

SENTEX SENSING TECHNOLOGY INC
Form 10QSB
April 19, 2007

**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**

Commission File No. 0-13328
For the quarterly period ending February 28, 2007

SENTEX SENSING TECHNOLOGY, INC.
(Exact name of registrant as specified in its charter)

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

22-2333899
(I.R.S. Employer
Identification No.)

1801 East Ninth Street
Cleveland, Ohio
(Address of principal executive
offices)

44114
(Zip Code)

(216) 687-0289
(Registrant's telephone number including area code)

Securities registered pursuant to Section 12 (b) of the Exchange Act:
None

Securities registered pursuant to Section 12 (g) of the Exchange Act:
Common Shares, no par value

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities and Exchange Act of 1934 during the preceding 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
—

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act. Yes_ No X

Number of shares of Common Shares (No Par Value) of SENTEX SENSING TECHNOLOGY, Inc., issued and outstanding as of February 28, 2007 is 199,847,764.

SENTEX SENSING TECHNOLOGY, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEET
NOVEMBER 30, 2006 AND FEBRUARY 28, 2007

	November 30, 2006 (Audited)	February 28, 2007 (Unaudited)
<u>ASSETS</u>		
OTHER ASSETS		
Distribution agreement	1,900,000	1,900,000
TOTAL ASSETS	\$ 1,900,000	\$ 1,900,000
<u>LIABILITIES AND STOCKHOLDERS' EQUITY</u>		
CURRENT LIABILITIES		
Notes payable:		
Related party	\$ 7,726,012	\$ 7,857,277
Trade and other accounts payable (\$441,671 and \$441,671 to related parties)	533,760	507,257
Accrued liabilities	-	
Consulting contracts payable	-	
Convertible subordinated notes payable	12,423	12,423
TOTAL CURRENT LIABILITIES	8,272,195	8,376,956
STOCKHOLDERS' EQUITY		
Common stock, no par value		
Authorized - 200,000,000 shares		
Issued - 199,847,764 shares		
Outstanding - 199,847,764 shares	4,767,579	4,767,579
Accumulated deficit	(11,139,774)	(11,244,535)
TOTAL STOCKHOLDERS' EQUITY	(6,372,195)	(6,476,956)
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$ 1,900,000	\$ 1,900,000

See Notes to Consolidated Financial Statements

SENTEX SENSING TECHNOLOGY, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS FOR THE THREE MONTHS
ENDED FEBRUARY 28, 2006 AND FEBRUARY 28, 2007 (UNAUDITED)

	Three Months Ended	
	Feb 28, 2006	Feb 28, 2007
REVENUES		
Sales	\$ -	\$ -
Interest and other income	5,246	-
Total Revenues	5,246	-
COST OF GOODS SOLD		
	-	-
GROSS PROFIT	5,246	-
OPERATING EXPENSES		
Administration	26,777	6,480
Total expenses	26,777	6,480
LOSS FROM OPERATIONS	(21,531)	(6,480)
OTHER EXPENSE		
Interest Expense	110,752	98,281
NET LOSS	(132,283)	(104,762)
NET PROFIT(LOSS) PER SHARE (BASIC AND DILUTED)		
	\$ (0.00)	\$ (0.00)
WEIGHTED NUMBER OF SHARES OUTSTANDING	103,764,911	199,847,764

See Notes to Consolidated Financial Statements

SENTEX SENSING TECHNOLOGY, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOW FOR THE THREE MONTHS
ENDED FEBRUARY 28, 2006 AND FEBRUARY 28, 2007 (UNAUDITED)

	Three Months Ended	
	Feb 28, 2006	Feb 28, 2007
OPERATING ACTIVITIES:		
Net loss	\$ (132,283)	\$ (104,762)
Adjustment to reconcile net loss to net cash used by operating activities:		
Depreciation and amortization	-	-
Noncash interest expense	110,752	98,281
Accounts receivable	-	-
Inventories	-	-
Other assets	-	-
Accounts payable	(18,818)	(26,503)
Accrued liabilities	-	-
Total Adjustments	91,934	71,778
Net cash used by operating activities	(40,349)	(32,984)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds on notes and accounts payable - related party	40,281	32,984
Payments on note payable - related party	-	-
Net cash provided by financing activities	40,281	32,984
NET INCREASE (DECREASE) IN CASH	(68)	-
CASH - BEGINNING OF PERIOD	68	-
CASH - END OF PERIOD	\$ -	\$ -
Supplemental disclosure of cash flow information:		
Cash paid during the quarter for:		
Interest	\$ -	\$ -

See Notes to Consolidated Financial Statements

SENTEX SENSING TECHNOLOGY, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

(1) In the opinion of management, the unaudited financial statements contain all adjustments (consisting of only normal recurring accruals and repayments) necessary to present fairly the financial position at February 28, 2007 and the results of operations and cash flows for the three months ended February 28, 2006 and February 28, 2007.

These interim statements should be read in conjunction with the audited financial statements and notes thereto included in the Company's Annual Report on Form 10-KSB for the fiscal year ended November 30, 2006 (Commission File No. 2-13328).

