

Edgar Filing: CONSULIER ENGINEERING INC - Form 10QSB/A

CONSULIER ENGINEERING INC

Form 10QSB/A

November 20, 2003

U.S. SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-QSBA

(MARK ONE)

QUARTERLY REPORT UNDER SECTION 13 OR 15(D) OF
THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2003

TRANSITION REPORT UNDER SECTION 13 OR 15(D)
OF THE SECURITIES EXCHANGE ACT OF 1934

Commission file number 0-17756

CONSULIER ENGINEERING, INC.

(Exact name of small business issuer as specified in its charter)

FLORIDA

59-2556878

(State or other jurisdiction
of incorporation or organization)

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

2391 OLD DIXIE HIGHWAY, RIVIERA BEACH, FL 33404

(Address of principal executive offices)

(561) 842-2492

(Issuer's telephone number)

(Former name, former address and former fiscal year,
if changed since last report)

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
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 the latest practicable date:

As of September 30, 2003, there were 4,935,243
outstanding shares of common stock, par value \$0.01 per share.

Transitional Small Business Disclosure Format (check one); Yes No

=====

CONSULIER ENGINEERING, INC. AND SUBSIDIARIES

SAFE HARBOR STATEMENT UNDER THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995

Except for the historical information contained in this report, certain matters discussed in Management's Discussion and Analysis are forward looking statements which involve risks and uncertainties including, but not limited to statements regarding Consulier's planned capital expenditure requirements, cash and working capital requirements. Consulier's expectations regarding the adequacy of current financing arrangements, product demand and market growth, other statements regarding future plans and strategies, anticipated events or trends, and similar expressions concerning matters are not historical facts. It should be noted that Consulier's actual results could differ materially from those contained in such forward looking statements mentioned above due to adverse changes in any number of factors that affect Consulier's business including, without limitation, risks associated with investing in ST, LLC, BioSafe and AVM and the marketing of Consulier's Captain CRA-Z Soap products, manufacturing and supply risks, reliance upon distributors, regulatory risks, risks of expansion, product liability and other risks described herein.

AMENDMENT TO FORM 10-QSB/A

Pursuant to this Form 10-QSB/A the registrant amends "Part I Financial Information, Item 1. Financial Statements" in its quarterly Form 10-QSB for the quarterly period ended June 30, 2003. The financial statements reflect the presentation of the operations of Southeast Automotive as discontinued operations according to SFAS Number 144 for all periods presented including disclosures required by Paragraph 47 of SFAS Number 144. The Company has also recorded an additional loss of \$726,222 from its investment in Systems Technology, LLC, as described in Note 4, which was due to a change and clarification of the allocation of losses as reflected in the operating agreement of the limited liability company, effective April 1, 2003. The total effect of the restatement was to increase undistributed loss of equity investees and decrease limited partnership interests by \$726,222. Accordingly, the provision for federal income taxes was adjusted to reflect the changes to the operating agreements. The Company also adjusted the gain on sale of discontinued operations and recorded the Company's stock received from the sale of discontinued operations as treasury stock on the accompanying condensed consolidated balance sheet as of June 30, 2003.

CONSULIER ENGINEERING, INC. AND SUBSIDIARIES

INDEX

Edgar Filing: CONSULIER ENGINEERING INC - Form 10QSB/A

Item 1.	Financial Statements	
	Condensed Consolidated Balance Sheet at June 30, 2003 (Unaudited)	4
	Condensed Consolidated Statements of Income for the three months and six months ended June 30, 2003 and 2002 (Unaudited)	5
	Condensed Consolidated Statements of Cash Flows for the six months ended June 30, 2003 and 2002 (Unaudited)	6
	Notes to the Unaudited Condensed Consolidated Financial Statements	7
Item 2.	Management's Discussion and Analysis or Plan of Operation	15
Item 3.	Controls and Procedures	16
PART-II. OTHER INFORMATION		
Item 1.	Legal Proceedings	17
Item 2.	Changes in Securities	17
Item 3.	Defaults Upon Senior Securities	17
Item 4.	Submission of Matters to a Vote of Security Holders	17
Item 5.	Other Information	17
Item 6.	Exhibits and Reports on Form 8-K	17
SIGNATURES		
CERTIFICATIONS		

