FORM 10QSB/A

Optional form for quarterly and transition reports of small business issuers under section 13 or 15(d) [amend]

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FILER

ORDERPRO LOGISTICS INC

CIK:**1116884**| IRS No.: **860982348** | State of Incorp.:**NV** | Fiscal Year End: **1231**
Type: **10QSB/A** | Act: **34** | File No.: **000-30857** | Film No.: **1696858**
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Mailing Address
7400 N ORACLE ROAD #372
TUCSON AZ 85704

Business Address
7400 N ORACLE ROAD #372
TUCSON AZ 85704

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-QSB/A
(Amendment No. 1)

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

For the quarterly period ended: September 30, 2000

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

For the transition period from __________ to __________

Commission file number 0-30857

ORDERPRO LOGISTICS, INC.
(Exact name of small business issuer as specified in its charter)

Nevada	86-0982348
State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)

7400 N. Oracle Road, Suite 372, Tucson, AZ 85704
(Address of principal executive offices)

(520) 575-5745
(Issuer's telephone number)

FifthCAI, Inc.
(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 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 [X] No [ ]

As of November 16, 2000, the number of shares of Common Stock issued and outstanding was 4,900,000.

Transitional Small Business Disclosure Format (check one): Yes [ ] No [X]

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PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

ORDERPRO LOGISTICS, INC.
(FORMERLY FIFTHCAI, INC.)

BALANCE SHEET
SEPTEMBER 30, 2000
(Unaudited)

ASSETS

Current Assets	
Cash and cash equivalents	$ 42,929
Accounts receivable - trade	214,647
Due from officer and employee	145,012
Current Assets	402,588
Property and equipment, net of accumulated depreciation 23,415	
Purchased and internally developed software, net of Amortization	64,213
Customer lists, net of amortization	89,107
Deposits	150,000

Total Assets	$ 729,323

LIABILITIES AND STOCKHOLDERS' EQUITY

Liabilities	
Current Liabilities	
Accounts payable	$ 377,331
Accrued liabilities	16,492
Current Liabilities	393,823
Total Liabilities	393,823
Stockholders' Equity	
Common Stock - No par value, authorized 100,000,000 shares, issued and outstanding 4,900,000	490
Additional paid in capital	398,559
Retained Earnings	(63,549)
Total Stockholders' Equity	335,500
Total Liabilities and Stockholders' Equity	$ 729,323

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

ORDERPRO LOGISTICS, INC.
(FORMERLY FIFTHCAI, INC.)
STATEMENT OF OPERATIONS
FOR THE PERIOD FROM INCEPTION TO SEPTEMBER 30, 2000
(Unaudited)

Revenue	$ 468,174
Direct cost of revenue	364,299
Gross Profit	103,875
Expenses	
Administrative costs	42,996
Amortization and depreciation	5,478
Rent and occupancy costs	12,891
Employee costs	100,976
Interest expense	5,083
Total Costs	167,424
Loss before income tax benefit	(63,549)

Benefit of income taxes	--
Net Loss	$ (63,549)
Loss per common share	$ (0.01)
Weighted average shares outstanding	4,661,702

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

ORDERPRO LOGISTICS, INC.
(FORMERLY FIFTHCAI, INC.)
STATEMENT OF STOCKHOLDERS' EQUITY
FOR THE PERIOD FROM INCEPTION TO SEPTEMBER 30, 2000
(Unaudited)

<TABLE>
<CAPTION>

	Common Stock		Additional		
	Shares	Amount	Paid In Capital	Retained Earnings	Total
<S>	<C>	<C>	<C>	<C>	<C>
Balance at May 12, 2000, (date of incorporation)	752,000	$ 399,049	--	--	$ 399,049
Reorganization	3,908,000	(398,583)	$ 398,583	--	--
Acquisition of FifthCAI, Inc.	240,000	24	(24)	--	--
Net Loss	--	--	--	$ (63,549)	(63,549)
Balance at September 30, 2000	4,900,000	$ 490	$ 398,559	$ (63,549)	$ 335,500

</TABLE>

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

ORDERPRO LOGISTICS, INC.
(FORMERLY FIFTHCAI, INC)
STATEMENT OF CASH FLOWS
FOR THE PERIOD FROM INCEPTION TO SEPTEMBER 30, 2000
(Unaudited)

