

# SECURITIES AND EXCHANGE COMMISSION

## FORM 10QSB

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

Filing Date: **2004-08-12** | Period of Report: **2004-06-30**  
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### FILER

#### BYTEWATCH TECHNOLOGIES INC

CIK: **1120090** | IRS No.: **223720631** | State of Incorporation: **NJ** | Fiscal Year End: **1231**  
Type: **10QSB** | Act: **34** | File No.: **000-31367** | Film No.: **04970048**  
SIC: **9995** Non-operating establishments

Mailing Address  
4400 ROUTE 9 SOUTH  
2ND FLOOR  
FREEHOLD NJ 07708

Business Address  
4400 ROUTE 9 SOUTH  
2ND FLOOR  
FREEHOLD NJ 07728  
7324091212

U.S. 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 June 30, 2004

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

For the transition period from

Commission File No. 000-31367

BYTEWATCH TECHNOLOGIES, INC.

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

New Jersey  
(State or other jurisdiction of  
incorporation or organization)

22-3720631  
(I.R.S. Employer  
Identification No.)

9175 Mainwaring Rd., Sidney, BC V8L 1J9  
(Address of Principal Executive Offices)

(250) 656-4490  
(Issuer's telephone number)

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

Check whether the issuer (1) has filed all reports required to be filed by  
Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for  
such shorter period that the issuer 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 ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE  
PRECEDING FIVE YEARS:

Check whether the registrant has filed all documents and reports required to be  
filed by Sections 12, 13, or 15(d) of the Exchange Act subsequent to the  
distribution of securities under a plan confirmed by a court. Yes  No

State the number of shares outstanding of each of the issuer's classes of common  
equity, as of August 16, 2004: 5,000,000 shares of common stock.

Part I-- FINANCIAL INFORMATION

Item 1. Financial Statements

Item 2. Management's Discussion and Analysis of Financial Condition

Item 3. Control and Procedures

Part II-- OTHER INFORMATION

Item 1. Legal Proceedings

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Item 3. Defaults Upon Senior Securities

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

Item 5. Other Information

Item 6. Exhibits and Reports on Form 8-K

Signature

Item 1. Financial Information  
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BASIS OF PRESENTATION

The accompanying reviewed financial statements are presented in accordance with generally accepted accounting principles for interim financial information and the instructions to Form 10-QSB and item 310 under subpart A of Regulation S-B. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisting only of normal occurring accruals) considered necessary in order to make the financial statements not misleading, have been included. Operating results from inception (April 6, 2000) and six months ended June 30, 2004 are not necessarily indicative of results that may be expected for the year ending December 31, 2004. The financial statements are presented on the accrual basis.

Bytewatch Technologies, Inc.

FINANCIAL STATEMENTS

FOR THE PERIODS ENDING JUNE 30, 2004, 2003  
AND FROM INCEPTION TO JUNE 30, 2004

FINANCIAL STATEMENTS

For the periods ending June 30, 2004, 2003 and from inception through June 30, 2003

BYTEWATCH TECHNOLOGIES, INC.

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BYTEWATCH TECHNOLOGIES, INC.  
BALANCE SHEET  
As of June 30, 2004 and December 31, 2003

ASSETS  
-----

CURRENT ASSETS	June 30, 2004	December 31, 2002
<S> Cash		<C>
		\$ 0
		-----
		\$ 0
		-----
TOTAL ASSETS	\$ 0	\$ 0
	=====	=====

LIABILITIES AND STOCKHOLDERS' EQUITY  
-----

CURRENT LIABILITIES		
Accrued expenses	\$ 2,550	\$ 2,050
	-----	-----
TOTAL LIABILITIES	2,550	2,050
	-----	-----
STOCKHOLDERS' EQUITY		
Common Stock - par value \$0.0001; 100,000,000 shares authorized; 5,000,000 issued and outstanding	500	500
Additional paid in capital	443	443
Preferred Stock - Par value \$0.0001; 20,000,000 shares authorized; none issued and outstanding	0	0
Accumulated Deficit	(3,493)	(2,993)
	-----	-----
Total stockholders' equity	(2,550)	(2,050)
	-----	-----
TOTAL LIABILITIES AND EQUITY	\$ 0	\$ 0
	=====	=====

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

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BYTEWATCH TECHNOLOGIES, INC.  
STATEMENT OF OPERATIONS  
For the six months ended June 30, 2004, 2003, and  
from inception (April 6, 2000) through June 30, 2004

