

Splinx Technology Inc.  
Form 10KSB  
July 14, 2006

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
FORM 10-KSB

(Mark One)

ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended March 31, 2006

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE EXCHANGE ACT

For the transition period from \_\_\_\_\_  
to \_\_\_\_\_

Commission file number 000-51108

Splinx Technology Inc.

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(Name of small business issuer in its charter)

**Delaware**

(State or other jurisdiction of incorporation or organization)

**20-0715816**

(IRS Employer Identification Number)

500 W. Cypress Creek Road Suite 100  
Fort Lauderdale, FL 33309  
(Address of principal executive offices)

(954) 556-4020  
(Issuer's telephone number)

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

Securities registered under Section 12(g) of the Exchange Act:

Common Stock, par value \$0.001 per share

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(Title of class)

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

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Check if there is no disclosure of delinquent filers in response to Item 405 of Regulation S-B contained in this form, and no disclosure will be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-KSB or any amendment to this Form 10-KSB. x

State issuer's revenues for its most recent fiscal year. \$1,971.

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was sold, or the average bid and asked price of such common equity, as of a specified date within the past 60 days. (See definition of affiliate in Rule 12b-2 of the Exchange Act.) The aggregate market value of the voting common equity held by non-affiliates was \$94,000 based upon the last traded price of \$0.04 per share on July 5, 2006

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At July 14, 2006, the number of shares outstanding of the issuer's common stock was 100,507,770 shares.

DOCUMENTS INCORPORATED BY REFERENCE

None.

Transitional Small Business Disclosure Format (Check one): Yes  No

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SPLINEX TECHNOLOGY INC.  
Form 10-KSB  
For the Year Ended March 31, 2006  
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## PART I

### Item 1. Description of Business

#### Overview

Splinx Technology Inc. (“Splinx”) develops, licenses and services software that enables the generation, manipulation, viewing and image-based searching of complex, multi-dimensional mathematical objects and information. We believe end-users of our software products, such as mathematicians, scientists, graphic designers or digital artists working on complex, graphical three-dimensional problems, will experience greater productivity through improved interaction with, enhanced visual representation and faster manipulation of, and greater technical and artistic precision in representing, multi-dimensional mathematical objects and information.

Since inception, we have operated in a development phase typical of a software company and have focused on developing technologies and products and securing intellectual property rights while we develop relationships with potential customers and resellers. Our corporate activities to date have included raising capital, strategic and business planning, completing the registration of our common stock with the U. S. Securities and Exchange Commission (the “Commission”), and retaining executive management. We have minimal sales and no sales contracts and are considered to be in the development stage as of March 31, 2006.

During September 2005, the Company implemented a change in its business strategy and took certain actions to reduce its overhead costs. We began marketing and sales activities for our *nViz<sup>x</sup>*™ product line in late June 2005 under a marketing and distribution agreement (the “Reseller Agreement”) with a leading mathematical computational software developer; however, sales under the Reseller Agreement have been minimal to date. The Company intends to continue to offer for sale its existing *nViz<sup>x</sup>* visualization products, including continuing to market these products under the Reseller Agreement and in its internet web store, but the Company does not presently plan to introduce new versions of the product or upgrades unless and until sales for the current products increase significantly. The Company has discontinued its development projects unrelated to *nViz<sup>x</sup>*. The Company has terminated its use of software development services previously provided to the Company by Splinx Outsourcing, Inc., a Russian outsourcing company, and significantly reduced its software development team in the United States. In addition, the Company has terminated or accepted resignations from certain executives and managers. The Company intends to explore alternative uses of its existing technology through licensing or other business development activities. The Company has borrowed funds from a related party, Ener1 Group, Inc., to pay certain ongoing expenses while it pursues such alternatives, which could include acquisitions of or joint ventures with companies that could benefit from certain of the Company’s core technologies. The Company does not anticipate receiving funding from Ener1 Group, Inc. sufficient to pay past due obligations including severance obligations until it has been able to implement its business development further. As of March 31, 2006, the Company had borrowed \$429,000 from Ener1 Group, Inc. under a demand note.

On December 13, 2005, the Company signed a letter of intent to acquire EnerSoft, Inc. (“EnerSoft”), a privately held technology company that specializes in the development of video processing filters, signal and imaging processing and video compression technologies. Ener1 Group, Inc., a company affiliated with the Company by common ownership and common control, owns 95% of the equity of EnerSoft. EnerSoft is a development stage software company with no assets or revenues. The Company discontinued further due diligence activities and negotiations related to EnerSoft in May 2006.

In accordance with the funding provisions in the Predecessor’s operating agreement, certain members of the Predecessor contributed capital of \$2,000,000 to the Predecessor. As of July 27, 2005, the Company had borrowed \$2,500,000 under a \$2,500,000 revolving loan agreement with a company that is affiliated with the Company through common ownership (the “Bzinfin Loan”). The Company borrowed an additional \$50,000 from Bzinfin during

September 2005, and the loan agreement was amended to include the additional borrowing under the same terms and conditions.

Several factors exist that raise significant doubt as to our ability to continue operating as a going concern. These factors include our history of net losses and the facts that our company is in the development stage and we have earned minimal revenues to date. Our independent auditors' report on our financial statements for the year ended March 31, 2006 contains an explanatory paragraph about our ability to continue as a going concern. In the absence of attaining profitable operations and achieving positive cash flow from operations, or obtaining significant additional debt or equity financing, we will have difficulty meeting current and long-term obligations.

