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UNIVERSAL BROADBAND NETWORKS INC

Form 10-Q

August 14, 2002

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 10-Q

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

FOR THE QUARTERLY PERIOD ENDED JUNE 30, 2002

OR

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

FOR THE TRANSITION PERIOD FROM TO

COMMISSION FILE NUMBER 0-24408

UNIVERSAL BROADBAND NETWORKS, INC.  
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE  
(STATE OR OTHER JURISDICTION OF  
INCORPORATION OR ORGANIZATION)

33-0611753  
(I.R.S. EMPLOYER  
IDENTIFICATION NUMBER)

2030 MAIN STREET, 13TH FLOOR  
IRVINE, CALIFORNIA  
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

92614  
(ZIP CODE)

REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE: (949) 260-4729

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 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 July 31, 2002 there were 25,346,849 shares of Common Stock outstanding.

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Universal Broadband Networks, Inc. and Subsidiaries (formerly IJNT.net, Inc.)  
(Debtor-in-Possession)

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INDEX

PAGE  
-----

PART I--FINANCIAL INFORMATION

Item 1. Financial Statements

Consolidated Condensed Statements of Net Liabilities in Liquidation as of  
June 30, 2002 (unaudited) and March 31, 2002.....

Consolidated Condensed Statements of Changes in Net Liabilities in Liquidation  
for the three months ended June 30, 2002 and 2001 (unaudited).....

Consolidated Condensed Statements of Cash Flows for the three months ended  
June 30, 2002 and 2001 (unaudited).....

Notes to Consolidated Condensed Financial Statements.....

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

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

PART II--OTHER INFORMATION

Item 1. Legal Proceedings.....

Item 2. Changes In Securities and Use of Proceeds.....

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.....

SIGNATURES.....

\* No information provided due to inapplicability of item.

PART I--FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

Universal Broadband Networks, Inc. and Subsidiaries (formerly IJNT.net, Inc.)  
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CONSOLIDATED CONDENSED STATEMENTS OF NET LIABILITIES IN LIQUIDATION

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(AMOUNTS IN THOUSANDS)  
(LIQUIDATION BASIS)

ASSETS

	JUNE 30, 2002	MARCH 31, 2002
	-----	-----
	(Unaudited)	
Cash .....	\$ 381	\$ 541
Accounts receivable .....	36	44
Prepaid expenses and other assets .....	3	5
Frequency licenses and access rights .....	--	120
	-----	-----
Total assets in liquidation .....	\$ 420	\$ 710
	=====	=====

LIABILITIES

Post-petition accounts payable and accrued liabilities	\$ 1,205	\$ 983
Liabilities subject to compromise .....	54,163	54,233
	-----	-----
Total liabilities in liquidation .....	55,368	55,216
	-----	-----
Net liabilities in liquidation .....	\$54,948	\$54,506
	=====	=====

See accompanying notes to consolidated condensed financial statements.

3

Universal Broadband Networks, Inc. and Subsidiaries (formerly IJNT.net, Inc.)  
(Debtor-in-Possession)

CONSOLIDATED CONDENSED STATEMENTS OF  
CHANGES IN NET LIABILITIES IN LIQUIDATION  
(AMOUNTS IN THOUSANDS)  
(LIQUIDATION BASIS)  
(UNAUDITED)

	FOR THE THREE MONTHS ENDED JUNE 30, 2002	FOR THE THREE MONTHS ENDED JUNE 30, 2001
	-----	-----
Revenues	\$ -	\$ 16
	-----	-----
Operating expenses:		
Network expenses.....	-	43
Payroll and related expenses.....	73	144
General and administrative expenses.....	250	369
Impairment charges (Note 2).....	120	-
Other income.....	(1)	(246)
	-----	-----

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Total operating expenses.....	442	310
	-----	-----
Net loss.....	\$ (442)	\$ (294)
	=====	=====

See accompanying notes to consolidated condensed financial statements.