CONSULIER ENGINEERING, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED UNAUDITED BALANCE SHEET
JUNE 30, 2003

ASSETS

CURRENT:	
Cash	\$ 2,076,321
Receivables, net	50,786
Income tax overpayment	308,800
Receivable - related party	149,579
Inventories	20,512
Deferred income taxes	20,387
Other current assets	6,563

TOTAL CURRENT ASSETS	2,632,948
Property and equipment, net	1,084,877
Limited partnership interests	4,468,620

Edgar Filing: CONSULIER ENGINEERING INC - Form 10QSB/A

Notes receivable - related parties	688,646
Deferred income taxes	53,434

	\$ 8,928,525
	=====
LIABILITIES AND STOCKHOLDERS' EQUITY	
LIABILITIES:	
CURRENT:	
Accounts payable and accruals	\$ 31,844
Bonus payable	50,000

	TOTAL CURRENT LIABILITIES
	81,844
Bonds payable	331,690

	TOTAL LIABILITIES
	413,534

STOCKHOLDERS' EQUITY	
Common stock \$.01 par value:	
Authorized - 25,000,000 shares; Issued	
- 5,198,298 shares	51,983
Additional paid-in capital	3,124,253
Retained earnings	5,977,077
Treasury stock at cost - 263,055 shares	(528,161)
Accumulated other comprehensive loss	(33,621)
Notes receivable for common stock	(76,540)

	TOTAL STOCKHOLDERS' EQUITY
	8,514,991

	\$ 8,928,525
	=====

SEE ACCOMPANYING NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS.

4

CONSULIER ENGINEERING, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED UNAUDITED STATEMENTS OF INCOME

	Three Months Ended	
	June 30,	

	2003	2002

Edgar Filing: CONSULIER ENGINEERING INC - Form 10QSB/A

	-----	-----	-----
	(Unaudited)		
REVENUE:			
Net sales	\$ 27,200	\$ 10,152	\$
	-----	-----	-----
OPERATING COSTS AND EXPENSES:			
Cost of goods sold	-0-	1,071	
Selling, general and administrative	187,630	89,462	
	-----	-----	-----
TOTAL OPERATING COSTS AND EXPENSES	187,630	90,533	
	-----	-----	-----
OPERATING LOSS	(160,430)	(80,381)	
	-----	-----	-----
OTHER INCOME (EXPENSE):			
Investment income	772,154	337,797	
Interest and other income	11,226	12,705	
Interest expense	(13,080)	(6,208)	
Undistributed income (loss) of equity investees	(1,050,561)	8,854	
Other income	-0-	599	
	-----	-----	-----
TOTAL OTHER INCOME (LOSS)	(280,261)	353,747	
	-----	-----	-----
Income (loss) from continuing operations before income taxes	(440,691)	273,366	
Income tax (provision) benefit	110,360	(100,343)	
	-----	-----	-----
Income (loss) from continuing operations	(330,331)	173,023	
	-----	-----	-----
DISCONTINUED OPERATIONS:			
Income from operations of discontinued subsidiary	16,453	53,111	
Less income taxes	4,905	19,495	
	-----	-----	-----
	11,548	33,616	
	-----	-----	-----
Gain on disposal of subsidiary	342,782	-0-	
Less income taxes	245,218	-0-	
	-----	-----	-----
	97,564	-0-	
	-----	-----	-----
NET INCOME (LOSS)	\$ (221,219)	\$ 206,639	\$
	=====	=====	=====
NET INCOME (LOSS) PER SHARE - BASIC AND DILUTED			
Continuing operations	\$ (.07)	\$.03	\$
Discontinued operations	.02	.01	
	-----	-----	-----
	\$ (.05)	\$.04	\$
	=====	=====	=====

SEE ACCOMPANYING NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS.