## Company History

We were organized under the laws of the State of Delaware in February 2004 to conduct the business and operations of Splinx, LLC, a Florida limited liability company (our "Predecessor"). Effective April 1, 2004, Splinx, LLC reorganized as a corporation and, as a result, contributed its assets, liabilities and operations to us under a contribution agreement. Our financial statements include the accounts of Splinx Technology Inc. and our Predecessor, and all material inter-company transactions have been eliminated. We began activity October 28, 2003 (inception).

On January 18, 2005, we merged with a subsidiary of Ener1, Inc., an affiliated company controlled by certain direct and indirect beneficial owners of the membership interests of our Predecessor (the "Merger"). We survived the Merger and issued 5,000,000 shares of our common stock to Ener1, Inc. in the Merger. Ener1, Inc. declared a dividend of the 5,000,000 shares that it received to its shareholders of record as of January 17, 2005 (the "Distribution"). The dividend was paid on January 24, 2005. Immediately after the Merger, and prior to the Distribution, Splinx, LLC and Ener1, Inc. owned 95% and 5%, respectively, of our then outstanding common stock. We registered the Distribution by Ener1, Inc. of our common stock on a registration statement on Form S-1 filed with the Commission. As a result of the Merger and the Distribution, we became a public reporting company subject to the information and reporting requirements of the Securities Exchange Act of 1934. The Merger and the Distribution are described further in our Registration Statement on Form S-1, filed with the Commission on December 27, 2004 (Registration No. 333-116817).

Our principal executive offices are located at 500 W. Cypress Creek Road, Suite 100, Fort Lauderdale, Florida 33309. Our telephone number is (954) 556-4020 and our website address is [www.splinx.com](http://www.splinx.com).

*While we intend to operate our business as described in this document, we are a new company with a limited operating history. As we further develop our products, expand our market presence, and grow our business, our experience, changes in market conditions, and other factors outside our control, may require us to alter our market focus and anticipated methods of conducting our business.*

## Our Technology

Our software is based upon proprietary mathematic algorithms developed by, or exclusively on behalf of, our company. Our software is intended to address workflow problems that have long been associated with the use, including the creation, manipulation, editing and rendering, of 3D graphics for digital content creation and with the related need to manage 3D information. We believe our software will enable more precise and rapid display of 3D surface and solid models, including models based on natural and synthetic data sources. For the end-user of our products, this may allow faster results with greater levels of accuracy while requiring less expensive computer hardware than presently required.

## Our Strategy

Our strategy is to sell our software as an add-on software program compatible with Mathematica and MapleSoft. We offer our product for sale on our internet web store and through the Reseller Agreement. If the Company had additional funding, it would consider increasing the marketing expenditures to target the Mathematica and MapleSoft users.

## Principal Products and Their Markets

Our principal product is *nViz<sup>x</sup>*, a software program that allows users to visualize sophisticated and complex multi-dimensional data and objects faster and with greater control and detail than was previously possible with other products. The first versions of *nViz<sup>x</sup>* are add-ons (i.e., a product sold separately and used in connection with the

technical computing software) which were released for use with Mathematica and Maple, two third-party technical computing software programs published by Wolfram Research Inc. (“WRI”) and Waterloo Maple, Inc., respectively. Mathematica and Maple are programs used for advanced mathematical functions and problem solving, such as numeric and symbolic computation plus interactive document creation.



We began marketing *nViz<sup>x</sup>* v1.5 for Maplesoft in June 2005 under a Reseller Agreement with Waterloo Maple Inc., the developer of Maplesoft software. Under the Reseller Agreement, Maplesoft and Splinx will conduct a number of joint marketing efforts. Maplesoft currently makes *nViz<sup>x</sup>* for Maplesoft v1.5 available for purchase on its web site.

Due to limited financing sources, we may license our software and technology to users in various vertical markets.

### **Distribution**

All of our current products are marketed and sold on the Internet through our website where they are also made available for download and limited free trial. Also, under the Reseller Agreement, our *nViz<sup>x</sup>* v1.5 for Maplesoft product became available for sale in June 2005 through Maplesoft's distribution channels including their web store, their direct sales force and their worldwide network of resellers.

### *Advertising and promotion*

We conducted a limited marketing effort from February through August 2005, including:

- providing direct sample/limited trial offers and sales through direct mail campaigns and over the Internet;
- attracting unique visitors through search engine and similar key word technology on the Internet;
- distributing trial and sample versions of our programs at seminars and industry events; and
- buying sponsored search links, such as AdWords offered by Google, Inc.

### **Customer service and support and training**

We do not currently offer technical support and customer service. Our software is accompanied by a thorough user guide. Our web site contains examples of applications of the software. We held webinars from March through August 2005, which are web-based training sessions.

### **Sources and availability of physical product components**

We expect most of our customers to download the purchased product and related manuals over the Internet. For customers who want to purchase a physical product consisting of a CD-ROM and printed manuals, we make a physical product kit available at no extra charge. To date, we have not experienced difficulties in obtaining raw materials for the manufacture of our products, the replication of CD-ROMs, or the printing and assembly of components and do not expect to in the future.

### **Dependence on a few major resellers**

We are a new company without a sales force and limited visibility in the market. We rely on internet visits to our web store and web site and a small number of resellers such as Maplesoft, with well established international sales and distribution networks, for our sales.