4

Universal Broadband Networks, Inc. and Subsidiaries (formerly IJNT.net, Inc.)  
(Debtor-in-Possession)

CONSOLIDATED CONDENSED STATEMENTS OF CASH FLOWS  
(AMOUNTS IN THOUSANDS)  
(LIQUIDATION BASIS)  
(UNAUDITED)

	FOR THE THREE MONTHS ENDED JUNE 30, 2002	FOR THE THREE MONTHS ENDED JUNE 30, 2001
	-----	-----
Change in net liabilities in liquidation:		
Cash .....	\$ 160	\$ (2)
Accounts receivable .....	8	4
Prepaid expenses and other current assets .....	2	6
Frequency licenses and access rights .....	120	--
Liabilities subject to compromise .....	(70)	--
Post-petition accounts payable and accrued liabilities .....	222	286
	-----	-----
Increase in net liabilities in liquidation .....	442	294
Net liabilities in liquidation, beginning of period	54,506	55,228
	-----	-----
Net liabilities in liquidation, end of period .....	\$ 54,948	\$ 55,522
	=====	=====

See accompanying notes to consolidated condensed financial statements.

5

Universal Broadband Networks, Inc. and Subsidiaries (formerly IJNT.net, Inc.)  
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NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS  
(AMOUNTS IN THOUSANDS, EXCEPT SHARE AND PER SHARE AMOUNTS)

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### 1. BASIS OF PRESENTATION

Universal Broadband Networks, Inc. operated through several wholly-owned subsidiaries (collectively the "Company"): IJNT, Inc. ("IJNT"), Ubee Network Enterprises, Inc. ("UBEE"), Access Communications, Inc. ("Access"), Webit of Utah, Inc. ("Webit"), UrJet Backbone Network, Inc. ("UBN"), Man Rabbit House Multimedia, Inc. ("MRHM"), GIjargon.com ("GI"), and Global Broadband Services, Inc. ("Global"). Some subsidiaries were inactive, including Access, Webit, GI and Global. The accompanying consolidated condensed financial statements include the accounts of Universal Broadband Networks, Inc. and the aforementioned subsidiaries. All significant intercompany balances and transactions have been eliminated in consolidation.

The Company was formerly engaged in the business of providing wireless internet access through microwave technology, dial-up internet access, web site design, web hosting services, fiber backbone connectivity, and other telecommunications carrier services. Prior to October 31, 2000, the Company principally operated in Utah (Salt Lake City), Texas, and California. As of June 2000, the Company had leased or otherwise acquired access to fiber route co-location facilities in several major cities in the aforementioned states.

### LIQUIDATION BASIS OF ACCOUNTING

On October 31, 2000 (the "Petition Date"), the Company and four of its wholly-owned subsidiaries filed a voluntary petition for relief (the "Chapter 11 Case") under Chapter 11 of the United States Bankruptcy Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the Central District of California (the "Bankruptcy Court"). Since the Petition Date, the Company has conducted limited activities as a debtor-in-possession under the Bankruptcy Code. See Note 2 for additional information.

In early January 2001, after considering current industry conditions and other factors (and in consultation with the creditors committee formed during bankruptcy proceedings), management concluded that reorganization was not feasible. A decision to liquidate the Company was reached at that time, and liquidation commenced soon thereafter. Thus, the Company is no longer engaged in the conduct of business and now operates for the sole purpose of holding and liquidating its assets. The Company expects that its assets will either be sold or assigned to secured creditors, with any remaining proceeds distributed to other creditors. As a result, the Company changed its basis of accounting effective December 31, 2000 (and for periods ending subsequent to that date) from the going-concern basis to a liquidation basis in accordance with accounting principles generally accepted in the United States ("GAAP"). Consequently, at June 30, 2002 and March 31, 2002, assets have been reported at estimated net realizable value (with an allowance for known disposition costs), assuming an orderly liquidation. Liabilities are presented based on the estimated amount expected to be allowed by the Bankruptcy Court, even though certain obligations may be adjudicated or settled for lesser amounts as described in Note 2. Differences between (a) the estimated revalued amounts of assets and liabilities and (b) actual cash transactions and other events after June 30, 2002 will be recognized in the period in which they are susceptible of reasonable estimation in accordance with GAAP.

As a result of the Chapter 11 Case and management's decision to liquidate the Company, the realization of assets and liquidation of liabilities is now subject to uncertainty. The valuation of assets in liquidation is based on management's estimate of their net realizable value (net of estimated known disposition costs) at June 30, 2002 and March 31, 2002. Such values could differ materially from amounts ultimately realized in the future as the Company completes its liquidation. In the Chapter 11 Case, all of the Company's liabilities as of the Petition Date are considered subject to compromise (including the entire amount

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of secured claims which may be undersecured).

