

ATLANTIC WINE AGENCIES INC  
Form 10-Q  
February 19, 2009

FORM 10-Q

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

For the quarterly period ended December 31, 2008

OR

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 333-63432

Atlantic Wine Agencies, Inc.  
(Exact name of registrant as specified in its charter)

Florida  
(State or other jurisdiction of  
Identification No.)

65-1102237  
(I.R.S. Employer or organization)

650 Notre Dame West  
Suite 700, 205 5th Ave sw  
Calgary, Alberta  
T2P 2V7  
(Address of principal executive offices) (Zip Code)

(917) 660-5755 (Registrant's telephone number, including area code)

c/o Sanders Ortoli Vaughn Flam Rosenstadt  
501 Madison Ave. 14th Floor  
New York, NY 10022

(Former address of principal executive offices) (Zip Code)

212-588-0022  
(Registrant's former telephone number, including area code)

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 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  or No

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company.

Large Accelerated Filer  Accelerated Filer  Non-Accelerated Filer  Smaller Reporting Company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  or No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date (February 19, 2009): 4,720,953

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## PART I - FINANCIAL INFORMATION

## SPECIAL NOTICE REGARDING FORWARD-LOOKING STATEMENTS

We are including the following cautionary statement in this Form 10-Q to make applicable and take advantage of the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995 for any forward-looking statement made by, or on behalf of, us. This 10-Q, press releases issued by us, and certain information provided periodically in writing and orally by our designated officers and agents contain statements which constitute forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. The words “expect”, “believe”, “goal”, “plan”, “intend”, “estimate”, and similar expressions and variations thereof used are intended to specifically identify forward-looking statements. Where any such forward-looking statement includes a statement of the assumptions or basis underlying such forward-looking statement, we caution that assumed facts or basis almost always vary from actual results, and the differences between assumed facts or basis and actual results can be material, depending on the circumstances. Where, in any forward-looking statement, we, or our management, expresses an expectation or belief as to future results, such expectation or belief is expressed in good faith and believed to have a reasonable basis, but there can be no assurance that the statement of expectation or belief will result or be achieved or accomplished.

## Item 1. Financial Statements

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## ITEM 1. FINANCIAL STATEMENTS

## ITEM 1. FINANCIAL STATEMENTS

## ATLANTIC WINE AGENCIES, INC. and SUBSIDIARIES

## CONSOLIDATED BALANCE SHEETS

	December 31, 2008 (Unaudited)	March 31, 2008 (Audited)
<b>CURRENT ASSETS</b>		
Cash		\$ 448
Accounts receivable		71,948
Inventory		169,832
Prepaid expenses and other		124
Total Current Assets		242,352
<b>OTHER ASSETS</b>		
Property, plant and equipment-net		2,229,649
Trademark		1,148
Total Assets		\$ 2,473,149
<b>LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)</b>		
<b>CURRENT LIABILITIES</b>		
Bank overdraft		\$ 887,037
Loans from shareholders	\$ 106,500	345,940
Accounts payable		126,049
Accrued expenses		255,840
Loan payable to principal officer		423,888
Advance payment on sale of land		148,260
Deferred revenue		68,411
Total Current Liabilities	106,500	2,255,425
<b>STOCKHOLDERS' EQUITY</b>		
Common stock authorized 150,000,000 shares; \$0.00001 par value; issued and outstanding 4,720,953 and 4,520,953 shares at December 31, 2008 and March 31, 2008, respectively	47	45
Additional contributed capital	8,434,356	8,364,358
Accumulated deficit	(8,540,903)	(8,511,289)
Accumulated other comprehensive income	0	364,610
Total Stockholders' Equity (Deficit)	(106,500)	217,724
Total Liabilities and Stockholders' Equity (Deficit)	\$ -	\$ 2,473,149

See accompanying notes to consolidated financial statements.

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## ATLANTIC WINE AGENCIES, INC. and SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)

	For the Three Months Ended December 31,		For the Nine Months Ended December 31,	
	2008	2007	2008	2007
NET SALES	\$ 54,842	\$ 116,705	\$ 169,255	
<b>COSTS AND EXPENSES</b>				
Cost of goods sold		27,329	41,831	72,089
Selling, general and administrative	\$ 19,000	175,158	492,830	430,739
Depreciation and amortization		10,656	31,624	75,000
Total Costs and Expenses	19,000	213,143	566,285	577,828
NET OPERATING LOSS	(19,000)	(158,301)	(449,580)	(408,573)
<b>OTHER INCOME (EXPENSE)</b>				
Gain (loss) on sale of assets			(33,150)	
Other miscellaneous income		383	34,494	8,177
Interest expense		(39,273)	(89,864)	(55,414)
Total Other Income (Expense)		(38,890)	(88,520)	(47,237)
NET LOSS	\$ (19,000)	\$ (197,191)	\$ (538,100)	\$ (455,810)
NET LOSS PER SHARE, basic and diluted	\$ (0.01)	\$ (0.06)	\$ (0.11)	\$ (0.13)
Weighted average number of common shares outstanding	4,708,360	3,452,955	4,708,360	3,452,955

See accompanying notes to consolidated financial statements.