Loss from operations	$ (63,549)
Adjustments to reconcile net income from operations to net cash provided by (from) operating activities:	
Amortization and depreciation	5,478
Changes in operating assets and liabilities	

(Increase) in accounts receivable	(214,649)
(Increase) in due to officer and employee	(145,012)
(Increase in deposits	(150,000)
Increase in accounts payable	377,331
Increase in accrued liabilities	16,492
Net cash (used in) operating activities	(173,909)
Cash Flows from Investing Activities	
Acquisition of property and equipment	(100,537)
Net cash (used in) investing activities	(100,537)
Cash flows from financing activities	
Proceeds from sale of common stock	(317,375
Net cash provided by financing activities	317,375
Net increase in cash and cash equivalents	42,929
Cash and cash equivalents at beginning of period	0
Cash and cash equivalents at end of period	$ 42,929
Supplemental cash flow information:	
Noncash investing and financing activities:	
Property and equipment acquired for common stock	$ 81,674

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

ORDERPRO LOGISTICS, INC.
(FORMERLY FIFTHCAI, INC.)

NOTES TO FINANCIAL STATEMENT
FOR THE PERIOD FROM INCEPTION TO ENDED SEPTEMBER 30, 2000
(Unaudited)

NOTE 1 - THE COMPANY

OrderPro Logistics, Inc. (the "company") was incorporated in the state of Arizona on May 12, 2000. The company had no operations until July 2000. The company provides freight brokerage, and logistics services through internet access, on-sight presence and custom designed software.

On September 29, 2000, the company acquired FifthCAI, Inc., a public shell corporation, in a capital transaction accompanied by a stock recapitalization. FifthCAI, Inc. was incorporated on February 2, 2000 and had only limited operations until its acquisition by OrderPro Logistics on September 29, 2000. In conjunction with the acquisition, the company issued 240,000 shares of its common stock to the former stockholders for FifthCAI, Inc. On a pro forma basis, had the merger occurred on May 12, 2000, the combined loss would have been $1,300 greater. In conjunction with the acquisition, the company had a reorganization of it equity to establish a par value of $0.0001 per share and accomplish a 6.20 shares for one split.

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES

REVENUE AND EXPENSE RECOGNITION - The company recognized revenue when the freight is tendered to the carrier at origin, and the company records the concurrent liability to the carrier and any other expenses related to shipment for which the company is liable. Where the company does not assume the liability for payment of expenses, or risk of collection it recognizes commission upon performance of services.

ACCOUNTS RECEIVABLE - The company recognizes revenue based on its revenue recognition policy and provides an allowance for doubtful accounts based on the company's evaluation of credit worthiness and collection prospects for each client. All amounts are estimated to be collectible.

PROPERTY AND EQUIPMENT - Property and equipment are carried at cost less accumulated depreciation. Cost was determined based on the depreciated carrying value of the stockholder at the time the assets were placed in the company. Property and equipment is depreciated on a straight line basis over the estimated useful life of the asset, ranging from three to seven years,

PURCHASED AND INTERNALLY DEVELOPED SOFTWARE - The company is committed to completion of an internet and software system for its internal use and potentially for sale or lease to third parties. In accordance with the provisions of the American Institute of Certified Public Accountants Statement of Position 98-1, "Accounting for the Costs of Computer Software Developed or Obtained for Internal Use" the company has capitalized certain costs incurred in the development of internal-use software. The remaining development costs related to completion of this asset is estimated to be $200,000. The amounts capitalized as an asset of the company is being depreciated over its estimated useful life.

INCOME TAXES - The company accounts for income taxes under the provisions of Statement of Financial Accounting Standards (SFAS) No. 109, which requires the use of an asset and liability method of accounting. Under this method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

NOTE 3 - PROPERTY AND EQUIPMENT

Property and equipment consist of the following:

Computers	$13,772
Furniture and equipment	11,299

	25,071
Less: accumulated depreciation	1,656

$23,415
=======

Depreciation and amortization expense for the period ended September 30, 2000 was $1,656.

