to the reporting provisions of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and thus will be required to furnish certain information about significant acquisitions, including audited financial statements for any business that the shell company acquires. Consequently, acquisition prospects that do not have or are unable to obtain the required audited statements may not be appropriate for acquisition so long as the reporting requirements of the Exchange Act are applicable. But, in cases where we have completed a reverse merger transaction in reliance on unaudited financial statements and audited statements cannot subsequently be obtained, the continued ability of the post-transaction company to remain a reporting company and publicly trading will be in jeopardy and may significantly reduce the value of your investment.

17

8. Investment Company Regulation. We do not intend to become classified as an "investment company" under the Investment Company Act of 1940 (the "Investment Act"). We believe that we will not become subject to regulation under the Investment Act because (i) we will not be engaged in the business of investing or trading in securities, and (ii) any acquisition undertaken will result in the target company obtaining a majority interest in us. Should there be a requirement to register as an investment company, it would cause significant registration and compliance costs. Any violation of the Investment Act will subject us to materially adverse consequences. Should the SEC find that we are subject to the Investment Act, and order registration under the Investment Act, we would resist such finding and take steps to avoid such registration. Irrespective of whether the SEC or we were to prevail in such dispute about whether or not we are an investment company, however, the damages and delays would be costly.

9. Other Regulation. Any acquisition made by us may be of a business that is subject to regulation or licensing by federal, state, or local authorities. Foreign companies may also be considered, and be subject to similar business regulations as are applicable in the United States and also may be subject to limitations on ownership by foreign persons and entities. Compliance with such regulations and licensing can be expected to be a time-consuming, expensive process and may limit our other investment opportunities. We intend to pursue potential business opportunities in foreign countries, including China, and as such, such opportunities will be subject to foreign country laws and regulations affecting foreign investment, business operations, currency exchange, repatriation of profits, and taxation, which will increase the risk of your investment.

10. Dependence upon Management. We will be heavily dependent upon the skills, talents, and abilities of our management to implement our business plan. Our management may devote limited time to our affairs, which may be inadequate for our business, and may delay the acquisition of any business opportunity considered. Furthermore, management has little experience in seeking, investigating, and acquiring businesses and will depend upon its limited business knowledge in making decisions regarding our acquisition of a business opportunity. Because investors will not be able to evaluate the merits of possible business acquisitions by us, they should critically assess the information concerning the management.

11. Dependence upon Outside Advisors. To supplement the business experience of management, we may be required to employ accountants, technical experts, appraisers, attorneys, or other consultants or advisors. Some of these outside advisors may be our affiliates or their affiliated entities. The

## Edgar Filing: MARINE JET TECHNOLOGY CORP - Form 10QSB

selection of any such advisors will be made by our management without any input from stockholders.

12. Conflicts of Interest. Our management has other business interests to which they will devote primary attention. As a result, conflicts of interest may arise that can be resolved only through the exercise by them of their judgment as may be consistent with their fiduciary duties. Our management will try to resolve conflicts to the best advantage of all concerned, but there may be times when an acquisition opportunity is given to another entity to the disadvantage of our stockholders and for which there will be no recourse. It is also expected that we will engage Keating Securities, LLC, an affiliate of Keating Investments, LLC, the managing member of our controlling stockholder, to act as a financial advisor in connection with the reverse merger transaction for which it may earn a cash and/or equity fee.

13. Need for Additional Financing. In all likelihood we will need additional funds to take advantage of any available acquisition business opportunity. Even if we were to obtain sufficient funds to acquire an interest in a business opportunity, we may not have sufficient capital to fully exploit the opportunity. Our ultimate success will depend upon our ability to raise additional capital at the time of the acquisition and thereafter. When additional capital may be needed, there can be no assurance that funds will be available from any source or, if available, that they can be obtained on acceptable terms.