## ATLANTIC WINE AGENCIES, INC. and SUBSIDIARIES

## CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

	For the Nine Months Ended December 31,	
	2008	2007
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net loss	\$ (538,100)	\$ (455,810)
Net loss of operations spun-off	361,600	
Stock based compensation	70,000	
Non-cash item included in net loss:		
Depreciation and amortization		75,000
Changes in operating assets and liabilities:		
Accounts receivable		2,088
Inventory		(49,477)
Prepaid expense and other		(727)
Accounts payable		(87,550)
Accrued expenses		(53,435)
Net Cash Used In Operating Activities	(106,500)	(569,911)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Bank overdraft		817,622
Due to shareholders	106,500	
Net Cash Provided By Financing Activities	106,500	817,622
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Capital expenditures		(27,161)
Net Cash Provided by (Used in) Investing Activities		(27,161)
EFFECT OF EXCHANGE RATE CHANGES ON CASH	(448)	(220,891)
NET DECREASE IN CASH	(448)	(341)
CASH AT BEGINNING OF PERIOD	448	341
CASH AT END OF PERIOD	-	-
<b>SUPPLEMENTAL INFORMATION</b>		
Non Cash Activities		
Disposition of assets on spun-off	\$ 1,979,411	
Disposition of liabilities on spun-off	1,854,665	

See accompanying notes to consolidated financial statements.





ATLANTIC WINE AGENCIES,  
INC. and SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
December 31, 2008  
(Unaudited)

NOTE A - BASIS OF PRESENTATION

The accompanying condensed consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information. 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 of normal recurring accruals) considered necessary in order to make the financial statements not misleading have been included. Results for the nine months ended December 31, 2008 are not necessarily indicative of the results that may be expected for the year ending March 31, 2009. For further information, refer to the financial statements and footnotes thereto included in the Atlantic Wine Agencies, Inc., formerly New England Acquisitions, Inc., annual report on Form 10-KSB for the year ended March 31, 2008.

NOTE B - GOING CONCERN

As indicated in the accompanying financial statements, the Company had an accumulated deficit of \$8,540,903 as of December 31, 2008. Management has spun out the Company's two wholly owned subsidiaries located in South Africa, Mount Rosier Properties (Pty) Ltd. and Mount Rosier Estate (Pty) Ltd., and is presently seeking a merger candidate. Should the Company not be able to achieve this objective, it is doubtful that the Company will be able to survive. These matters raise substantial doubt about the Company's ability to continue as a going concern. However, the accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. These financial statements do not include any adjustments relating to the recovery of the recorded assets or the classification of the liabilities that might be necessary should the Company be unable to continue as a going concern.

NOTE C - STOCKHOLDER EQUITY

On April 17, 2008, the Company issued 200,000 shares of common stock to Sapphire Development, Ltd. for consulting in connection with the spin-out of the assets of the Company's two wholly owned subsidiaries, Mount Rosier Properties (Pty) Ltd. and Mount Rosier Estate (Pty) Ltd. The shares were valued at \$0.35 per share.

NOTE D - REVERSE STOCK SPLIT

On May 5, 2008, the Board of Directors approved a 25:1 reverse split, which became effective May 19, 2008. Accordingly, all per share figures have been restated.

ATLANTIC WINE AGENCIES,

INC. and SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2008

(Unaudited)

NOTE E - CHANGE IN CONTROL

Lusierna Asset Management Ltd. (“Lusierna”) has obtained a controlling interest in the Company’s common shares. Lusierna is an affiliate of Antonio Treminio who became the Company’s new sole director, President, Chief Executive Officer and Chief Financial Officer on October 7, 2008

Lusierna obtained an interest in approximately 50% of the Company’s common stock pursuant to a Stock Purchase Agreement between Lusierna, and Sapphire Development Ltd., Crayson Properties Ltd. and Fairhurst Properties S.A. (the “Sellers”). Under the Share Purchase Agreement, the Sellers sold 2,310,086 shares of the Company’s common stock in exchange for \$200,000.