6

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NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS  
(AMOUNTS IN THOUSANDS, EXCEPT SHARE AND PER SHARE AMOUNTS)

### 1. BASIS OF PRESENTATION (CONTINUED)

Pre-petition liabilities whose disposition may be subject to settlement or otherwise dependent on the outcome of the Chapter 11 Case have been segregated and classified as liabilities subject to compromise in the accompanying June 30, 2002 and March 31, 2002 consolidated condensed statements of net liabilities in liquidation.

Generally, actions to enforce or otherwise effect repayment of pre-chapter 11 liabilities and pending litigation against the Company are stayed while the Company continues as a debtor-in-possession during bankruptcy proceedings. Schedules have been filed by the Company with the Bankruptcy Court setting forth its assets and liabilities as of the Petition Date as reflected in the Company's accounting records. Pre-petition liabilities reflected in the accompanying consolidated condensed statements of net liabilities in liquidation (see Note 2) are principally based on these bankruptcy schedules. Differences between amounts reflected in such schedules and claims filed by creditors are currently being investigated, and will be either amicably resolved or adjudicated by the Bankruptcy Court. Such claims do not necessarily encompass the universe of claimants, nor the amount of each claim that may be asserted against the Company in the bankruptcy proceedings. The ultimate amount of and settlement terms for such liabilities are not presently determinable.

Since management has abandoned any expectation of reorganizing the Company, Statement of Position No. 90-7, "FINANCIAL REPORTING BY ENTITIES IN REORGANIZATION UNDER THE BANKRUPTCY CODE," is no longer mandatory under GAAP.

The accompanying consolidated condensed statement of net liabilities in liquidation at June 30, 2002, the consolidated condensed statements of changes in net liabilities in liquidation for the three month periods ended June 30, 2002 and 2001, and the consolidated condensed statements of cash flows for the three month periods ended June 30, 2002 and 2001 are unaudited. These financial statements have been prepared on the same basis as the Company's audited consolidated financial statements and, in the opinion of management, reflect all adjustments which (except as described in Note 2) are only of a normal recurring nature and which are necessary for a fair presentation of the consolidated net liabilities in liquidation, financial position, and results of operations for such periods. These unaudited consolidated condensed financial statements should be read in conjunction with the audited consolidated financial statements included in the Company's Form 10-K filed with the Securities and Exchange Commission on July 1, 2002.

### RECENT ACCOUNTING PRONOUNCEMENTS

Due to the Company's Chapter 11 Case and the adoption of the liquidation basis

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of accounting, the Company does not believe that recent accounting pronouncements will have a material effect on the accompanying consolidated condensed financial statements.

7

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NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS  
(AMOUNTS IN THOUSANDS, EXCEPT SHARE AND PER SHARE AMOUNTS)

### 2. BANKRUPTCY CASE AND RELATED MATTERS

#### BANKRUPTCY FILING

As discussed in Note 1, the Company is currently a debtor-in-possession pursuant to the Bankruptcy Code. As such, management of the Company continues to conduct limited activities under the supervision of the Bankruptcy Court. In accordance with the provisions of the Bankruptcy Code, an automatic stay provides that creditors of the Company and other parties in interest are prevented from seeking repayment of pre-petition debts. Additionally, unless otherwise approved by the Bankruptcy Court, the Company must refrain from payment of pre-petition indebtedness.

The Company's bankruptcy filing resulted in non-payment of various debt amounts, as discussed in the Company's Form 10-K, filed with the SEC on July 1, 2002. Because of the combination of such defaults and cross-default provisions included in the Company's other debt agreements and in certain lease agreements, substantially all of the Company's indebtedness is in default and is now due and payable. Any repayment of such indebtedness will be the subject of the Company's Chapter 11 Case.

Subsequent to the Petition Date, the Company rejected substantially all of its lease obligations and other executory contracts pursuant to the provisions of the Bankruptcy Code.