### **Our intellectual property**

#### *Our provisional and utility patent applications*

We have currently on file five provisional patent applications and one utility patent application with the United States Patent and Trademark Office that cover the underlying technology in several of our existing and planned products. These provisional and utility patent applications are for problem-solving formulas and mathematical procedures that we believe are unique and allow a more efficient representation or management of three-dimensional graphic data.

*The provisional patent process*

Since June 8, 1995, the U.S. Patent and Trademark Office has offered inventors the option of filing a provisional application for patent, which is designed to provide a lower-cost first patent filing in the United States. A provisional application for patent allows filing without a formal patent claim, oath or declaration, or any information disclosure statement and provides the means to establish an early effective filing date. It also allows the applicant to use the term "Patent Pending." It allows the holder to provide proof of the date that the invention was first submitted to the U.S. Patent and Trademark Office, but does not allow the holder to sue others for infringement. Provisional patent applications are confidential and are not released to the public.

A provisional application for patent has a term of 12 months from the date the provisional application is filed. The 12-month term cannot be extended. During the term, the inventor can determine whether it is beneficial to incur the additional cost of prosecuting a non-provisional patent application. The provisional application can be converted to a non-provisional utility or design patent application by filing the non-provisional application with a specific reference to the provisional application.

#### *Trademarks*

As appropriate, we will seek to register some of our product names and logos in the United States and internationally, if we determine that such registration is prudent.

#### *Protection of our intellectual property*

Our success and ability to compete is dependent in part on our ability to develop and maintain the proprietary aspects of our technology and operate without infringing upon the proprietary rights of others. To protect our proprietary information we rely primarily on a combination of patent and trademark protection, anti-piracy measures, copyrights, trade secret and confidentiality procedures, and contractual confidentiality provisions. We also use contractual provisions to protect many of our intellectual property rights. We require employees, consultants and many of those with whom we have business relationships to sign non-disclosure and confidentiality agreements. We require all employees and consultants to sign invention assignment agreements.

#### **Research and development**

Our research and development expenses were \$661,994 and \$1,208,722 for the years ending March 31, 2006 and 2005, respectively, or 30% and 44% of our fiscal year 2006 and 2005 operating costs. Until their curtailment in September 2005, our research and development activities, which consist primarily of computer programming development, were conducted by scientists and mathematicians at our facilities in Fort Lauderdale, Florida and by software engineers, scientists, mathematicians and graphic designers employed by Splinx Outsourcing, LLC, a Russian limited liability company located in Ekaterinburg, Russia.

We began working with Russia-based programmers in October, 2003. Initially, the expenses of our Russian operations were paid on our behalf by a Russian consultant who handled administrative matters for us in Russia. We agreed to pay this consultant \$20,000 per month to fund our Russian operations, including all costs associated with our development efforts in Russia, including wages and benefits paid to Russian personnel, rent and computer-related expenses. We agreed to increase this amount to \$24,000 per month in January 2004. In March 2004, the consultant formed Splinx Outsourcing to handle administrative and employment matters in connection with our Russian operations. Splinx Outsourcing generally seeks to enter into invention assignment, consulting and other agreements with the employees, consultants, contractors and vendors involved in our development efforts in Russia as necessary to secure our intellectual property rights. In July 2004, the Russian consultant became an employee in our Fort Lauderdale offices., and his employment was terminated in September 2005.

Between July 2004 and September 2004, we had an arrangement with ANTAO, Ltd., a company formed by one of the members of Splinx, LLC, our majority stockholder, to be the administrative vehicle for our development efforts in Russia, under which we forwarded funds to ANTAO to forward to Splinx Outsourcing and to cover ANTAO's administrative costs and taxes. In September 2004, all of the outstanding stock of ANTAO was contributed to us and it became our wholly-owned subsidiary. The owner of the outstanding securities of Splinx Outsourcing has agreed to contribute these securities to ANTAO at which time Splinx Outsourcing would become our indirect, wholly-owned subsidiary. Currently, Splinx Outsourcing has a nominal amount of assets, primarily computers and office furniture, and the contribution would be recorded at fair value. We do not have any plans to effect this contribution in the near future.

## **Our Customers**

We target sales of our products and services to Mathematica and MapleSoft users. We offer our product for sale on our internet web store and through the Reseller Agreement. Our products are used by end-users who create sophisticated computational and analytical models, digital content, or manage 3D information. Potential customers in this market segment include mathematics, science and engineering educational institutions and students.

If the Company had additional funding for development, other additional markets for derivatives of our product include software used for visualization of images in medical imaging, geomatics imaging, terrestrial imaging, metrological imaging, entertainment imaging, seismic and sonar scan arrays imaging and national security & military imaging.

## Competition

### *In general*

The markets for visualization software and technologies are numerous and very diverse. The majority of vendors choose to focus on sales in a specific vertical market segment such as satellite imagery, medical imaging, oil & gas exploration, or metrology.

Our current strategy for *nViz<sup>x</sup>* is to sell it as an add-on product for general purpose technical computing programs such as Mathematica and Maple. Competition in some segments of the market is intense, due to the fact that certain companies, such as Wolfram Research, offer plug-in visualization software for their flagship products. Furthermore, competing software programs are also available for free download on the internet (“freeware”).