The Share Purchase Agreement contains a provision that a default of the covenants therein at a subsequent date would result in a change in control of the Company. The Share Purchase Agreement states that Lusierna must transfer a number of shares directly or indirectly held or owned by it which would give the Sellers as a group over a 50% voting interest in the Company if prior to the earlier of 12 months of the completion of a material merger, acquisition or share exchange whereby more than 50% of the Company’s common stock shall be issued as consideration for such transaction (a “Corporate Event”), Lusierna takes any action as a shareholder or member of our Board of Directors to:

- increase the size of the Company’s Board of Directors to more than one director,
- issue more than 1,000 shares of the Company’s common stock or other stock for consideration unless such issuance is directly related to a Corporate Event,
  - prevent the completion of the Split-Off or
- transfer in the open market or otherwise encumber or create a lien upon any of the control shares or execute a private transaction for the sale of control shares in which it fails to require any subsequent purchaser to abide by the restrictions found in the Share Purchase Agreement.

ATLANTIC WINE AGENCIES,  
INC. and SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

December 31, 2008

(Unaudited)

NOTE F - SPIN-OFF AGREEMENT

On September 22, 2008, the Company entered into a material definitive agreement with Fairhurst Properties, S.A. ("Fairhurst"). Fairhurst is a company owned 100% by the Company's former principal shareholder and Chief Executive Officer. The spin-out agreement provides for the "split-off" of all the Company's interests in two wholly-owned subsidiaries, Mount Rozier Properties (Pty) Ltd. and Mount Rozier Estate (Pty) Ltd. These wholly owned subsidiaries owned all the assets of the Company. In exchange for the assets surrendered and spun-off, Fairhurst assumed all of the debt and obligations of the subsidiary. Pro-forma unaudited financial statements as at December 31, 2008 are as follows:

	Atlantic Wine Agencies Prior to Spin-Off	Spin-Off Mount Rozier Estate & Properties	Pro-Forma Balance Sheet September 30, 2008	Transactions Three Months ended December 31, 2008	Balance Sheet December 31, 2008
Cash	\$ 36	\$ (36)			
Accounts receivable	114,531	(114,531)			
Inventory	199,664	(199,664)			
Prepaid expense and other	122	(122)			
Property and equipment	1,663,920	(1,663,920)			
Trademark	1,138	(1,138)			
Bank overdraft	(967,421)	967,421			
Accounts payable	(131,358)	131,358			
Due to shareholders	(87,500)		\$ (87,500)	\$(19,000)	\$(106,500)
Accrued expenses	(234,186)	234,186			
Loan payable to principal officer	(462,154)	462,154			
Deferred revenue	(59,546)	59,546			
Common stock	(47)		(47)		(47)
Additional paid-in capital	(8,434,356)		(8,434,356)		(8,434,356)
Accumulated deficit	9,030,389	124,746	8,521,903	19,000	8,540,903
Accumulated comprehensive income	(633,232)				

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

RESULTS OF OPERATIONS

Our net sales for the three-month and nine-month periods ending December 31, 2008 decreased to \$0 from \$54,842 and to \$116,705 from \$169,255 for the corresponding periods ending December 31, 2007. These decreases are the result of the spin-off of our two wholly owned subsidiaries that operated our business and produced all of our sales. As we no longer have an operating business, we do not anticipate that we will have sales in the foreseeable future unless we merge with or acquire a business with an operating business that has sales.

Our operating loss for the three-months ended December 31, 2008 aggregated \$19,000 or \$(0.01) per share as compared to \$158,301 or \$(0.05) per share for the three-months ended December 31, 2007. This decrease in operating loss is due to the sale of our subsidiaries conducting our former operating business in October of 2008. Our operating loss for the nine-months ended December 31, 2008 aggregated \$449,580 or \$(0.10) per share as compared to \$408,573 or \$(0.12) per share for the nine-months December 31, 2007. Despite the sale of our operating business in October 2008, there was an increase in operating loss that was primarily due to an increase in selling, general and administrative costs to \$403,830 in the 2008 period as compared to \$255,581 in the 2007 period as well as the payment in the 2008 period of \$70,000 in stock based compensation with no such payment in the 2007 period.

LIQUIDITY AND CAPITAL RESOURCES

For the nine-months ended December 31, 2008, net cash used to fund operating activities aggregated \$(106,500), there was no net cash utilized by investing activities aggregated and net cash provided by financing activities aggregated \$106,500. By way of comparison, for the nine-months ended December 31, 2007, net cash used to fund operating activities aggregated \$(569,911), net cash utilized by investing activities aggregated \$(27,161) and net cash provided by financing activities aggregated \$817,622.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

Our discussion and analysis of our financial condition and results of operations are based upon our financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. On an on-going basis, we evaluate our estimates, including those related to bad debts, income taxes and contingencies and litigation. We base our estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS

In June 2006, the Financial Accounting Standards Board ("FASB") issued Interpretation 48, "Accounting for Income Tax Uncertainties" ("FIN 48"). FIN 48 defines the threshold for recognizing the benefits of tax return positions in the financial statements as "more-likely-than-not" to be sustained by the taxing authority. Recently issued literature also provides guidance on the derecognition, measurement and classification of income tax uncertainties, along with any related interest and penalties. FIN 48 also includes guidance concerning accounting for income tax uncertainties in interim periods and increases the level of disclosures associated with any recorded income tax uncertainties. FIN 48 is effective for fiscal years beginning after December 15, 2006. We expect to adopt the provisions of FIN 48 beginning

in the first quarter of 2007. We are currently in the process of determining the impact, if any, of adopting the provisions of FIN 48 on its financial position, results of operations and liquidity.