(2) The results of operations for the three months ended February 28, 2006 and February 28, 2007 are not necessarily indicative of the results to be expected for the full year.

(3) PROFIT(LOSS) PER SHARE

Profit(loss) per share is calculated using the weighted average number of common shares outstanding. Potentially dilutive securities are insignificant.

(4) PRINCIPLES OF CONSOLIDATION

The consolidated financial statements include the accounts of Sentex Sensing Technology, Inc. and its wholly-owned subsidiaries (the "Company"). All material inter-company accounts and transactions have been eliminated in consolidation.

(5) LEGAL PROCEEDINGS

State of Ohio, Department of Administrative Services v. IQ Solutions, LLC, et al.; Case No. 03-CVH05-6054; Franklin County Common Pleas Court, Ohio.

During October 2004, the Company was dismissed without prejudice from the above-caption and previously disclosed matter.

SENTEX SENSING TECHNOLOGY, INC. AND SUBSIDIARIES
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION
AND RESULTS OF OPERATIONS

FINANCIAL CONDITION

Working Capital and Liquidity

During the last several fiscal years, the Company has incurred losses from operations. In addition, the Company's certified public accountants, Hausser + Taylor LLC, have included in their auditors' report, which covers the Company's financial statements for the years ended November 30, 2005 and November 30, 2006, a statement that the Company's recurring losses from operations raised substantial doubt about the Company's ability to continue as a going concern. For the period ended November 20, 2005 and Fiscal Year 2006, the Company sustained losses of approximately \$377,000 and \$579,000, respectively. These losses have had a substantial adverse effect on the working capital of the Company.

Net Tax Operating Loss Carryforwards

As of February 28, 2007 the Company has approximately \$17,060,000 in net tax operating loss carryforwards which will expire at various dates through the year 2027. Federal tax law imposes restrictions on the use of net operating loss carryforwards in the event of a change in ownership, such as a merger. Due to the merger with Monitek, approximately \$6,265,000 of the \$17,060,000 net operating losses may be subject to these limitations and potentially may not be able to provide any economic benefit to the Company.

RESULTS OF OPERATIONS

On November 20, 2005, JJJ-RT, LLC assumed the operations of the former Regency Technologies, Ltd.

The Company currently has no active operation. Expenses shown on the Consolidated Statement of Operations include corporate administrative overhead only.

Investment in Regency Technologies, Ltd.:

Due to a change in control, the Company now accounts for its investment in JJJ-RT, LLC on the equity method. However, losses and distributions have exceeded the Company's investment in JJJ-RT, LLC. Accordingly, the Company has reflected such investments at zero. The Company's share of future losses in this investment will be suspended for book purposes. Furthermore the Company's share in future income will not be recognized until the aggregate of such income equals the aggregate of their suspended losses.

The net loss on disposal of subsidiary (Regency Technologies, Ltd.) is the result of recognizing the net investment deficit in Regency as of November 20, 2005 as income to bring the value of the investment to zero and decreasing that gain by the forgiveness of inter-company debt as stated in the Contribution and Investment Agreement.

SENTEX SENSING TECHNOLOGY, INC. AND SUBSIDIARIES
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION
AND RESULTS OF OPERATIONS (continued)

The following table sets forth certain summarized financial information of JJJ-RT, LLC, the Company's only investment, based upon the applicable financial statements, adjusted for accounting principles generally accepted in the United States of America. This information is for the eight months ended February 28, 2007 and has not been audited or reviewed.

BALANCE SHEET DATA		2006
Current assets	\$	582,223
Leasehold improvements		15,439
Computer and office equipment		141,523
Goodwill/client lists		294,786
Other assets		426
 Total assets		 1,034,397
 Current liabilities		 61,434
 Other liabilities		 1,063
 Partners' equity		 971,900
 Total liabilities and partners' equity	\$	 1,034,397
 STATEMENT OF INCOME DATA		
Revenues	\$	780,716
Net income(loss)	\$	64,736

SUBSEQUENT EVENT

Since the conclusion of Fiscal Year 2006, the Company has been working diligently to raise capital and do a strategic acquisition that will move us forward very quickly.

We have reached preliminary agreements with several entities and consequently signed a Memorandum of Understanding (MOU) with these organizations.

Our goal is to achieve final agreements under documentation that all parties can live with and bring them to a final conclusion.

We will attempt to keep you posted as we have through press releases and other communications.

SENTEX SENSING TECHNOLOGY, INC. AND SUBSIDIARIES
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION
AND RESULTS OF OPERATIONS (continued)

CHANGES IN ACCOUNTING STANDARDS

New Accounting Standards - In September 2006, the Financial Accounting Standards Board ("FASB") issued Statement of Financial Accounting Standards No. 158 ("SFAS 158"), "Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans — an amendment of FASB Statements No. 87, 88, 106, and 132(R)", effective for the Company for the year ending December 31, 2006. This statement requires the recognition of the overfunded or underfunded status of a defined benefit postretirement plan as an asset or liability on the balance sheet, and the recognition of changes in that funded status through other comprehensive income. The Company does not believe the adoption of this standard will have a material impact on the consolidated financial statements.