Edgar Filing: CONSULIER ENGINEERING INC - Form 10QSB/A

CONSULIER ENGINEERING, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED UNAUDITED STATEMENTS OF CASH FLOWS

		Six Months Ended Jun

		2003

		(Unaudited)
OPERATING ACTIVITIES:		
Net income	\$	57,444
Adjustments to reconcile net income to net cash used in operations:		
Gain on sale of discontinued operations, net of taxes		(97,564)
Depreciation		12,778
Amortization		7,770
Undistributed (income) loss of equity investee		405,971
Investment income - related party		(1,384,932)
Deferred income taxes		175,921
Cash from discontinued operations		224,214
Change in operating assets and liabilities:		
Decrease (increase) in receivables and other current assets		104,335
(Increase) in income tax overpayment		(554,018)
Decrease (increase) in inventories		10,000
Increase (decrease) in accounts payable and accruals		(1,566)
Decrease in income tax payable		(26,312)

NET CASH USED IN OPERATIONS		(1,065,959)
INVESTING ACTIVITIES:		
Distributions from partnerships		1,960,605
Purchase of fixed assets		(13,519)
Contributions to partnership interest		(1,585,000)
Net proceeds (payments) from/to related parties		2,517,891

NET CASH PROVIDED BY INVESTING ACTIVITIES		2,879,977

INCREASE (DECREASE) IN CASH		1,814,018
CASH, BEGINNING OF PERIOD		262,303

CASH, END OF PERIOD	\$	2,076,321

SEE ACCOMPANYING NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS.

6

CONSULIER ENGINEERING, INC. AND SUBSIDIARIES
NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL
STATEMENTS AS OF JUNE 30, 2003

NOTE 1. BASIS OF PRESENTATION

Interim Financial Data

The accompanying unaudited condensed interim consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and with instructions to Form 10-QSB and Regulation S-B. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States of America for complete financial statements. However, management believes the accompanying unaudited condensed interim consolidated financial statements contain all adjustments, consisting of only normal recurring adjustments, necessary to present fairly the consolidated financial position of the Company as of June 30, 2003 and the results of their operations for the three and six months ended June 30, 2003 and 2002 and cash flows for the six months ended June 30, 2003 and 2002. The results of operations and cash flows for the periods are not necessarily indicative of the results of operations or cash flows that can be expected for the year ending December 31, 2003. For further information, refer to the consolidated financial statements and footnotes thereto included in the Company's annual report on Form 10-KSB for the year ended December 31, 2002.

Reclassifications

In order to maintain consistency and comparability between periods presented, certain amounts have been reclassified from the previously reported condensed interim consolidated financial statements in order to conform to the financial statement presentation of the current period.

Basis of Consolidation

The condensed consolidated financial statements include CONSULIER ENGINEERING, INC. (the "Company" or "Consulier"), and its wholly-owned subsidiaries, CONSULIER BUSINESS SERVICES, INC., ("CBSI") and C-6 PRODUCTS, INC ("C-6"), as well as SOUTHEAST AUTOMOTIVE ACQUISITION CORP. ("Southeast") (Note 2). All intercompany balances and transactions between the Company and its wholly-owned subsidiaries have been eliminated.

Use of Estimates

The preparation of financial statements in conformity with accounting principles

Edgar Filing: CONSULIER ENGINEERING INC - Form 10QSB/A

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 disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

7

CONSULIER ENGINEERING, INC. AND SUBSIDIARIES NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS AS OF JUNE 30, 2003

NOTE 1. BASIS OF PRESENTATION (CONTINUED)

Income Taxes

The income tax provision differs from the expected Federal statutory rates due primarily to the reversal of deferred tax assets related to the divestiture of Southeast (Note 2).