The products we primarily compete with in the professional end-user market segment are Dynamic Visualizer™ distributed by Wolfram Research and Simulink™ distributed by The MathWorks. Dynamic Visualizer, like *nViz<sup>x</sup>* for Mathematica, can be used to create 3D graphics using data from Mathematica. We believe *nViz<sup>x</sup>* for Mathematica has a richer features set, provides for higher levels of interaction, and offers higher performance than competing products.

Many products available today such as Mathematica™, MatLab™, Maple™ and MathCAD™ include some of the basic functionality found within our products. As the demand for visualization within the add-on market for *nViz<sup>x</sup>* grows, we anticipate producers of computational software will respond by providing additional visualization capabilities in their products. These producers may seek to accomplish this by developing new products in-house, licensing software and/or technology or entering into reseller agreements with companies such as ours.

The overall market for visualization software and technologies includes many different segments. Our competitors include several large, well-funded companies, as well as many smaller and private companies. Many of our competitors and potential competitors may have greater name recognition and financial, technical, and/or marketing resources than we have. They may be able to devote greater resources to the development, promotion and sale of their products than we can. Competitive pressures may result in decreased sales volumes, price reductions and/or increased operating costs, and could result in lower revenues, margins and net income. Potential customers may have concerns about purchasing from us because of our size relative to larger competitors.

Many of our future potential competitors operate both internationally and regionally, and many of them have well-recognized product lines that will compete with us in a wide range of our planned products. As we begin our marketing efforts into new market segments, we will be at a disadvantage to established competitors until we develop brand recognition and customer loyalty for our products. We also expect competition from other emerging companies. We expect competition to persist and intensify as the multi-dimensional visualization markets develop and competitors develop additional product and service offerings.

We believe that the principal competitive factors in our industry are:

- the ability to continue to create innovative and relevant technology;
- the quality and breadth of product and service offerings;
- the ease and speed with which a product can be integrated with existing customers’ software and systems, embedded in semiconductors, integrated with a manufacturer’s existing internal systems and deployed to end-users;
- whether the software operates efficiently within numerous environments;

- financial resources;
- price;
- time to market; and
- effectiveness of sales and marketing efforts.

We cannot be certain that we will be able to compete successfully in the future.

### **Employees**

At July 1, 2006, we employed 2 people based at our Fort Lauderdale, Florida office, one of whom is a senior programmer and developer of nVizx. None of our employees are represented by a collective bargaining agreement.

### **Item 2. Description of Property**

Until June 1, 2006 we subleased approximately 4,000 square feet of office and research and development space at 550 W. Cypress Creek Road, Suite 410, Fort Lauderdale, Florida, from an affiliated company, Ener1 Group. Our sublease of this property expires on February 28, 2008. We paid \$62,363 annually to Ener1 Group under this sublease, and we believe this property was adequately covered by insurance. We vacated the space as a result of restructuring activities on June 1, 2006, and shared space thereafter at the offices of Ener1 Inc. at 500 West Cypress Creek road Suite 100. We believe that our current facilities are adequate to meet our current and immediately foreseeable needs, and additional space is readily available in the area on reasonable terms if we need additional space to accommodate additional growth.

### **Item 3. Legal Proceedings**

From time to time, we may be involved in litigation relating to claims arising out of our intellectual property and operations. We are not currently a party to any such proceedings.

### **Item 4. Submission of Matters to Vote**

None.

## PART II

## Item 5. Market for Common Equity and Related Stockholder Matters

At July 14, 2006, the number of shares outstanding of the issuer's common stock was 100,507,770 shares. There was no established public trading market for our common stock prior to July 2005. The approximate number of record holders of our common stock at July 1, 2006 was 200. The number of shareholders of record does not include beneficial owners of common stock whose shares are held in the names of various dealers, clearing agencies, banks, brokers and other fiduciaries. The principal market for our stock was the Over-the-Counter Bulletin Board. On July 7, 2006, the closing price of our common stock was \$0.04.

The following table sets forth the high and low prices for our common stock for the period indicated as reported by the OTC Electronic Bulletin Board. No shares were reported traded before July 7, 2005. The quotations reflect inter-dealer prices, without retail mark-up, mark-down or commission and may not represent actual transactions.

Year	Fiscal Quarter Ended	High	Low
2006	September 30, 2005	\$ 0.51	\$ 0.05
	December 31, 2005	\$ 0.51	\$ 0.25
	March 31, 2006	\$ 0.25	\$ 0.06

We have not paid any cash dividends during the last two fiscal years and do not anticipate paying any cash dividends on our common stock.

**Plan Shares Outstanding**

The following table sets forth information with respect to our equity compensation plan approved by our security holders and equity compensation plans not approved by security holders. The information in this table is as of July 14, 2006.

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Warrants and Rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in the first column)
Equity compensation plans approved by security holders.	800,000	\$0.10	4,200,000 (1)

(1) The terms of our equity compensation plan provide that after June 30, 2005, we may grant options under our equity compensation plan to purchase up to the lesser of an additional 5,000,000 shares of common stock, 5 percent of our outstanding shares of common stock on such date, or an amount determined by our board of directors. No increase



in the plan has been approved under this provision.