Although legal fees and other administrative expenses to complete the Company's bankruptcy proceedings may be significant, they are not susceptible to reasonable estimation at this time; accordingly, the accompanying financial statements do not include any provision for such costs not yet incurred by the Company. The June 30, 2002 estimated net realizable value of total assets in liquidation will be reduced in the future by general and administrative expenses incurred subsequent to that date.

#### TRADING MARKET

The Company's common stock ceased trading on the Nasdaq National Market on October 17, 2000 at the Company's request. Since the Company no longer satisfies the requirements for continued listing on the Nasdaq National Market, by letter dated November 3, 2001, the Company requested that its securities be delisted from the Nasdaq National Market. On November 9, 2000, the Company's common stock began being quoted on the Over the Counter Bulletin Board under the ticker symbol "UNTQ"; such market is not sponsored or supported by the Company. No assurance can be given as to the continuing existence or liquidity of any trading market for the Company's common stock. Notwithstanding this market

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activity, the Company believes that its outstanding shares of common stock currently have nominal value.

### FREQUENCY LICENSE IMPAIRMENT

The Company had been negotiating with a buyer for its frequency licenses. Terms of the sale were based upon a certain stock price of the shares of the purchaser's publicly traded stock. Due to recent market conditions, the purchaser's stock price fell below the contract value. The Company has abandoned the agreement and filed a petition with the Bankruptcy Court to abandon the frequency licenses. The Company recognized an impairment in the amount of \$120 related to the frequency licenses, which is included in the accompanying consolidated condensed statements of changes in net liabilities in liquidation as of June 30, 2002.

8

Universal Broadband Networks, Inc. and Subsidiaries (formerly IJNT.net, Inc.)  
(Debtor-in-Possession)

NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS  
(AMOUNTS IN THOUSANDS, EXCEPT SHARE AND PER SHARE AMOUNTS)

### 2. BANKRUPTCY CASE AND RELATED MATTERS (CONTINUED)

#### LIABILITIES SUBJECT TO COMPROMISE

Per the Order Approving the Stipulation for Relief from Stay ("Order") entered on April 1, 2002 by the U.S. Bankruptcy Court, funds from one of the Company's cash accounts were applied to pay off a pre-petition lease obligation totaling \$70. The remaining account balance of \$44 was deposited into the Company's operating account effective April 16, 2002.

The June 30, 2002 and March 31, 2002 balances of unsecured and undersecured pre-petition liabilities that became subject to compromise on October 31, 2001 are as follows:

	JUNE 30, 2002	MARCH 31, 2002
	-----	-----
Secured vendor financing (Note 3) .....	\$10,388	\$10,388
Estimated lease and contract rejection costs ....	7,776	7,846
Accounts payable .....	9,441	9,441
Obligations under capital leases .....	2,642	2,642
Accrued payroll and related expenses .....	298	298
Unsecured short-term debt .....	23,618	23,618
	-----	-----
Total liabilities subject to compromise ..	\$54,163	\$54,233
	=====	=====

9



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NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS  
(AMOUNTS IN THOUSANDS, EXCEPT SHARE AND PER SHARE AMOUNTS)

## 3. EQUIPMENT FINANCING AND LINE OF CREDIT ARRANGEMENT

In July 1999, UBN, a subsidiary of UBEE, entered into a credit agreement (the "Agreement") with Nortel Networks, Inc. ("Nortel") that provided for a line-of-credit of up to \$7,000 ("Tranche A") as well as a term loan of up to \$37,000 ("Tranche B"). See further discussion and details in the Company's Form 10-K for the year ended March 31, 2002, filed with the SEC on July 1, 2002.

On December 20, 2001, the Bankruptcy Court approved an order effectively disposing of the transmission equipment that was collateral for the above agreement (the "Nortel equipment") via a nonjudicial foreclosure with Nortel, a significant creditor in the Chapter 11 Case. Under such agreement, the Company received \$168 in cash and a reduction of the liabilities owed Nortel in an amount no less than \$2,800. Such cash was received in February 2002.

The liability amounts set forth below have been classified as liabilities subject to compromise in the accompanying statements of net liabilities in liquidation because the estimated net realizable value of UBN's assets is less than the amount owed to Nortel.