	Six Months Jun. 30, 2004	Six Months Jun. 30, 2003	From Inception To Jun. 30, 2004
REVENUE			
<S>	<C>	<C>	<C>
Sales	\$ 0	\$ 0	\$ 0
Cost of sales	0	0	0
GROSS PROFIT	0	0	0
GENERAL AND ADMINISTRATIVE EXPENSES	500	200	3,493
NET LOSS	(500)	(200)	(3,493)
ACCUMULATED DEFICIT, BEGINNING BALANCE	(2,993)	(2,368)	0
ACCUMULATED DEFICIT, ENDING BALANCE	\$ (3,493) =====	\$ (2,568) =====	\$ (3,493) =====
NET EARNINGS PER SHARE			
Basic and Diluted Net loss per share	(Less than .01)	(Less than .01)	
Basic and Diluted Weighted Average Number of Common Shares Outstanding	5,000,000	5,000,000	

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BYTEWATCH TECHNOLOGIES, INC.  
STATEMENT OF OPERATIONS  
For the three months ended June 30, 2004 and 2003

	Three Months Jun. 30, 2004	Three Months Jun. 30, 2003
REVENUE		
<S>	<C>	<C>
Sales	\$ 0	\$ 0
Cost of sales	0	0
	-----	-----
GROSS PROFIT	0	0
GENERAL AND ADMINISTRATIVE EXPENSES	250	100
	-----	-----

ACCUMULATED DEFICIT, ENDING BALANCE

\$ (250)  
=====

\$ (100)  
=====

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

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BYTEWATCH TECHNOLOGIES, INC.  
STATEMENT OF STOCKHOLDERS' EQUITY  
From inception (April 6, 2000) through June 30, 2004

	SHARES	COMMON STOCK AND APIC	ACCUMULATED DEFICIT	TOTAL
	-----	-----	-----	-----
<S>	<C>	<C>	<C>	<C>
Stock issued for cash	5,250,000	\$ 625		\$ 625
Net loss			\$ (797)	(797)
Total at December 31, 2000	5,000,000	625	(797)	(172)
Contributed capital by shareholders		200		200
Net loss			(943)	(943)
Total at December 31, 2001	5,000,000	825	(1,740)	(915)
Contributed capital by shareholders		118		118
Net loss			(628)	(628)
Total at December 31, 2002	5,000,000	943	(2,368)	(1,425)
Net loss			(625)	(625)
Total at December 31, 2003	5,000,000	943	(2,993)	(2,050)
Net loss			(500)	(500)
Total at June 30, 2004	5,000,000	\$ 943	\$ (3,493)	\$ (2,550)
	=====	=====	=====	=====

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

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BYTEWATCH TECHNOLOGIES, INC.  
STATEMENT OF CASH FLOWS  
For the six months ended June 30, 2004, 2003 and  
from inception (April 6, 2000) through March 31, 2004

CASH FLOWS FROM OPERATING ACTIVITIES	Jun. 30, 2004	Jun. 30, 2003	From Inception
<S>	<C>	<C>	<C>
Net income (loss)	\$ (500)	\$ (200)	\$ (3,493)
Increases (Decrease) in accrued expenses	250	200	2,550
	-----	-----	-----
NET CASH PROVIDED OR (USED) IN OPERATIONS	(0)	(0)	(943)
CASH FLOWS FROM INVESTING ACTIVITIES			
None	0	0	0
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from issuance of common stock	0	0	625
Proceeds from capital contributions	0	0	318
	-----	-----	-----
	0	0	943
CASH RECONCILIATION			
Net increase (decrease) in cash	0	0	0
Beginning cash balance	0	0	0
	-----	-----	-----
CASH BALANCE, ENDING	\$ 0	\$ 0	\$ 0
	=====	=====	=====

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

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BYTEWATCH TECHNOLOGIES, INC.

FOOTNOTES TO THE FINANCIAL STATEMENTS

1. Summary of significant accounting policies:

Industry - Bytewatch Technologies, Inc. (The Company), was formerly known as

Segway VIII Corp. The Company was incorporated in the state of New Jersey on April 6, 2000 and plans to locate and negotiate with a business entity for the combination of the Company. The combination will normally take the form of a merger, stock-for-stock exchange or stock-for-assets exchange. In most instances the target company will wish to structure the business combination to be within the definition of a tax-free reorganization under Section 351 or Section 368 of the Internal Revenue Code of 1986, as amended. No assurances can be given that The Company will be successful in locating or negotiating with any target company.

The Company has been formed to provide a method for a foreign or domestic

private company to become a reporting ("public") company whose securities are qualified for trading in the United States secondary market.