**Recent Sales of Unregistered Securities**

None

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Item 6. Management's Discussion and Analysis or Plan of Operations

*This Annual Report on Form 10-KSB contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These statements relate to our expectations, hopes, intentions or strategies regarding future events or future financial performance. Any statements contained in this report that are not statements of historical fact may be deemed forward-looking statements. In some cases, forward-looking statements can be identified by terminology such as "may," "will," "should," "expect," "plan," "anticipate," "intend", "believe," "estimate," "predict," "potential" or "continue," or the negative of such terms or other comparable terminology. Forward-looking statements include but are not limited to statements regarding: the expected release dates and future sales of our products; development of other products; expected hiring levels; marketing plans; increases of selling, general and administrative costs and research and development spending; our product development strategy; and financing requirements. These statements are only predictions and are subject to a number of assumptions, risks and uncertainties that could cause actual results to differ materially from those expressed or implied in the forward-looking statements. The following important factors, in addition to those discussed in our filings with the Commission from time to time, and other unforeseen events or circumstances, could affect our future results and could cause those results or other outcomes to differ materially from those expressed or implied in our forward-looking statements: general economic conditions; competition; our ability to raise capital; our ability to control costs; changes within our industries; release of new and upgraded products and services by us or our competitors; development of our sales force; employee retention; our ability to protect our intellectual property; legal and regulatory issues; changes in accounting policies or practices; and successful adoption of our products and services.*

*All forward-looking statements are based on information available to us on the date of this filing, and we assume no obligation to update such statements.*

*The following discussion should be read in conjunction with our other filings with the Commission and the consolidated financial statements and related notes included in this Annual Report.*

**Overview**

Splinx develops, licenses and services software that enables the generation, manipulation, viewing and image-based searching of complex, multi-dimensional mathematical objects and information. We believe end-users of our software products, such as mathematicians, scientists, graphic designers or digital artists working on complex graphical three-dimensional problems, will experience greater productivity through improved interaction with, enhanced visual representation and faster manipulation of, and greater technical and artistic precision in representing, multi-dimensional mathematical objects and information.

Since inception, we have operated in a development phase typical of a software company and have focused on developing technologies and products and securing intellectual property rights while we develop relationships with potential customers and resellers. Our corporate activities to date have included raising capital, strategic and business planning, completing the registration of our securities with the Commission, and retaining executive management. We have minimal sales and no sales contracts and are considered to be in the development stage as of March 31, 2006.

We began activity October 28, 2003 (inception). Effective April 1, 2004, our Predecessor reorganized as a corporation and, as a result, contributed its assets, liabilities and operations to us. Our financial statements include the accounts of Splinx Technology Inc. and our Predecessor, and all material inter-company transactions have been eliminated.

The Company's financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the settlement of liabilities and commitments in the normal course of business. The Company is in the development stage and has had minimal revenues since inception. Management recognizes that the Company must

raise capital sufficient to fund start up, development and marketing activities until such time as it can generate revenues and net cash flows in amounts necessary to enable it to continue in existence. The realization of assets and satisfaction of liabilities in the normal course of business is dependent upon the Company achieving these goals. Management's plans include continuing efforts to develop the Company's first commercial product, borrowing funds under the revolving loan agreement described below, and raising additional capital.

In accordance with the funding provisions in the Predecessor's operating agreement, certain members of the Predecessor contributed capital of \$2,000,000 to the Predecessor. As of July 27, 2005, the Company had borrowed \$2,500,000 under a \$2,500,000 revolving loan agreement with a company that is affiliated with the Company through common ownership (the "Bzinfon Loan"). The Company borrowed an additional \$50,000 from Bzinfon during September 2005, and the loan agreement was amended to include the additional borrowing under the same terms and conditions. From October 2005 through March 31, 2006, the Company borrowed \$429,000 from Ener1 Group, Inc. under a demand note.

During September 2005, the Company implemented a change in its business strategy and took certain actions to reduce its overhead costs. The Company intends to maintain and support its existing *nViz<sup>x</sup>* visualization products, but the Company does not presently plan to introduce new versions of the product or upgrades unless and until sales for the current products increase significantly. The Company has discontinued its development projects unrelated to *nViz<sup>x</sup>*. The Company has terminated its use of software development services previously provided to the Company by Splinx Outsourcing, Inc., a Russian outsourcing company, and significantly reduced its software development team in the United States. In addition, the Company has terminated or accepted resignations from certain executives and managers. The Company intends to explore alternative uses of its existing technology through licensing or other business development activities. The Company has borrowed funds from a related party, Ener1 Group, Inc., to pay certain ongoing expenses while it pursues such alternatives, which could include acquisitions of or joint ventures with companies that could benefit from certain of the Company's core technologies. The Company does not anticipate receiving funding from Ener1 Group, Inc. sufficient to pay past due obligations including severance obligations until it has been able to implement its business development further.

Management believes that actions presently being taken, as described in the preceding paragraphs, provide the opportunity for the Company to continue as a going concern; however, there is no assurance this will occur.

### **Plan of Operation**

During the period from inception on October 28, 2003 through October 1, 2004, our research and development activities were primarily directed towards developing core technologies and software libraries that could be used in various applications and market segments.

During the period from October 1, 2004 through August 2005, we have directed most of our software development activities to developing and releasing a commercial version of our software product called *nViz<sup>x</sup>*, the first versions of which were designed for use with Mathematica and Maple, two third-party technical computing software programs published by Wolfram Research Inc. and Waterloo Maple, Inc., respectively. Mathematica and Maple are programs used for advanced mathematical functions and problem solving, such as numeric and symbolic computation plus interactive document creation. *nViz<sup>x</sup>* is an add-on (i.e., a product sold separately and used in connection with the technical computing software) software program that allows users to visualize sophisticated and complex multi-dimensional data and objects faster and with greater control and detail than is currently possible.