Amendment to Original 10-QSB

Pursuant to this Form 10-QSB/A the registrant amends "Part I Financial Information, Item 1. Financial Statements" in its quarterly Form 10-QSB for the quarterly period ended June 30, 2003. The financial statements reflect the presentation of the operations of Southeast Automotive as discontinued operations according to SFAS Number 144 for all periods presented including disclosures required by Paragraph 47 of SFAS Number 144.

The Company has recorded an additional loss from its investment in Systems Technology, LLC, as described in Note 4, which was due to a change and clarification of the allocation of losses as reflected in the operating agreement of the limited liability company, effective April 1, 2003. Accordingly, the provision for federal income taxes was adjusted to reflect the changes mentioned above. The Company also adjusted the gain on sale of discontinued operations and recorded the Company's stock received from the sale of discontinued operations as treasury stock on the accompanying condensed consolidated balance sheet as of June 30, 2003.

NOTE 2. DISCONTINUED OPERATIONS

On December 31, 2002, the Company sold 70% of the common stock of its wholly-owned subsidiary, Southeast, to executive officers of Southeast, in exchange for 45,000 shares of the Company's common stock, and a promissory note (the "Note") of approximately \$1,600,000 payable to the Company by Southeast for its pre-existing debt to the Company, collateralized by Southeast's assets, the common stock in Southeast and the purchasers' personal guarantees, limited to the cash in Southeast at December 31, 2002 of approximately \$228,000. The note bears interest at 6% and is payable in monthly installments of principal and interest of approximately \$9,600 beginning February 20, 2003.

On June 29, 2003, the Company transferred its remaining 30% of the common stock of Southeast to the former executive officers of Southeast in consideration of their agreement to change the method of calculating the purchase price of the seventy percent of common stock of Southeast and their agreement to amend the

Edgar Filing: CONSULIER ENGINEERING INC - Form 10QSB/A

note to reflect an original principal balance of \$1,764,581 with a term of 40 years from June 20, 2003, with a balloon payment of \$206,916 due on May 20, 2043; the remaining terms of the note were unchanged. On June 30, 2003, the Company sold and assigned the note to the majority stockholder of Consulier, together with its security interest for the consideration of \$1,762,575, the then current unpaid principal balance and accrued interest due on the note.

8

CONSULIER ENGINEERING, INC. AND SUBSIDIARIES NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS AS OF JUNE 30, 2003

NOTE 2. DISCONTINUED OPERATIONS (CONTINUED)

Since the note was sold and assigned, the Company is no longer considered to be a primary beneficiary. As such, Southeast is considered to be divested as of the assigned date, June 30, 2003, and as a result the Company recorded the operations and disposal of Southeast as discontinued operations.

Following is summarized unaudited financial information for the discontinued operations during the three and six months ended June 30, 2003 and 2002:

	2003		Three Months Ended June 30, 2002
	Three Months Ended June 30	Six Months Ended June 30	
Net Sales - Southeast Automotive	\$ 574,228	\$ 1,021,644	\$ 691,000
Income From Discontinued Operations Before Income Taxes	\$ 16,453	\$ 15,420	\$ 53,000
Income Tax	(4,905)	(4,905)	(19,000)
Net Income From Discontinued Operations \$	11,548	\$ 10,515	\$ 33,000
Net Income - Basic and Diluted	\$.01	\$.01	\$.01

NOTE 3. INVENTORIES

Inventories, stated at the lower of cost, determined on a first-in, first-out basis, or market, consist of finished goods related to CRA-Z Soap products.

CONSULIER ENGINEERING, INC. AND SUBSIDIARIES
 NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL
 STATEMENTS AS OF JUNE 30, 2003

NOTE 4. PARTNERSHIP AND LLC INTERESTS

The Company's interests consist of Consulier's investments in AVM, L.P., BioSafe Systems, LLC and Systems Technologies, LLC, which are accounted for using the equity method.