14. Borrowing Transactions. There is a possibility that any acquisition of a business opportunity by us will require borrowing against the assets of the business opportunity to be acquired, or against the projected future revenues or profits of the business opportunity. This leverage could increase our exposure to larger losses. There is no assurance that any business opportunity acquired through borrowing and leverage will generate sufficient revenues to cover the related debt and expenses.

18

15. No Foreseeable Dividends. We do not intend to pay any dividends. We do not foresee making any cash distributions in the manner of a dividend or otherwise.

16. Loss of Control by Present Management and Stockholders. It is likely that any acquisition of an operating company will result in a change in control of the then current directors, officers and the stockholders. Therefore, our management prior to the acquisition will be changed to those of the target company and its stockholders, who will then control the combined company. At that time, our stockholders will be at investment risk for the decisions about the business by persons that they may not know or have any ability to influence through a board seat or by the voting mechanism of stockholders.

17. Dilutive Effects of Issuing Additional Common Stock. In any reverse merger transaction, for tax reasons and management reasons, the owners of the target company will be issued a large number of shares of common stock which will dilute the ownership interest of our current stockholders. In addition, at the time of the reverse merger, it will be likely that there will be additional authorized but unissued shares that may be later issued by the then new management for any purpose without the consent or vote of the stockholders. The acquisition issuance and additional issuances that may occur will dilute the interests of our stockholders after the reverse merger transaction.

18. Thinly-traded Public Market. Our securities may be very thinly traded, and the price if traded may not reflect the value of the company.

## Edgar Filing: MARINE JET TECHNOLOGY CORP - Form 10QSB

Moreover, there may be a reverse split of the shares which may not reflect the value of the company either. There can be no assurance that there will be an active market for our shares either now or after we complete the reverse merger. The market liquidity will be dependant on the perception of the operating business and any steps that its management might take to bring the company to the awareness of investors. There can be no assurance given that there will be any awareness generated. Consequently, investors may not be able to liquidate their investment or liquidate it at a price that reflects the value of the business. If a more active market should develop, the price may be highly volatile. Because there may be a low price for our securities, many brokerage firms may not be willing to effect transactions in the securities. Even if an investor finds a broker willing to effect a transaction in the securities, the combination of brokerage commissions, transfer fees, taxes, if any, and any other selling costs may exceed the selling price. Further, many lending institutions will not permit the use of such securities as collateral for any loans.

19. Possible Rule 144 Sales. The majority of our shares currently outstanding are "restricted securities" within the meaning of Rule 144 under the Securities Act of 1933, as amended (the "Act"). As restricted shares, these shares may be resold only pursuant to an effective registration statement or under the requirements of Rule 144 or other applicable exemption from registration under the Act and as required under applicable state securities laws. Rule 144 provides in essence that a person who has held restricted securities for a period of one year may, under certain conditions, sell every three months, in brokerage transactions, a number of shares that does not exceed the greater of 1.0% of a company's outstanding common stock or the average weekly trading volume during the four calendar weeks prior to the sale. There is no limit on the amount of restricted securities that may be sold by a non-affiliate after the restricted securities have been held by the owner for a period of two years. Current stockholders who own 10% or more of our shares will likely be deemed an affiliate until 90 days after a reverse merger is completed with a target company. After such 90-day period, and assuming said shares have been held for more than two years, these stockholders may be able to sell their shares without volume restrictions. A sale under Rule 144 or under any other exemption from the Act, if available, or pursuant to subsequent registrations of our shares, may have a depressive effect upon the price of our shares in any market that may develop.

19

Plan of Operations

General Business Plan

Our plan of operation is to seek a target company with which to merge or to complete a business combination. In any transaction, we will be the surviving entity, and our stockholders will retain a percentage ownership interest in the post-transaction company. The amount of the retained equity ownership by our stockholders will be negotiated by our management and the target company. We may also be required to pay cash and/or equity fees to third parties that advise us in connection with the merger or business combination, commonly referred to as a reverse merger. These third party advisors may include certain affiliates of ours and their affiliated entities.