The first version of *nViz<sup>x</sup>* v1.0 for Mathematica was commercially released and made available for purchase in March 2005. *nViz<sup>x</sup>* v1.5 for Maplesoft was commercially released and made available for purchase in June 2005. In June 2005, we entered into a Reseller Agreement with Waterloo Maple Inc., the parent company of Maplesoft, the developer of Maple software. Under the Reseller Agreement, Maplesoft and Splinx agreed to conduct a number of joint marketing and sales initiatives. Additionally, Maplesoft agreed to promote *nViz<sup>x</sup>* v1.5 for Maple through its web site and other marketing activities directed to its customer base. We have not had significant sales of either product, and do not have sufficient funds to market the product to achieve higher sales. Our current marketing activities consist solely of the marketing efforts of our reseller and availability of the product for purchase at our internet web store.

Using our core software libraries, we have the capability to develop additional versions of *nViz<sup>x</sup>* as visualization add-ons for other technical computing software products similar to Mathematica and Maplesoft and for spreadsheet products like Microsoft Excel. However, due to low product sales, we intend to make available for purchase our existing *nViz<sup>x</sup>* visualization products, but do not presently plan to introduce new versions of the product or upgrades unless and until sales of the current products increase significantly. We may explore alternative uses of our existing technology through licensing or other business development activities. We may pursue acquisitions of, or joint ventures with, companies that can benefit from our technology.

On December 13, 2005, we signed a letter of intent to acquire EnerSoft, Inc. (“EnerSoft”), a privately held technology company that specializes in the development of video processing filters, signal and imaging processing and video compression technologies. Ener1 Group, Inc., a company affiliated with our Company by common ownership and common control, owns 95% of the equity of EnerSoft. EnerSoft is a development stage software company with no assets or revenues. The Company discontinued further due diligence activities and negotiations related to EnerSoft in May 2006.

At March 31, 2006, we had cash of \$9,458 and negative working capital of \$4.4 million, of which \$3.3 million was owed to a related party. Through employee terminations, the termination of our use of software development services previously provided to us by Splinx Outsourcing, Inc., and implementation of other expense controls, we have reduced our monthly cash expenses to approximately \$60,000. We are currently dependent upon funds advanced from Ener1 Group, Inc. to pay these ongoing expenses. We do not anticipate receiving funding sufficient to pay our past due obligations, including severance obligations, until we have been able to implement our business development plans further.

We cannot provide assurance you that we will be able to raise additional funds on terms favorable to us or at all. If we raise additional funds through the sale of equity or convertible debt securities, our current stockholders' ownership percentage of our common stock will be reduced. In addition, these transactions may dilute the value of our common stock. We may have to issue securities that have rights, preferences and privileges senior to our common stock. The terms of any additional indebtedness may include restrictive financial and operating covenants that would limit our ability to compete and expand. Our failure to obtain any required future financing could materially and adversely affect our financial condition.

As of March 31, 2006, we have no material planned capital expenditures.

### **Results of Operations for the Year Ended March 31, 2006 Compared to the Year Ended March 31, 2005**

We incurred a loss of \$2,263,329, or \$0.02 per share, for the year ended March 31, 2006 (which we refer to as "fiscal 2006") compared to a loss of \$3,296,189, or \$0.03 per share, for the year ended March 31, 2005 (which we refer to as "fiscal 2005"). Our total operating expenses for fiscal 2006 were \$2,138,323. Our total operating expenses for fiscal 2005 were \$2,770,859 and non-operating expenses related to the Merger were \$512,321. Interest expenses in fiscal 2006 were \$126,977 compared to fiscal 2005 interest expense of \$13,058. Our operating expenses decreased significantly during fiscal 2006 as we terminated product development activities and related personnel and terminated most of our workforce.

Operating expenses in fiscal 2006 included \$196,018 for sales and marketing expenses, \$1,280,311 for general and administrative expenses, and \$661,994 for research and development costs. Operating expenses in fiscal 2005 included \$365,278 for sales and marketing expenses, \$1,196,859 for general and administrative expenses, and \$1,208,722 for research and development costs.

Sales and marketing expenses in fiscal 2006 consisted primarily of wages and benefits of \$96,064, advertising and promotional expenses of \$73,804, and web store development and ecommerce costs of \$19,283. Sales and marketing expenses in fiscal 2005 consisted primarily of wages and benefits of \$171,336, advertising and promotional expenses of \$116,935, and web store development and ecommerce costs of \$33,086. Advertising and promotion activities, which included direct mail and email campaigns, began primarily in February 2005 and continued through April 2005. We discontinued marketing activities and terminated the marketing personnel in September 2005.

General and administrative expenses for fiscal 2006 included wages and benefits of \$261,612; consulting fees of \$200,000 paid to a director, Dr. Novak and a related party, Mike Zoi; severance costs related to the departure of the chief executive officer of \$404,960; travel and related costs of \$4,402; audit fees of \$62,583; legal expenses of \$79,046, of which \$9,200 was payable to Ener1 Group to reimburse Ener1 Group for the services of our general counsel, who is also an officer of Ener1 Group; information technology; rent of \$62,363; insurance costs of \$84,538; and depreciation of \$34,910. General and administrative expenses for fiscal 2005 included wages and benefits of \$410,389; consulting fees of \$200,000 paid to a director, Dr. Novak and a related party, Mike Zoi; executive recruiting fees of \$75,015 related to our search for a chief executive officer; travel and related costs of \$76,449; audit fees of \$59,699; general legal expenses of \$48,636, of which \$35,530 was payable to Ener1 Group to reimburse Ener1 Group for the services of our general counsel, who is also an officer of Ener1 Group; information technology and web

site costs of \$69,317; rent of \$60,606; insurance costs of \$26,239; and depreciation of \$24,075. Wages decreased due to the termination of the CEO in September 2005. Insurance expense increased due to directors and officers insurance which we obtained when we went public in January 2005.