NOTE 4 - PURCHASED AND INTERNALLY DEVELOPED SOFTWARE

The company has capitalized the cost of developing internal use software proprietary to its business purpose. Under the provisions of SOP 98-1, the company capitalizes costs associated with software developed or obtained for internal use when both the preliminary project stage is completed and management has approved the project it determines to be probable of completion for the intended purpose. Capitalized costs include only 1) external direct costs of materials and services consumed in developing or obtaining internal-use software, 2) payroll and payroll-related costs for employees who are directly associated with and who devote time to the internal-use software project, and 3) interest costs incurred, when material, while developing internal use software. Capitalization of such costs ceases no later than the time when the project is substantially complete and ready for its intended purpose.

Research and development costs and other software maintenance costs are expensed as incurred. Software development costs are amortized using a straight-line method over a period of up to seven years, but not exceeding the expected useful life of the product.

The carrying value of software and development costs is regularly reviewed, and a loss is recognized when the value of estimated undiscounted cash flow benefit related to the asset falls below the unamortized cost.

Amortization of software costs and customer lists for the three months ending September 30, 2000 was $3,822.

NOTE 5 - INCOME TAXES

At September 30, 2000, the company has approximately $63,500 of net operating losses available to offset future income tax liability. There is no certainty as to the timing of such recognition nor that the company will be able to fully utilized these amounts. The effect of recognizing the tax effect of this loss resulted in a deferred income tax asset of approximately $25,400, which was fully offset by an equal valuation allowance.

Income tax benefit for the three months ended September 30, 2000 includes the following components:

	Federal	State	Total
Current credit	$(20,100)	$ (5,100)	$(25,200)
Deferred credit	(160)	(40)	(200)
	(20,260)	(5,140)	(25,400)

Valuation reserve	20,260	5,140	25,400
	$ 0	$ 0	$ 0

Income tax expense differs from amounts computed by applying the U.S. Federal income tax annualized rate of 34% to earnings before income taxes as a result of the following:

Computed "expected" tax expense	$21,600
Increase in income taxes resulting from:	
State income taxes, net of Federal income tax benefit	3,800

	$25,400
	=======

The tax effects of temporary differences that give rise to a deferred tax asset at September 30, 2000 is the excess of financial statement deduction over tax amortization of organizational expenses.

The deferred tax asset is $200 to be recognized for tax purposes over the next 49 months.

Realization of the net deferred tax asset is dependent on generating sufficient taxable income prior to their expiration. Tax effects are based on a 8.0% state and 34.0% federal income tax rates for a net combined rate of 39.3%. The realized net operating losses expire over the next 20 years, as follows:

Expiration	Amount
2021	$63,549
Total	$63,549

NOTE 6 - RELATED PARTY TRANSACTIONS

As part of the formation of the company, the major stockholder contributed furniture, property and related assets to the company in exchange for stock of the company. These assets were recorded at the net depreciated value of the assets held by the stockholders.

At September 30, 2000, the company has a receivable from an officer and director of the Company in the amount of $145,012.

NOTE 7 - LEASE COMMITMENTS

The company is obligated under a long term lease for office space in Tucson Arizona. The annual lease payments require monthly payments of $3,521 with annual escalation through May 31, 2003. Annual commitments for the calendar years are as follows:

2000	$ 17,603
2001	$ 43,478
2002	$ 45,652

2003	$ 19,406

NOTE 8 - STOCKHOLDERS' EQUITY

The company has 100,000,000 shares of $0.0001 par value stock authorized and 4,900,000 shares outstanding at September 30, 2000.

NOTE 9 - EARNINGS (LOSS) PER SHARE

Basic loss per share is calculated by dividing the net loss by the weighted average common shares outstanding during the period. There are no potential dilutive instruments at September 30, 2000.

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

RESULTS OF OPERATIONS

INTRODUCTION

The following discussion should be read in conjunction with the financial statements and notes thereto appearing elsewhere in this report. Certain statements made in this report relating to trends in the company's business, as well as other statements including words such as "believe", "expect", "estimate", "anticipate", and similar expressions, constitute forward looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. The matters referred to in these forward looking statements that could be affected by the risks and uncertainties include, but are not limited to, the effect of general economic and market conditions, including downturns in customers' business cycles, the availability and cost of qualified shippers, the availability and price of diesel fuel, the impact and cost of government regulations and taxes on the operations of the business, competition, as well as certain other risks described herein. Subsequent written and oral forward looking statements attributable to the company or persons acting on its behalf are expressly qualified in their entirety by the cautionary statements in this paragraph and elsewhere herein.