In September 2006, the FASB issued SFAS No. 157, "Fair Value Measurements," which defines fair value, establishes a framework for measuring fair value under other accounting pronouncements that permit or require fair value measurements, changes the methods used to measure fair value and expands disclosures about fair value measurements. In particular, disclosures are required to provide information on the extent to which fair value is used to measure assets and liabilities; the inputs used to develop measurements; and the effect of certain of the measurements on earnings (or changes in net assets).

SFAS No. 157 is effective for fiscal years beginning after November 15, 2007 and interim periods within those fiscal years. Early adoption, as of the beginning of an entity's fiscal year, is also permitted, provided interim financial statements have not yet been issued. We are currently evaluating the potential impact, if any, that the adoption of SFAS No. 157 will have on our consolidated financial statements.

In September 2006, the Securities and Exchange Commission issued Staff Accounting Bulletin No. 108, "Considering the Effects of Prior Year Misstatements when Quantifying Misstatements in Current Year Financial Statements" ("SAB No. 108"). SAB No. 108 provides guidance on how prior year misstatements should be considered when quantifying misstatements in the current year financial statements. SAB No. 108 requires registrants to quantify misstatements using both a balance sheet and an income statement approach and evaluate whether either approach results in quantifying a misstatement that, when all relevant quantitative and qualitative factors are considered, is material. SAB No. 108 does not change the guidance in SAB No. 99, "Materiality," when evaluating the materiality of misstatements. SAB No. 108 is effective for fiscal years ending after November 15, 2006. Upon initial application, SAB No. 108 permits a one-time cumulative effect adjustment to beginning retained earnings. We adopted SAB No. 108 for the fiscal year ended March 31, 2007. Adoption of SAB No. 108 did not have a material impact on the consolidated financial statements.

In February 2007, the FASB issued SFAS No. 159, The Fair Value Option for Financial Assets and Financial Liabilities ("SFAS 159"). SFAS 159 allows entities to measure at fair value many financial instruments and certain other assets and liabilities that are not otherwise required to be measured at fair value. SFAS 159 is effective for fiscal years beginning after November 15, 2007. We have not determined what impact, if any, that adoption will have on our results of operations, cash flows or financial position.

### Item 3. Quantitative and Qualitative Disclosure About Market Risk.

Not applicable

### Item 4/4T. – Controls and Procedures

#### (a) Disclosure Controls and Procedures.

As of the end of the period covering this Form 10-Q, we evaluated the effectiveness of the design and operation of our "disclosure controls and procedures". We conducted this evaluation under the supervision and with the participation of management, including our Chief Executive Officer and Chief Financial Officer.

#### (i) Definition of Disclosure Controls and Procedures.

Disclosure controls and procedures are controls and other procedures that are designed with the objective of ensuring that information required to be disclosed in our periodic reports filed under the Exchange Act, such as this report, is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms. As defined by the SEC, such disclosure controls and procedures are also designed with the objective of ensuring that such information is accumulated and communicated to our management, including the Chief Executive Officer and Chief Financial Officer, in such a manner as to allow timely disclosure decisions.

(ii) Conclusions with Respect to Our Evaluation of Disclosure Controls and Procedures.

Our Chief Executive Officer and Chief Financial Officer determined that, as of the end of the period covered by this report, these controls and procedures are adequate and effective in alerting them in a timely manner to material information relating to us required to be included in our periodic SEC filings.

(b) Changes in Internal Controls.

There have been no changes in our internal controls over financial reporting that could significantly affect these controls subsequent to the date of their evaluation.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings.

None.

Item 1A. Risk Factors.

No material changes

Item 2. Unregistered Sales of Equity 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.

Exhibit 31.1 Certification of Chief Executive Officer and Acting Principal Accounting Officer

Exhibit 32.1 Certification of Chief Executive Officer and Acting Principal Accounting Officer



SIGNATURES

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.

Atlantic Wine Agencies, Inc.  
(Registrant)

Date: February 19, 2008                      /s/ Antonio Treminio  
Antonio Treminio  
President, Chief Financial Officer and Chief Executive Officer