Typically in connection with the reverse merger transaction involving us and the target company, there will be a capital funding event for the target business on a combined basis either at the time of the reverse merger or shortly thereafter. This may be a private placement by either us or the target company, if the funding event is contingent on the closing of the reverse merger. If the

## Edgar Filing: MARINE JET TECHNOLOGY CORP - Form 10QSB

funding event is after the reverse merger, it will likely be a public offering or private placement of our securities. It will often be the case that the liquidity opportunity for our existing stockholders will be tied to the ability of the old and new investors of the target enterprise to have liquidity in the market for their financial investment. Therefore, our stockholders may have to continue to hold their investment or may face competition in being able to sell their shares in the post-transaction business in the public market, which may depress the price for such a volume of securities.

We will not restrict our search to any specific business, industry or geographic location, and we may participate in a business venture of virtually any kind or nature. This discussion of our plan for acquiring an operating business is purposefully general, and it is not meant to be restrictive of the virtually unlimited discretion to search for and enter into potential business opportunities. We anticipate that we will be able to participate in only one potential business venture because of our nominal assets and limited financial resources.

We may seek a business opportunity with entities which have recently commenced operations, or that desire to utilize the public marketplace in order to raise additional capital in order to expand into new products or markets, to develop a new product or service, or for other corporate purposes. We may acquire assets and establish wholly owned subsidiaries in various businesses or acquire existing businesses as subsidiaries.

We expect that the selection of a business opportunity will be complex and risky. Due to general economic conditions, rapid technological advances being made in some industries and shortages of available capital, we believe that there are numerous potential targets with either sound business ideas or operations seeking the benefits of a shell company that has complied with the federal reporting requirements for public companies and is publicly trading. Such benefits may include facilitating or improving the terms on which additional equity financing may be sought, providing liquidity for incentive stock options or similar benefits to key employees, providing liquidity (subject to restrictions of applicable statutes) for all stockholders and other factors. Potentially, available business opportunities may occur in many different industries and at various stages of development, all of which will make the task of comparative investigation and analysis of such business opportunities extremely difficult and complex. We have, and will continue to have, limited capital with which to provide the owners of business opportunities with any significant cash or other assets. We will, however, be able to offer owners of target candidates the opportunity to acquire a controlling ownership interest in an issuer who has complied with the reporting requirements under federal securities laws without incurring the cost and time required to conduct an initial public offering.

20

The analysis of new business opportunities will be undertaken by, or under the supervision of, our management who will likely engage outside advisors to assist us in this analysis. Some of these outside advisors may be affiliates of ours or their affiliated entities. We intend to concentrate on identifying preliminary prospective business opportunities which may be brought to our attention through present associations of our officers and directors, or by our advisors. In analyzing prospective business opportunities, we will consider such matters as (i) available technical, financial and managerial resources; (ii) working capital and other financial requirements; (iii) history of operations, if any and prospects for the future; (iv) nature of present and expected competition; (v) quality, experience and depth of management services; (vi) potential for further research, development or exploration; (vii) specific risk

## Edgar Filing: MARINE JET TECHNOLOGY CORP - Form 10QSB

factors not now foreseeable but that may be anticipated to impact the proposed activities of the company; (viii) potential for growth or expansion; (ix) potential for profit; (x) public recognition and acceptance of products, services or trades; (xi) name identification; and (xii) other factors that we consider relevant. As part of our investigation of the business opportunity, we or our advisors expect to meet personally with or interview management and key personnel.

We may also have to compensate certain advisors, finders and investment banking firms for services rendered in connection with the identification of target operating companies and the negotiation and completion of the transaction. Due to our limited resources, it is expected that all or a portion of this compensation will be in the form of our common stock or from cash provided by the target company or the funding event. Additional issuance of our common stock will have a further dilutive effect on the percentage of shares held by our stockholders. Keating Securities, LLC, an affiliate of Keating Investments, LLC, the managing member of our controlling stockholder, will also act as a financial advisor in connection with the reverse merger transaction and will be paid a cash and/or equity fee upon the successful closing of the reverse merger.