In September 2006, the FASB issued Statement of Financial Accounting Standards No. 157 ("SFAS 157"), "Fair Value Measurements", effective for the Company beginning on January 1, 2008. This Statement defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. This statement establishes a fair value hierarchy that distinguishes between valuations obtained from sources independent of the entity and those from the entity's own unobservable inputs that are not corroborated by observable market data. SFAS 157 expands disclosures about the use of fair value to measure assets and liabilities in interim and annual periods subsequent to initial recognition. The disclosures focus on the inputs used to measure fair value and for recurring fair value measurements using significant unobservable inputs, the effect of the measurements on earnings or changes in net assets for the period. The Company does not believe the adoption of this standard will have a material impact on the consolidated financial statements.

In June 2006, the FASB issued Interpretation No. 48 ("FIN 48"), "Accounting for Uncertainty in Income Taxes, an interpretation of FASB Statement No. 109, Accounting for Income Taxes," effective for the Company beginning on January 1, 2007. FIN 48 clarifies the recognition threshold a tax position is required to meet before being recognized in the financial statements. FIN 48 also provides guidance on disclosure and other matters. Currently, the Company does not expect this guidance to have a material impact on its financial statements.

In March 2006, the FASB issued Statement of Financial Accounting Standards No. 156, "Accounting for Servicing of Financial Assets" ("SFAS 156"), which amends accounting and reporting standards for servicing assets and liabilities under Statement of Financial Accounting Standards No. 140, "Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities". Specifically, SFAS 156 requires that all separately recognized servicing assets and servicing liabilities be initially measured at fair value, if practicable. For subsequent measurement purposes, SFAS 156 permits an entity to choose to measure servicing assets and liabilities either based on fair value or lower of cost or market. The Company does not believe the adoption of this standard will have a material impact on the consolidated financial statements.

In February 2007, the FASB issued Statement of Financial Accounting Standards No. 159 ("SFAS 159"), "The Fair Value Option for Financial Assets and Financial Liabilities", effective for the Company beginning on January 1, 2008. This Statement provides entities with an option to report selected financial assets and liabilities at fair value, with the objective to reduce both the complexity in accounting for financial instruments and the volatility in earnings caused by measuring related assets and liabilities differently. The Company does not believe the adoption of this standard will have a material impact on the consolidated financial statements.

SENTEX SENSING TECHNOLOGY, INC. AND SUBSIDIARIES
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION
AND RESULTS OF OPERATIONS (continued)

CAUTIONARY STATEMENT FOR PURPOSES OF THE "SAFE HARBOUR" OF THE PRIVATE SECURITIES
LITIGATION REFORM ACT OF 1995.

Certain statements in the Management's Discussion and Analysis of Financial Condition and Results of Operations and the Financial Statements included in this Annual Report on Form 10-KSB, in the Company's press releases and in oral statements made by or with the approval of an authorized executive officer of the Company constitute "forward-looking statements" as that term is defined under the Private Securities Litigation Reform Act of 1995. These may include statements projecting, forecasting or estimating Company performance and industry trends. The achievement of the projections, forecasts or estimates is subject to certain risks and uncertainties. Actual results and events may differ materially from those projected, forecasted or estimated. The applicable risks and uncertainties include general economic and industry conditions that affect all business, as well as matters that are specific to the Company and the markets it serves.

Specific risks to the Company include an inability of the Company to finance its working capital needs. In light of this and other uncertainties, the inclusion of a forward-looking statement herein should not be regarded as a representation by the Company that the Company's plans and objectives will be achieved.

CONTROLS AND PROCEDURES

The Company's Chief Executive Officer and Principal Accounting Officer, after evaluating the effectiveness of the Company's disclosure controls and procedures pursuant to Exchange Act Rule 13a-15(e) as of the end of the period covered by this report, have concluded that the Company's disclosure controls and procedures were effective.

There were no changes in the Company's internal controls over financial reporting that occurred during the Company's last fiscal quarter to which this report relates that have materially affected, or are reasonably likely to materially affect, the Company's internal controls over financial reporting.

SIGNATURE

Pursuant to the requirements of Section 13 or 15(d) of the Securities Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized:

Date: April 20, 2007 SENTEX SENSING TECHNOLOGY, INC.

By:

/s/ Henrik Rubinstein

Henrik Rubinstein, President

/s/ Robert S. Kendall

Robert S. Kendall, Chairman and Treasurer

/s/ William R. Sprow

William R. Sprow, Chief Financial Officer

/s/ William R. Sprow

William R. Sprow, Controller

EXHIBITS AND REPORTS ON FORM 8-K

a) Exhibit 31.1302 Certification of Chief Executive Officer

Exhibit 31.2 302 Certification of Chief Financial Officer

Exhibit 32.1 Certification Pursuant To 18 U. S. C. Section 1350, As Adopted Pursuant To Section 906 Of The Sarbanes-Oxley Act of 2002

Exhibit 32.2 Certification Pursuant To 18 U. S. C. Section 1350, As Adopted Pursuant To Section 906 Of The Sarbanes-Oxley Act of 2002

b) One report on Form 8-K was filed with the Commission during the small business issuer's third quarter of Fiscal Year 2006.