Results of Operations and Ongoing Entity - The Company is considered to be an

ongoing entity. The Company's shareholders fund any shortfalls in The Company's cash flow on a day to day basis during the time period that The Company is in the development stage.

Liquidity and Capital Resources - In addition to the stockholder funding capital

shortfalls; The Company anticipates interested investors that intend to fund the Company's growth once a business is located.

Cash and Cash Equivalents - The Company considers cash on hand and amounts on

deposit with financial institutions which have original maturities of three months or less to be cash and cash equivalents.

Basis of Accounting - The Company's financial statements are prepared in

accordance with generally accepted accounting principles.

Income Taxes - The Company utilizes the asset and liability method to measure

and record deferred income tax assets and liabilities. Deferred tax assets and liabilities reflect the future income tax effects of temporary differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and are measured using enacted tax rates that apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Deferred tax assets are reduced by a valuation allowance when in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. At this time, The Company has set up an allowance for deferred taxes as there is no company history to indicate the usage of deferred tax assets and liabilities.

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BYTEWATCH TECHNOLOGIES, INC.

FOOTNOTES TO THE FINANCIAL STATEMENTS

Fair Value of Financial Instruments - The Company's financial instruments may

include cash and cash equivalents, short-term investments, accounts receivable, accounts payable and liabilities to banks and shareholders. The carrying amount of long-term debt to banks approximates fair value based on interest rates that are currently available to The Company for issuance of debt with similar terms and remaining maturities. The carrying amounts of other financial instruments approximate their fair value because of short-term maturities.

Concentrations of Credit Risk - Financial instruments which potentially expose

The Company to concentrations of credit risk consist principally of operating demand deposit accounts. The Company's policy is to place its operating demand deposit accounts with high credit quality financial institutions. At this time The Company has no deposits that are at risk.

2. Related Party Transactions and Going Concern:

The Company's financial statements have been presented on the basis that it is a going concern in the development stage, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. At this time The Company has not identified the business that it wishes to engage in.



The Company's shareholders fund The Company's activities while The Company takes steps to locate and negotiate with a business entity for combination; however, there can be no assurance these activities will be successful.

3. Accounts Receivable and Customer Deposits:  
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Accounts receivable and Customer deposits do not exist at this time and therefore have no allowances accounted for or disclosures made.

4. Use of Estimates:  
-----

Management uses estimates and assumptions in preparing these financial statements in accordance with generally accepted accounting principles. Those estimates and assumptions affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities, and the reported revenue and expenses. Management has no reason to make estimates at this time.

5. Revenue and Cost Recognition:  
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The Company uses the accrual basis of accounting in accordance with generally accepted accounting principles for financial statement reporting.

6. Accrued Expenses:  
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Accrued expenses consist of accrued legal, accounting and office costs during this stage of the business.

7. Operating Lease Agreements:  
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The Company has no agreements at this time.

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BYTEWATCH TECHNOLOGIES, INC.

FOOTNOTES TO THE FINANCIAL STATEMENTS

=====  
8. Stockholder's Equity:  
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Common Stock includes 100,000,000 shares authorized at a par value of \$0.0001, of which 5,000,000 have been issued for the amount of \$625. The shareholders contributed an additional \$200 to capital during the year 2001 and \$118 during the year 2002. The Company has also authorized 20,000,000 shares of preferred stock at a par value of \$0.0001, none of which have been issued.

9. Required Cash Flow Disclosure for Interest and Taxes Paid:  
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The company has paid no amounts for federal income taxes and interest.

10. Earnings Per Share:  
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Basic earnings per share ("EPS") is computed by dividing earnings available to common shareholders by the weighted-average number of common shares outstanding for the period as required by the Financial Accounting Standards Board (FASB) under Statement of Financial Accounting Standards (SFAS) No. 128, "Earnings per Shares". Diluted EPS reflects the potential dilution of securities that could share in the earnings.

11. Income Taxes:  
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The Company has a net operating loss of \$3,245 that will expire during the years 2020 through 2024. These net operating loss carry-forwards have been completely reserved through an allowance account so that no deferred tax assets results in the balance sheet.

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Item 2. Management's Discussion and Analysis of Financial Conditions and Results of Operations

-----  
Plan of Operation  
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The Registrant is continuing its efforts to locate a merger Candidate for the purpose of a merger. It is possible that the registrant will be successful in locating such a merger candidate and closing such merger. However, if the registrant cannot effect a non-cash acquisition, the registrant may have to raise funds from a private offering of its securities under Rule 506 of Regulation D. There is no assurance the registrant would obtain any such equity funding.