AVM, L.P.

Consulier owns approximately 10% of AVM's capital as of June 30, 2003. Based on capital and earnings distributions provided in the partnership agreement, Consulier was allocated approximately 8% of AVM's earnings during the three-month and six-month periods ended June 30, 2003 and 2002. Under the partnership agreement, Consulier may withdraw all or any portion of its capital account upon 30 days written notice. AVM's general partner may also expel Consulier from the partnership through payment of the balance of Consulier's capital account. Following is a summary of the results of operations of AVM and the income allocated to the Company:

	Three Months Ended June 30, (in thousands)		Six Month June 30, (in thousands)
	(Unaudited)		(Unaudited)
	2003	2002	2003
	-----	-----	-----
Revenue	\$ 19,562	\$ 9,842	\$ 36,997
Costs and expenses	10,408	5,890	20,777
	-----	-----	-----
Net income	\$ 9,154	\$ 3,952	\$ 16,220
	=====	=====	=====
Consulier's share of earnings	\$ 772	\$ 338	\$ 1,385
	=====	=====	=====

BIOSAFE SYSTEMS, LLC

The Company owns a 40% interest in BioSafe Systems, LLC. Bio Safe Systems, LLC's total assets (unaudited) at June 30, 2003 were approximately \$1,556,561. Following is a summary of the results of operations of BioSafe Systems, LLC and the income (losses) allocated to the Company:

	Three Months Ended June 30,	Six Month June 30,
--	--------------------------------	-----------------------

Edgar Filing: CONSULIER ENGINEERING INC - Form 10QSB/A

	(in thousands)		(in thousands)
	----- (Unaudited) 2003 2002 -----		----- (Unaudited) 2003 -----
Revenue	\$ 1,075	\$ 906	\$ 2,443
Costs and expenses	1,183	884	2,342
	-----	-----	-----
Net income (loss)	\$ (108)	\$ 22	\$ 101
	=====	=====	=====
Consulier's share of earnings (loss)	\$ 43)	\$ 9	\$ 40
	=====	=====	=====

10

CONSULIER ENGINEERING, INC. AND SUBSIDIARIES
NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL
STATEMENTS AS OF JUNE 30, 2003

NOTE 4. PARTNERSHIP AND LLC INTERESTS (CONTINUED)

SYSTEMS TECHNOLOGIES, LLC

During August 2002 the Company purchased a 14.25% interest in Systems Technologies, LLC, a Nevada limited liability company (ST, LLC). During the six months ended June 30, 2003, the Company made additional contributions of \$1,585,000 to increase its investment in ST, LLC. As of June 30, 2003, the Company's interest in ST, LLC totaled 29%. ST, LLC is a member of Patient Care Technology Systems, LLC, a California limited liability company (PCTS). ST, LLC's primary asset is its approximate 60% (at June 30, 2003) investment in PCTS. The original agreement provides that the losses from ST, LLC are allocated to ST, LLC principal shareholders. Effective April 1, 2003, the agreement was amended and stipulates that the Company receives allocated losses to the extent that the Company has made capital contributions during the current year or since inception. Consequently, the loss allocated to the Company is greater than 29%. The Company's principal shareholder owns approximately 46% of ST, LLC, and together with the Company's 29%, the ownership aggregates 75%. The Company can require the Company's principal shareholder to purchase its interest in ST, LLC for cash equal to the Company's capital account balance in ST, LLC at any time with 60 days written notice. Management has evaluated ST, LLC's projections and related assumptions regarding their operations. In this regard, management periodically compares actual results to these projections. Should actual results be significantly less than the projection a write down might be necessary. Following is a summary of the results of operations of ST, LLC and the losses allocated to the Company:

Three Months Ended
June 30,

Six Months
June 30,

Edgar Filing: CONSULIER ENGINEERING INC - Form 10QSB/A

	(in thousands)		(in thousands)
	(Unaudited)		(Unaudited)
	2003	2002	2003
Revenue	\$ 92	NA	\$ 183
Costs and expenses	1,102	NA	2,033
Net loss	\$ (1,010)	NA	\$ (1,850)
Consulier's share of loss	\$ (1,010)	NA	\$ (1,175)

11

CONSULIER ENGINEERING, INC. AND SUBSIDIARIES
NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
AS OF JUNE 30, 2003

NOTE 5. EARNINGS PER SHARE

Basic and diluted earnings per share for the three and six months ended June 30, 2003 and 2002 were as follows:

	Three Months Ended June 30,	
	2003	2002
BASIC EARNINGS PER SHARE COMPUTATION:		
NUMERATOR:		
Income (loss) from continuing operations	\$ (330,331)	\$ 173,023
Discontinued operations, net of income taxes	109,112	33,616
Net Income (Loss)	\$ (221,219)	\$ 206,639
DENOMINATOR:		
Average number of common shares outstanding	4,935,243	4,951,150

DILUTED EARNINGS PER SHARE COMPUTATION:

NUMERATOR:

Edgar Filing: CONSULIER ENGINEERING INC - Form 10QSB/A

Income (loss) from continuing operations	\$ (330,331)	\$ 173,023	\$
Discontinued operations, net of income taxes	109,112	33,616	
	-----	-----	
Net Income (Loss)	\$ (221,219)	\$ 206,639	\$
	=====	=====	
DENOMINATOR:			
Average number of common shares outstanding	4,935,243	4,951,150	
Incremental shares for assumed exercise of securities	16,528	11,124	
	-----	-----	
Total shares	4,951,771	4,962,274	
	=====	=====	

12

CONSULIER ENGINEERING, INC. AND SUBSIDIARIES
NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
AS OF JUNE 30, 2003

NOTE 6. SEGMENT INFORMATION

The Company's continuing operations are currently comprised of three segments; manufacturing, investing and corporate activities. These operating units are managed from the Company's Riviera Beach facility. As discussed in Note 2, Discontinued Operations, the Company sold its automotive part distribution as of June 30, 2003.

Detailed below are the results of operations by segment and the discontinued operations for the three and six months ended June 30, 2003 and 2002.

Three Months Ended June 30, 2003

	Manufacturing Activities -----	Investing Activities -----	Corporate Activities -----	Disco Oper -----
Revenue	\$ 27,200	\$ -0-	\$ -0-	\$
Operating Income (Loss)	(19,044)		(141,386)	
Other Income (Loss)		(267,181)	(13,080)	
Income (Loss) From				

Edgar Filing: CONSULIER ENGINEERING INC - Form 10QSB/A

Continuing Operations	(14,275)	(200,272)	(115,784)	
Income (Loss) From Discontinued Operations	-0-	-0-	-0-	
Assets	\$ 1,111,952	\$ 7,314,065	\$ 502,508	

Six Months Ended June 30, 2003

	Manufacturing Activities -----	Investing Activities -----	Corporate Activities -----	Disco Oper -----
Revenue	\$ 48,834	\$ -0-	\$ -0-	\$
Operating Income (Loss)	(23,149)		(238,347)	
Other Income (Loss)		274,833	(18,332)	
Income (Loss) From Continuing Operations	(23,149)	265,297	(292,783)	
Income (Loss) From Discontinued Operations				
Assets	\$ 1,111,952	\$ 7,314,065	\$ 502,508	

13

CONSULIER ENGINEERING, INC. AND SUBSIDIARIES

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

RESULTS OF OPERATIONS

THE FOLLOWING COMPARES THE RESULTS OF OPERATIONS FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2003 TO THE THREE AND SIX MONTHS ENDED JUNE 30, 2002:

During the quarter ended June 30, 2003, sales increased \$17,048 from the comparable amounts recorded during the quarter ended June 30, 2002. Net loss from continuing operations for the three months ended June 30, 2003 was \$330,331, or (\$0.07) per share, compared to net income of \$173,023, or \$0.03 per share, for the three months ended June 30, 2002 from continuing operations.