We will not acquire or merge with any company for which audited financial statements cannot be obtained within a reasonable period of time after closing of the proposed transaction.

### Acquisition Opportunities

In implementing a structure for a particular business acquisition, we may become a party to a merger, consolidation, reorganization, joint venture, or licensing agreement with another company or entity. We may also acquire stock or assets of an existing business. Our management may have the right to approve and authorize a reverse merger transaction with a target company without obtaining the vote of the majority of our stockholders. Further, upon consummation of a reverse merger transaction, it is probable that our present management and stockholders will no longer be in control of us. In addition, our management, as part of the terms of the reverse merger transaction, may resign and may be replaced by new directors without a vote of our stockholders. Any and all sales of shares of our common stock may only be made in compliance with the securities laws of the United States and any applicable state.

It is anticipated that certain securities issued by us in connection with the reverse merger would be issued in reliance upon exemptions from registration under application of federal and state securities laws. In some circumstances, as a negotiated element of the reverse merger transaction, we will be asked to agree to register all or a part of such securities immediately after the transaction is consummated or at specified times thereafter. In such a case, we will attempt to negotiate the registration of some or all of our current outstanding shares which are restricted, but there is no guarantee that this will be accomplished or, if accomplished, that the registration rights will be identical. If such registration occurs, it will be undertaken by the surviving entity after it has successfully consummated a reverse merger and is no longer considered an inactive company. The issuance of substantial additional securities by us in connection with the reverse merger and their potential sale into any trading market which may develop in our securities may have a depressive effect on the value of our securities in the future. There is no assurance that such a trading market will develop.



## Edgar Filing: MARINE JET TECHNOLOGY CORP - Form 10QSB

predicted, it is expected that the parties to any business transaction will find it desirable to avoid the creation of a taxable event and thereby structure the business transaction in a so-called "tax-free" reorganization under Sections 368(a)(1) or 351 of the Internal Revenue Code (the "Code"). In order to obtain tax-free treatment under the Code, it may be necessary for the owners of the acquired business to own 80 percent or more of the voting stock of the surviving entity. In such event, the equity interest retained by our current stockholders would be less than 20 percent of the issued and outstanding shares of the surviving entity. This would result in significant dilution in the equity interests of our stockholders.

In addition to the tax considerations discussed above, it is likely that in any reverse merger, and depending upon, among other things, the target company's assets and liabilities, the equity interests of our stockholders after the transaction will be a small percentage of the post-transaction company. The percentage ownership may be subject to significant reduction in the event we acquire a target company with significant assets and expectations of growth.

We will participate in a business opportunity only after the negotiation and execution of appropriate written agreements. Although the terms of the acquisition agreements cannot be predicted, generally such agreements will (i) require specific representations and warranties by all of the parties; (ii) specify certain events of default and remedies therefore; (iii) detail the terms of closing and the conditions which must be satisfied by each of the parties prior to and after closing; (iv) outline the manner of bearing costs, including costs associated with our attorneys and accountants; (v) set forth indemnification provisions; and (vi) include miscellaneous other terms.

As stated above, we will not acquire or merge with any entity which cannot provide independent audited financial statements within a reasonable period of time after closing of the proposed transaction. Included in these requirements is the affirmative duty to file independent audited financial statements as part of a Current Report on Form 8-K, required to be filed with the SEC upon consummation of a merger or acquisition, as well as audited financial statements included in an Annual Report on Form 10-K (or Form 10-KSB, as applicable). If such audited financial statements are not available at closing, or within time parameters necessary to insure compliance with the reporting requirements under federal securities laws, or if the audited financial statements provided do not conform to the representations made by the business to be acquired, we will attempt to negotiate a provision in the definitive closing documents to void the transaction. However, there is no guarantee that we will be successful in including such a provision and, in such case, the continued ability of the post-transaction company to remain a reporting company and publicly trading may be in jeopardy.