Results of Operation  
-----

The Company did not have any operating income from inception (April 6, 2000) through June 30, 2004. For the quarter ended June 30, 2004, the registrant recognized a net loss of \$250 as compared to \$100 in the prior year. Some general and administrative expenses during the year were accrued. Expenses for the year were comprised of costs mainly associated with legal, accounting and office.

Liquidity and Capital Resources  
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At June 30, 2004 the Company had no cash resources. There are no other capital resources and the Company will rely upon the issuance of common stock and additional capital contributions from shareholders to fund administrative expenses pending acquisition of an operating company.

Item 3. Controls and Procedures  
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(a) Evaluation of disclosure controls and procedures.

Our Chief Executive Officer and Chief Financial Officer (collectively the "Certifying Officers") maintain a system of disclosure controls and procedures that is designed to provide reasonable assurance that information, which is required to be disclosed, is accumulated and communicated to management timely. Under the supervision and with the participation of management, the Certifying Officers evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule [13a-14(c)/15d-14(c)] under the Exchange Act) within 90 days prior to the filing date of this report. Based upon that evaluation, the Certifying Officers concluded that our disclosure controls and procedures are effective in timely alerting them to material information relative to our company required to be disclosed in our periodic filings with the SEC.

(b) Changes in internal controls.

Our Certifying Officer has indicated that there were no significant changes in our internal controls or other factors that could significantly affect such controls subsequent to the date of his evaluation, and there were no such control actions with regard to significant deficiencies and material weaknesses.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

None

Item 2. Changes in Securities.

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 of Form 8-K.

(a) Exhibits

33.1 Certification pursuant to Section 302 of Sarbanes Oxley Act of 2002

33.2 Certification pursuant to Section 906 of Sarbanes Oxley Act of 2002

(b) Reports of Form 8-K

No reports on Form 8-K were filed during the quarter ended  
June 30, 2004.

#### SIGNATURES

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

BYTEWATCH TECHNOLOGIES INC.

Date: August 12, 2004

/s/ Richard Plotnikoff

-----  
Richard Plotnikoff  
President, Secretary and Director

CERTIFICATION  
OF CHIEF EXECUTIVE OFFICER  
AND CHIEF FINANCIAL OFFICER  
PURSUANT TO 18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO SECTION 302 OF  
THE SARBANES-OXLEY ACT OF 2002

I, Rick Plotnikoff, certify that:

1. I have reviewed this Form 10-QSB of Bytewatch Technologies, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the small business issuer as of, and for, the periods present in this report;
4. The small business issuers other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13-a-15(f) and 15d-15(f)) for the small business issuer and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the small business issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principals;
  - (c) Evaluated the effectiveness of the small business issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such

evaluation; and

(d) Disclosed in this report any change in the small business issuer's internal control over financing reporting that occurred during the small business issuer's most recent fiscal quarter (the small business issuer's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the small business issuer's internal control over financial reporting; and

5. The small business issuer's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the small business issuer's auditors and the audit committee of the small business issuer's board of directors (or persons performing the equivalent functions): (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonable likely to adversely affect the small business issuer's ability to record, process, summarize and report financial information; and (b) Any fraud, whether or not material, that involved management or other employees who have a significant role in the small business issuer's internal control over financial reporting.

Dated: August 12, 2004

/s/ Rick Plotnikoff

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Rick Plotnikoff  
Chief Executive Officer  
Chief Financial Officer

CERTIFICATION OF  
CHIEF EXECUTIVE OFFICER AND  
CHIEF FINANCIAL OFFICER  
PURSUANT TO 18 U.S.C. SECTION 1350

In connection with the accompanying Quarterly Report on Form 10-QSB of Bytewatch Technologies, Inc. for the quarter ending June 30, 2004, I, Rick Plotnikoff, Chief Executive Officer and Chief Financial Officer of Bytewatch Technologies, Inc. hereby certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley act of 2002, to the best of my knowledge and belief, that:

1. Such Quarterly Report of Form 10-QSB for the period ending June 30, 2004, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in such Quarterly Report on Form 10-QSB for the period ended June 30, 2004, fairly represents in all material respects, the financial condition and results of operations of Bytewatch Technologies, Inc.

Dated: August 12, 2004

BYTEWATCH TECHNOLOGIES, INC.

By: /s/ Rick Plotnikoff

-----  
Chief Executive Officer  
Chief Financial Officer