Investment income from AVM Limited, Inc. increased by approximately \$434,000 for the three months ended June 30, 2003 as compared with the three months ended

Edgar Filing: CONSULIER ENGINEERING INC - Form 10QSB/A

June 30, 2002. However, the undistributed loss from equity investees increased by more than \$1,060,000 for the same period. That coupled with the increase in selling general administrative expenses resulted in the loss from continuing operations.

AUTOMOTIVE PARTS DISTRIBUTION - Because of the assignment of the note on the disposition of the Southeast Automotive Parts Distribution subsidiary, all financial information is disclosed as discontinued operations. A \$97,564 gain on the disposal of subsidiary (net of income tax) was recorded in the second quarter 2003.

HOUSEHOLD AND TOOL PRODUCTS - C-6 incurred a net loss of \$5,277 in the second quarter of 2003, compared to a net loss of \$6,188 in the second quarter of 2002.

INVESTMENT IN AVM - Investment income from Consulier's AVM limited partnership interest was \$772,154 in the second quarter of 2003, a 129% increase from the comparable 2002 quarter's income of \$337,797. This represents annualized returns of 132% and 61%, respectively, on Consulier's average investment during each quarter.

INVESTMENT IN BIOSAFE - Equity in the loss of BioSafe was \$43,374 in the second quarter of 2003, compared to 2002 quarter's income of \$9,000. This represents the Company's 40% interest in BioSafe's net loss of approximately \$108,000 in the second quarter of 2003, compared to income of \$22,000 in the second quarter of 2002.

INVESTMENT IN ST, LLC - Equity in the loss of ST, LLC was \$1,009,267, in the second quarter of 2003. The company did not own an interest in ST, LLC in the second quarter of 2002.

CONSULIER ENGINEERING, INC. AND SUBSIDIARIES

LIQUIDITY AND CAPITAL RESOURCES

At June 30, 2003, Consulier's cash totaled \$2,076,321 as compared to \$262,303 at December 31, 2002. Net cash used by operations was \$564,025 for the second three months of 2003 compared to \$724,522 of net cash used in the second three months of 2002. Net cash used by investing activities was primarily additional investment in ST, LLC of \$1,585,000 offset by the distribution of \$1,384,932 from AVM.

The ability of Consulier to continue to generate cash flow in excess of its normal operating requirements depends almost entirely on the performance of its limited partnership investment in AVM. Consulier cannot, with any degree of assurance, predict whether there will be a continuation of the net return experienced in the period that the AVM limited partnership interest has been owned. However, Consulier does not expect that the rate of return will decline to the point where Consulier has negative cash flow. Furthermore, although AVM has given Consulier no indication of any intention on its part to redeem the partnership interest, there can be no assurance that AVM will not do so in the future.

CONSULIER ENGINEERING, INC. AND SUBSIDIARIES

FUTURE OUTLOOK

Based on AVM's recent operations and operating results over the past five years, management expects continued annualized returns in 2003 on Consulier's limited partnership investments. However, there is no guarantee that the annualized return of 132% in the second quarter of 2003 will be maintained.

The Company has developed a new formula for its Captain Cra-z Hand and All Purpose Soap and is expecting its first delivery of soap based on this formula from its new domestic manufacturer in the fourth quarter of 2003. Design changes to packaging to better serve the industrial as well as retail markets will be implemented and launched with the new formula.

The Company has formed a new wholly owned subsidiary, Consulier International, Inc. to market its Captain Cra-z Hand and All Purpose Soap, as well as its future products and to develop new retail and distribution outlets nationally and internationally. Specifics of Consulier International Inc.'s marketing plan have not been finalized. Clark T. Feezell, formerly Regional Manager for Ferguson Enterprise, Inc., a division of Wosleley, PLC (NYSE:WOS) will head Consulier International, Inc. which will start operations during the fourth quarter of 2003.