### Competition

We are an insignificant participant among the firms which engage in the reverse merger of shell companies into an operating business. There are many established venture capital and financial concerns that have significantly greater financial and personnel resources and technical expertise than we have. In view of our limited financial resources and limited management availability, we will continue to be at a significant competitive disadvantage compared to our competitors. As a result, we may not be able to find suitable target companies with which to complete a reverse merger transaction.

## Edgar Filing: MARINE JET TECHNOLOGY CORP - Form 10QSB

As of the end of the period covered by this Report, the Company conducted an evaluation, under the supervision and with the participation of the Chief Executive Officer and Chief Financial Officer, of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e)) under the 1934 Act. Based on this evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures are effective to ensure that information required to be disclosed by the Company in reports that it files or submits under the 1934 Act is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms. There was no change in the Company's internal control over financial reporting during the Company's most recently completed fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

23

### PART II

#### ITEM 1. LEGAL PROCEEDINGS

We are not aware of any pending or threatened legal proceedings in which we are involved.

#### ITEM 2. CHANGES IN SECURITIES AND USE OF PROCEEDS

On February 4, 2005, we completed the distribution of all 21,822,570 shares of common stock of Intellijet owned by us pro rata to our stockholders of record as of January 24, 2005. Pursuant to the distribution, each of our stockholders received one share of common stock of Intellijet for each one share of our common stock owned by our stockholders on the record date. Intellijet is now an independent company and will continue to operate our former business of developing marine jet propulsion technology; supplying mechanical components under the Quick Jet™ brand name; and licensing boat manufacturers to produce boats incorporating Intellijet's systems.

On February 17, 2005, we issued 1,000,000 shares of our common stock to Kevin R. Keating, our sole officer and director, for services rendered to us with a fair value of \$10,000. On that same date, we issued 300,000 shares of our common stock to a financial consultant, for services rendered to us with a fair value of \$3,000.

On February 17, 2005, we also issued 5,000,000 shares of our common stock to KRM Fund for an aggregate purchase price of \$50,000. These funds were used for working capital purposes.

#### ITEM 3. DEFAULTS UPON SENIOR SECURITIES

We are not aware of any defaults upon senior securities during the first quarter of the fiscal year ended March 31, 2005.

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

There were no matters submitted to a vote of our stockholders during the first quarter of the fiscal year ended March 31, 2005.

#### ITEM 5. OTHER INFORMATION

Edgar Filing: MARINE JET TECHNOLOGY CORP - Form 10QSB

None.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) Exhibits

31 Certification pursuant to Rule 13a-14(a) or 15d-14(a) under the Securities Exchange Act of 1934, as amended.

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

24

(b) Reports on Form 8-K

The following current reports were filed during the quarter ended March 31, 2005:

On February 10, 2005, the Company filed a Current Report on Form 8-K dated February 9, 2005 announcing the execution of the Assumption Agreement and the closing of the transactions resulting in a change of control of the Company.

On February 16, 2005, the Company filed a Current Report on Form 8-K February 10, 2005 announcing the change of the Company's certifying accountants.

On February 22, 2005, the Company filed a Current Report on Form 8-K dated February 17, 2005 announcing the issuance of and sale of certain unregistered securities.

On March 28, 2005, the Company filed a Current Report on Form 8-K dated March 24, 2005 announcing the execution of a Letter of Intent to acquire Antik.

On April 15, 2005, the Company filed a Current Report on Form 8-K dated April 14, 2005 announcing the execution of an Exchange Agreement by and among the Company, Antik, the Members of Antik and KRM Fund.

25

SIGNATURES

In accordance with Section 13 or 15(d) of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

MARINE JET TECHNOLOGY CORP.

Date: April 28, 2005

By: /s/ Kevin R. Keating

-----  
Kevin R. Keating

EXHIBIT INDEX

Exhibit Number -----	Description of Exhibit -----
31	Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32	Certification of Chief Executive Officer and Chief Financial Officer of the Company, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.