A summary of the borrowings under the Agreement follows for June 30, 2002 and March 31, 2002:

Tranche A	\$	4,089
Tranche B		10,388
		-----
Total	\$	14,477
		=====

## 4. COMMITMENTS AND CONTINGENCIES

### PROPOSED MERGER

As previously disclosed in Form 10-K filed with the SEC on July 1, 2002, the Company is presently negotiating a merger with FoneFriend, Inc. ("FoneFriend"). As of June 30, 2002, the Company has received \$50 cash under terms of this agreement.

The proposed transaction described above is subject to execution of a definitive merger agreement.

### COURT APPROVAL OF PLAN

The Bankruptcy Court approved the Company's Plan of Reorganization as submitted by the Company on August 13, 2002. The effective date of the Plan is September 30, 2002. The Company will file an 8-K within the time specified by SEC regulations with disclosure of the Plan terms and conditions.

### REGISTRATION RIGHTS AGREEMENTS

As disclosed elsewhere herein, the Company is obligated under various agreements to register its common stock, including the common stock underlying certain warrants and convertible preferred stock. The Company is subject to penalties for failure to register such securities, the amount of which could be material

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to the Company's consolidated financial condition, results of operations and cash flows. The Company filed a registration statement on Form S-3 in August 2000 to register the necessary securities, and such registration was deemed effective by the Securities and Exchange Commission on September 13, 2000. Thereafter, the Company defaulted on certain registration obligations. These defaults will be processed through the Chapter 11 Case.

10

Universal Broadband Networks, Inc. and Subsidiaries (formerly IJNT.net, Inc.)  
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### ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF CONSOLIDATED FINANCIAL CONDITION AND RESULTS OF OPERATIONS

IN ADDITION TO HISTORICAL INFORMATION, MANAGEMENT'S DISCUSSION AND ANALYSIS INCLUDES CERTAIN FORWARD-LOOKING STATEMENTS INCLUDING, BUT NOT LIMITED TO, THOSE RELATED TO THE GROWTH AND STRATEGIES, FUTURE OPERATING RESULTS AND FINANCIAL POSITION AS WELL AS ECONOMIC AND MARKET EVENTS AND TRENDS OF THE COMPANY. ALL FORWARD-LOOKING STATEMENTS MADE BY THE COMPANY, INCLUDING SUCH STATEMENTS HEREIN, INCLUDE MATERIAL RISKS AND UNCERTAINTIES AND ARE SUBJECT TO CHANGE BASED ON FACTORS BEYOND THE CONTROL OF THE COMPANY. ACCORDINGLY, THE COMPANY'S ACTUAL RESULTS AND FINANCIAL POSITION COULD DIFFER MATERIALLY FROM THOSE EXPRESSED OR IMPLIED IN ANY FORWARD-LOOKING STATEMENT AS A RESULT OF VARIOUS FACTORS, INCLUDING WITHOUT LIMITATION THOSE DESCRIBED IN THE COMPANY'S FILINGS WITH THE SECURITIES AND EXCHANGE COMMISSION REGARDING RISKS AFFECTING THE COMPANY'S FINANCIAL CONDITIONS AND RESULTS OF OPERATIONS.

#### BANKRUPTCY FILING AND RELATED MATTERS

On October 31, 2001 (the "Petition Date"), Universal Broadband Networks, Inc. and four of its wholly-owned subsidiaries (collectively the "Company") filed a voluntary petition for relief (the "Chapter 11 Case") under Chapter 11 of the United States Bankruptcy Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the Central District of California (the "Bankruptcy Court"). Since the Petition Date, the Company has conducted limited activities as a debtor-in-possession under the Bankruptcy Code. See Notes 1 and 2 of the Consolidated Condensed Financial Statements for additional information.

In early January 2001, after considering current industry conditions and other factors (and in consultation with the creditors committee formed during bankruptcy proceedings), management concluded that reorganization was not feasible. A decision to liquidate the Company was reached at that time, and liquidation commenced soon thereafter. Thus, the Company is no longer engaged in the conduct of business and now operates for the sole purpose of holding and liquidating its assets. The Company expects that its assets will either be sold or assigned to secured creditors, with any remaining proceeds distributed to other creditors. As a result, the Company changed its basis of accounting effective December 31, 2000 (and for periods ending subsequent to that date) from the going-concern basis to a liquidation basis in accordance with accounting principles generally accepted in the United States ("GAAP"). Consequently, at June 30, 2002 and March 31, 2002, assets have been reported at estimated net realizable value (with an allowance for known disposition costs), assuming an orderly liquidation. Liabilities are presented based on the estimated amount expected to be allowed by the Bankruptcy Court, even though

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certain obligations may be adjudicated or settled for lesser amounts as described in Note 2. Differences between (a) the estimated revalued amounts of assets and liabilities and (b) actual cash transactions and other events after June 30, 2002 will be recognized in the period in which they are susceptible of reasonable estimation in accordance with GAAP.