Research and development expenses for fiscal 2006 included \$473,032 for wages and benefits paid to U.S. based programmers; \$156,207 for wages and administrative costs of our Russian-based scientists and programmers; \$20,570 paid to software consultants; and \$10,000 for immigration and employee relocation costs. Research and development expenses for fiscal 2005 included \$589,099 for wages and benefits paid to U.S. based programmers; \$295,000 for wages and administrative costs of our Russian-based scientists and programmers; \$205,802 paid to software consultants; and \$86,447 for immigration and employee relocation costs. We terminated our use of software development services previously provided to the Company by Splinx Outsourcing, Inc., a Russian outsourcing company, and significantly reduced our software development team in the United States in September 2005.

Historically, we have outsourced a substantial amount of our research and software development services to Russia based scientists and programmers. Our Russia based research and development expenses consist primarily of payroll and related expenses for Russia based programmers and administrative costs, which include rent and related facility costs, computer-related expenses such as personal computers, software and related supplies and equipment. We outsourced programming work to approximately 30 scientists and programmers in Russia.

Related parties reimburse the Company for the time spent by one of its employees for patent and research work; as a result, administrative wages and research and development wages are net of reimbursements of \$17,160 and \$46,080, respectively, for the year ended March 31, 2005. Other administrative services were provided by personnel of Ener1, Inc. in the amount of \$1,782 and \$5,849 for the years ended March 31, 2006 and 2005.

Costs incurred in fiscal 2005 in connection with the Merger and becoming a public company of \$512,320 include legal expenses of \$321,485, audit and related fees of \$122,832, and printing and other costs of \$68,003.

Interest expenses increased to \$126,977 for the year ended March 31, 2006 compared to \$13,058 in fiscal 2005 from due to borrowings under the Bzinfin loan and loans from Ener1 Group. Interest under the Bzinfin loan is due at maturity in February 2007.

### **Liquidity and capital resources**

At March 31, 2006, we had negative working capital of \$4,448,961 and cash of \$9,458 and we have no further borrowing availability under the Bzinfin Loan.

Several factors exist that raise significant doubt as to our ability to continue operating as a going concern. These factors include our history of net losses and the facts that our company is in the development stage and we have earned minimal revenues to date. We have no remaining funds available under our revolving loan agreement and are dependent upon Ener1 Group, Inc. to fund our operations. Our independent auditors' report on our financial statements for the year ended March 31, 2006 contains an explanatory paragraph about our ability to continue as a going concern. In the absence of attaining profitable operations and achieving positive cash flow from operations or obtaining significant additional debt or equity financing, we will continue to have difficulty meeting current and long-term obligations.

During September 2005, the Company implemented a change in its business strategy and took certain actions to reduce its overhead costs. The Company intends to maintain and support its existing *nViz<sup>x</sup>* visualization products, but the Company does not presently plan to introduce new versions of the product or upgrades unless and until sales for the current products increase significantly. The Company has discontinued its development projects unrelated to *nViz<sup>x</sup>*. The Company has terminated its use of software development services previously provided to the Company by Splinx Outsourcing, Inc., a Russian outsourcing company, and significantly reduced its software development team in the United States. In addition, the Company has terminated or accepted resignations from certain executives and managers. The Company may explore alternative uses of its existing technology through licensing or other business development activities. The Company has borrowed funds from a related party, Ener1 Group, Inc., to pay certain ongoing expenses while it pursues such alternatives, which could include acquisitions of or joint ventures with companies that could benefit from certain of the Company's core technologies. The Company does not anticipate receiving funding from Ener1 Group, Inc. sufficient to pay past due obligations including severance obligations until it has been able to implement its business development further.

In accordance with the funding provisions in the Predecessor's operating agreement, certain members of the Predecessor contributed capital of \$2,000,000 to the Predecessor. As of July 27, 2005, we had borrowed \$2,500,000 under the Bzinfin loan. We borrowed an additional \$50,000 from Bzinfin during September 2005, and the loan agreement was amended to include the additional borrowing under the same terms and conditions. We borrowed



\$429,000 from Ener1 Group during fiscal 2006, and an additional \$106,000 From April 1, 2006 through July 1, 2006. The loans are demand notes, and bear interest at an annual rate of 5% payable at maturity.

In the absence of attaining profitable operations and achieving positive cash flows from operations or obtaining significant additional debt or equity financing, we will continue to have difficulty meeting current and long-term obligations.

During the year ending March 31, 2005, one of our affiliates, Ener1 Group, Inc., loaned us \$800,000 to fund our working capital needs. This loan had an annual interest rate of 5%. These loans were assumed by Bzinfon, S.A., our lender under the revolving loan agreement, effective February 21, 2005 and, as a result, are included in the \$1,700,000 outstanding balance at March 31, 2005 under the revolving loan agreement.