The Company intends to substantially increase its investment in ST, LLC over the next three to five years. While the exact amount of the Company's future investment has not been quantified at this time, it is expected that the investment will be between \$5 million and \$7 million. The exact amount will be based upon market acceptance of PCTS's Amelior products and the need for investment funds.

ITEM 3. CONTROLS AND PROCEDURES

Our management have conducted an evaluation of the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15e and 15d-15(e) promulgated under the Securities and Exchange Act of 1934, as amended) as of the end of the fiscal quarter covered by this report. Based upon that evaluation, our management has concluded that our disclosure controls and procedures are effective for timely gathering, analyzing and disclosing the information we are required to disclose in our reports filed under the Securities Exchange Act of 1934, as amended. There have been no significant changes made in our internal controls or in other factors that could significantly affect our internal controls during the fiscal quarter covered by this report.

CONSULIER ENGINEERING, INC. AND SUBSIDIARIESPART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

Edgar Filing: CONSULIER ENGINEERING INC - Form 10QSB/A

As of June 30, 2003, there were no legal proceedings pending against the Company or its subsidiaries nor did the Company have any knowledge of any proceedings which were being contemplated, except a personal injury claim concerning a fall from a lifeguard stand manufactured by the Company. Although the outcome of any litigation cannot be guaranteed with certainty and the Company maintains insurance coverage for this type of claim, there is a good likelihood that the Company will succeed in its defense of this claim.

ITEM 2. CHANGES IN SECURITIES

During the second quarter of 2003, there were no changes in the instruments defining the rights of the holders of any class of registered securities, nor were the rights evidenced by any class of registered securities limited or qualified by the issuance or modification of any other class of securities.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

During the second quarter of 2003, there have been no material defaults in the payment of principal, interest, or any other material default with respect to any indebtedness, nor has there been any arrearage in the payment of dividends of any class of stock.

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

During the second quarter of 2003, the Company did not submit any matters to a vote of security holders.

ITEM 5. OTHER INFORMATION

The Company has no other information to report, which might otherwise be reported under Form 8-K.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) EXHIBITS REQUIRED BY ITEM 601 OF REGULATION S-B

None

(b) CURRENT REPORTS ON FORM 8-K

Effective June 11, 2003, the accounting firm of BDO Seidman, LLP, of West Palm Beach, Florida was dismissed as the Company's auditor. Effective June 11, 2003, Goldstein Lewin & Co. of Boca Raton, Florida was appointed and retained by the Company as its auditor.

(c) 31.1 - Certification of Chief Executive Officer Pursuant to Section 302 of Sarbanes-Oxley Act of 2002

(d) 31.2 - Certification of Chief Financial Officer Pursuant to Section 302 of Sarbanes-Oxley Act of 2002

Edgar Filing: CONSULIER ENGINEERING INC - Form 10QSB/A

- (e) 32.1 - Certification of Chief Executive Officer Pursuant to Section 906 of Sarbanes-Oxley Act of 2002
- (f) 32.2 - Certification of Chief Financial Officer Pursuant to Section 906 of Sarbanes-Oxley Act of 2002

The Company has attached Exhibits 31.1, 31.2, 32.1 and 32.2 to this filing to comply with the requirements of the Sarbanes-Oxley Act of 2002.

18

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

CONSULIER ENGINEERING, INC.

(Registrant)

Date: November 15, 2003

By: /s/ Alan R Simon

ALAN R. SIMON, ESQ.
Secretary and Treasurer (Principal
Financial and Accounting Officer)

Date: November 15, 2003

By: /s/ Warren B. Mosler

Chairman of the Board, President
& Chief Executive Officer (Principal
Executive Officer)

19