As a result of the Chapter 11 Case and management's decision to liquidate the Company, the realization of assets and liquidation of liabilities is now subject to uncertainty. The valuation of assets in liquidation is based on management's estimate of their net realizable value (net of estimated known disposition costs) at June 30, 2002 and March 31, 2002. Such values could differ materially from amounts ultimately realized in the future as the Company completes its liquidation. In the Chapter 11 Case, all of the Company's liabilities as of the Petition Date are considered subject to compromise (including the entire amount of secured claims which may be undersecured).

Pre-petition liabilities whose disposition may be subject to settlement or otherwise dependent on the outcome of the Chapter 11 Case have been segregated and classified as liabilities subject to compromise in the accompanying June 30, 2002 and March 31, 2002 consolidated condensed statements of net liabilities in liquidation.

The Bankruptcy Court approved the Company's Plan of Reorganization as submitted by the Company on August 13, 2002. The effective date of the Plan is September 30, 2002. The Company will file an 8-K within the time specified by SEC regulations with disclosure of the Plan terms and conditions.

In addition, the Company has defaulted on certain indebtedness. See "Part II - Item 3 - Defaults Upon Senior Securities."

11

Universal Broadband Networks, Inc. and Subsidiaries (formerly IJNT.net, Inc.)  
(Debtor-in-Possession)

### ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF CONSOLIDATED FINANCIAL CONDITION AND RESULTS OF OPERATIONS (CONTINUED)

A comparison of the results of operations between fiscal periods would not be helpful to investors due to the Chapter 11 filing. The Company's operations have been suspended since October 2000. In addition, as discussed above, the Company has implemented liquidation-basis accounting effective December 31, 2000 and for periods subsequent to that date.

Subsequent to the Petition Date, the Company rejected substantially all of its lease obligations and other executory contracts pursuant to the provisions of the Bankruptcy Code. The Company has recorded the liabilities associated with these rejected contracts based upon management's estimate of the maximum potential liability, and reflected such amounts in the accompanying June 30, 2002 and March 31, 2002 consolidated condensed statements of net liabilities in liquidation. These claims, however, are subject to certain limitations imposed by the Bankruptcy Code and applicable state law. Consequently, such claims may be settled or adjudicated in amounts less than those recorded by the Company; however, it is not currently possible to reasonably estimate the impact of these limitations. Pursuant to the provisions of the Bankruptcy Code, these liabilities are treated as pre-petition claims and reflected as "liabilities

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subject to compromise" in the aforementioned Statements of net liabilities in liquidation.

Although legal fees and other administrative expenses to complete the Company's bankruptcy proceedings may be significant, they are not susceptible to reasonable estimation at this time; accordingly, the accompanying financial statements do not include any provision for such costs not yet incurred by the Company. The June 30, 2002 estimated net realizable value of total assets in liquidation will be reduced in the future by general and administrative expenses incurred subsequent to that date.

### FREQUENCY LICENSE IMPAIRMENT

The Company had been negotiating with a buyer for its frequency licenses. Terms of the sale were based upon a certain stock price of the shares of the purchaser's publicly traded stock. Due to recent market conditions, the purchaser's stock price fell below the contract value. The Company has abandoned the agreement and filed a petition with the Bankruptcy Court to abandon the frequency licenses. The Company recognized an impairment in the amount of \$120,000 related to the frequency licenses, which is included in the accompanying consolidated condensed statements of changes in net liabilities in liquidation as of June 30, 2002.

### LIQUIDITY AND CAPITAL RESOURCES

As previously mentioned, the Company is operating as a debtor-in-possession under the provisions of Chapter 11 of the Bankruptcy Code. The Company has sufficient cash reserves to continue to operate on a limited basis pending the final outcome of the Chapter 11 Case.