REVENUES AND OPERATING MARGINS

The company reported a net loss of $63,549 on revenues of $468,174 in the three months of operation from July 1, 2000 through September 30, 2000. Revenues for the period are less than anticipated due to a dramatic decline from one of the company's largest customer. An agreement to provide logistical services expired and the customer declined to renew the contract due to major marketing and operational difficulties within their company. It is unknown if this customer will require services at previous levels. The company continues to provide limited brokerage services to the customer but does not believe that the customer will return to its previous revenue levels unless they are able to solve their internal problems. The company's operating margin is less than originally anticipated due to overall negative marketing conditions within the trucking industry and the higher price of diesel fuel. During the third quarter of 2000 fewer owner-operators were willing to haul loads due to such higher fuel costs. Pricing to customers was not readily adjustable due to contractual restrictions and the competitive environment. Additionally, management was deeply involved in effectuating the reverse merger during the third quarter of 2000. At the end of the quarter management began an aggressive marketing strategy designed to add additional customers to the revenue base. During October and November (to date) multi-year contracts have been signed with two new logistics customers. It is anticipated that the addition of these two new customers will have an immediate positive impact on both the company's revenues and operating margins. Also, during October 2000 a new customer was added to the freight brokerage segment of the business. This customer has a nation-wide presence and management believes that it will increase both the revenue base and the operating margin. Hence, management expects improved operating results during the fourth quarter of 2000 and for the year 2001.

OPERATING EXPENSES

During the third quarter 2000 (the first quarter of operations by the company) operating expenses reflected the costs associated with funding company growth and effectuating the reverse merger. Administrative costs were higher due to one-time costs incurred in the reverse merger and travel costs associated with the marketing strategy implemented at the end of the quarter. Employee costs reflect the addition of the new personnel necessary to effectively manage

and operate the company as the marketing strategy is implemented. As new customers are signed to contracts additional personnel are required for both on-site and in supporting services. It is believed during the fourth quarter of 2000 hiring and training for all administrative functions will be completed. Additional hiring and training of on-site and support personnel will continue as needed to fulfill contractual obligations with new customers.

In an effort to expedite full implementation of OrderPro software, the Company has entered into a contract with outside sources to deliver a completed product by December 31, 2000. The increased functionality that the software will provide is a key element in the company's marketing and business development strategy.

FINANCIAL CONDITION

During the third quarter, 2000 the Company began the process of increasing equity capital to fund the growth of the Company. The Company's strategic plan requires additional capital to gain market advantage with both carriers and customers. Significant costs have been incurred in the development of the proprietary software and it is expected these costs to increase dramatically during the fourth quarter, 2000. Another major aspect of the strategic plan calls for rapid payment of carriers. Until such time as sufficient capital is available to fund both rapid payment of carriers and growth of the company this segment of the plan cannot be implemented. Currently, trade accounts receivable are less than trade accounts payable due to the use of cash to fund the growth of the company. During the third quarter 2000 a net $69,882 was raised in the sale of stock. At September 30, 2000, the company has a receivable from an officer and director of the company in the amount of $145,012. It is believed that the loan to will be fully repaid during the fourth quarter, 2000. If additional capital is not provided to the company it is believed that full implementation of the strategic plan would be in jeopardy.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

None.

ITEM 2. CHANGES IN SECURITIES AND USE OF PROCEEDS

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None

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

None.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

The following documents are filed as part of this report:

(a) Exhibits

None

(b) Reports on Form 8-K

The company has filed one report on Form 8-K on October 17, 2000 announcing the Merger and Plan of Reorganization, name change of the company to OderPro Logistics, Inc. and the resignation of the former Director and appointment of a new Board of Directors. The Form 8-K had attached to it the Merger and Plan of Reorganization, resignation of the Director and unaudited pro forma financial statements.

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.

DATED: August 3, 2001

OrderPro Logistics, Inc

By: /s/ Richard L. Windorski

Richard L. Windorski, President
and Chief Executive Officer

By: /s/ Alvan W. Lafrenz

Alvan W. Lafrenz, Chief Financial
Officer and Treasurer