12

Universal Broadband Networks, Inc. and Subsidiaries (formerly IJNT.net, Inc.)  
(Debtor-in-Possession)

### COMMITMENTS AND CONTINGENCIES

#### PROPOSED MERGER

As previously disclosed in Form 10-K filed with the SEC on July 1, 2002, the Company is presently negotiating a merger with FoneFriend, Inc. ("FoneFriend"). As of June 30, 2002, the Company has received \$50,000 cash under terms of this agreement.

The proposed transaction described above is subject to execution of a definitive merger agreement.

#### COURT APPROVAL OF PLAN

The Bankruptcy Court approved the Company's Plan of Reorganization as submitted by the Company on August 13, 2002. The effective date of the Plan is September 30, 2002. The Company will file an 8-K within the time specified by SEC regulations with disclosure of the Plan terms and conditions.

#### REGISTRATION RIGHTS AGREEMENTS

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As disclosed elsewhere herein, the Company is obligated under various agreements to register its common stock, including the common stock underlying certain warrants and convertible preferred stock. The Company is subject to penalties for failure to register such securities, the amount of which could be material to the Company's consolidated financial condition, results of operations and cash flows. The Company filed a registration statement on Form S-3 in August 2000 to register the necessary securities, and such registration was deemed effective by the Securities and Exchange Commission on September 13, 2000. Thereafter, the Company defaulted on certain registration obligations. These defaults will be processed through the Chapter 11 Case.

### INFLATION

Management does not believe that inflation had or is likely to have any significant impact on the Company's limited operations.

13

Universal Broadband Networks, Inc. and Subsidiaries (formerly IJNT.net, Inc.)  
(Debtor-in-Possession)

### PART II -- OTHER INFORMATION

#### ITEM 1. LEGAL PROCEEDINGS

On the Petition Date, the Company filed a voluntary petition for relief under the Bankruptcy Code in the United States Bankruptcy Court for the Central District of California. For more information, see Note 2 ("Bankruptcy Case and Related Matters") to the accompanying financial statements.

The Bankruptcy Court approved the Company's Plan of Reorganization as submitted by the Company on August 13, 2002. The effective date of the Plan is September 30, 2002. The Company will file an 8-K within the time specified by SEC regulations with disclosure of the Plan terms and conditions.

The Company has been named as a defendant in certain legal proceedings, principally with regard to the enforcement of contractual obligations for payment for services or products. Moreover, there are other threatened claims of a substantial nature that have been asserted against the Company. All lawsuits have been stayed with respect to the Company as a result of the petition for relief under Chapter 11 of the Bankruptcy Code.

#### ITEM 2. CHANGES IN SECURITIES AND USE OF PROCEEDS

None

#### ITEM 3. DEFAULTS UPON SENIOR SECURITIES

Under terms of the secured financing agreement with Nortel, monthly payments of \$1.1 million each in principal and interest under Tranche B were due and payable on April 1, May 1 and June 1, 2002. As previously disclosed, the Company did not make the payments on any of their credit agreements.

#### ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SHAREHOLDERS

None

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ITEM 5. OTHER INFORMATION

None.

14

Universal Broadband Networks, Inc. and Subsidiaries (formerly IJNT.net, Inc.)  
(Debtor-in-Possession)

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(1) Exhibits:

CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Universal Broadband Networks, Inc. (the "Company") on Form 10-Q for the quarter ended June 30, 2002 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), each of the undersigned, in the capacities and on the dates indicated below, hereby certifies pursuant to 18 U.S. C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of his knowledge:

1. The Report 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 the Report fairly presents, in all material respects, the financial condition and results of operation of the Company.

/S/ BRANDON POWELL

-----  
Brandon Powell  
Executive Vice President and Secretary

/S/ BRIDGET LEGGE

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Bridget Legge  
Acting Chief Financial Officer

(2) Reports on Form 8-K:

None

15

SIGNATURES

## Edgar Filing: UNIVERSAL BROADBAND NETWORKS INC - Form 10-Q

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.

Dated: August 14, 2002

UNIVERSAL BROADBAND NETWORKS, INC.

/S/ BRANDON POWELL

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Brandon Powell

Executive Vice President and Secretary