Prior to April 1, 2004, we operated through our Predecessor as a limited liability company. On April 1, 2004, our Predecessor contributed all of its assets, liabilities and operations to us. Under SEC Staff Accounting Bulletin Topic 4 (B), the undistributed earnings (losses) of our Predecessor were treated as a constructive distribution to the members of our Predecessor followed by a capital contribution to us. On April 1, 2004, the effective date of the contribution, we reclassified the accumulated deficit to date of \$822,847 to additional paid in capital.

We do not have material exposure to market risks associated with changes in interest rates related to cash equivalent securities held at March 31, 2006.

#### **Off-balance sheet arrangements**

At March 31, 2006, we did not have any off-balance sheet arrangements, as defined in tem 303(c)(4)(2) of SEC Regulation S-B.

#### **Recent accounting pronouncements**

SFAS No. 154, Accounting Changes and Error Corrections, was issued in May 2005 and replaces APB Opinion No. 20 and SFAS No. 3. SFAS No. 154 requires retrospective application for voluntary changes in accounting principle in most instances and is required to be applied to all accounting changes made in fiscal years beginning after December 15, 2005. We do not expect our adoption of SFAS No. 154 on April 1, 2006 will have a material impact on our financial position, results of operations or cash flows.

**Report of Independent Registered Public Accounting Firm**

To the Board of Directors and Stockholders  
of Splinx Technologies, Inc.

We have audited the accompanying consolidated balance sheets of Splinx Technologies, Inc. (a Development Stage Company) as of March 31, 2006 and 2005, and the related consolidated statements of operations, changes in stockholders' deficiency in assets and cash flows for the years then ended and for the period from October 28, 2003 (inception) through March 31, 2006. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company has determined that it is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Splinx Technologies, Inc. as of March 31, 2006 and 2005, and the results of their operations and their cash flows for the years then ended and from October 28, 2003 (inception) through March 31, 2006, in conformity with accounting principles generally accepted in the United States of America.

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 2 to the consolidated financial statements, the Company has experienced recurring losses in the development stage. This raises substantial doubt about the Company's ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 2. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ Daszkal Bolton LLP

Boca Raton, Florida  
June 30, 2006

SPLINEX TECHNOLOGY INC.  
(A DEVELOPMENT STAGE COMPANY)  
CONSOLIDATED BALANCE SHEETS

<b>ASSETS</b>	March 31, 2005	March 31, 2006
Current assets		
Cash	\$ 256,347	\$ 9,458
Prepaid expenses and other	30,925	38,358
Loans and advances to employees - current portion	13,834	831
Total current assets	301,106	48,647
Property and equipment, net		
	49,862	7,340
Accounting software license		
	37,000	20,192
Other assets		
	9,881	9,881
Loans to employees - long term portion		
	9,875	—
Total assets	\$ 407,724	\$ 86,060
<b>LIABILITIES AND STOCKHOLDERS' DEFICIENCY IN ASSETS</b>		
Current liabilities		
Demand note payable and accrued interest due to related party - Ener1 Group		
	—	435,540
Note payable and accrued interest due to related party - Bzinfin		
	—	2,677,707
Accounts payable	434,967	563,006
Accrued expenses	221,572	683,093
Due to related parties	106,760	138,262
Other current liabilities	30,655	—
Total current liabilities	793,954	4,497,608
Long term liabilities		
Note payable and accrued interest due to related party - Bzinfin		
	1,708,240	—
Total liabilities	2,502,194	4,497,608
<b>COMMITMENTS AND CONTINGENCIES</b>		
<b>STOCKHOLDERS' DEFICIENCY IN ASSETS</b>		
Preferred stock (\$.001 par value, 150,000,000 shares authorized and no shares issued and outstanding)		
	—	—
Common stock (\$.001 par value, 300,000,000 shares authorized and 100,670,270 and 100,757,770 shares issued and outstanding)		
	100,670	100,758
Treasury stock, at cost; 0 and 250,000 shares, respectively		
	—	(62,500)
Paid in capital		
	1,101,049	1,109,712
Deficit accumulated during the development stage		
	(3,296,189)	(5,559,518)
Total stockholders' deficiency in assets	(2,094,470)	(4,411,548)
Total liabilities and stockholders' deficiency in assets	\$ 407,724	\$ 86,060

See accompanying notes to consolidated financial statements.



SPLINEX TECHNOLOGY INC.  
(A DEVELOPMENT STAGE COMPANY)  
CONSOLIDATED STATEMENTS OF OPERATIONS

	Year Ended March 31, 2005	Year Ended March 31, 2006	Cumulative From Inception (October 28, 2003) Through March 31, 2006
Net sales	\$ 49	\$ 1,971	\$ 2,020
<b>Operating Expenses</b>			
Sales and marketing	365,278	196,018	561,296
General and administrative	1,196,859	1,280,311	3,186,217
Research and development	1,208,722	661,994	1,984,516
Total operating expenses	2,770,859	2,138,323	5,732,029
Costs of merger and registration	512,321	—	512,321
Total expenses	3,283,180	2,138,323	6,244,350
Loss from operations	(3,283,131)	(2,136,352)	(6,242,330)
Interest expense, net	(13,058)	(126,977)	(140,035)
Loss before income taxes	(3,296,189)	(2,263,329)	(6,382,365)
Income taxes	—	—	—
Net loss	\$ (3,296,189)	\$ (2,263,329)	\$ (6,382,365)
Net loss per basic and fully diluted share	\$ (0.03)	\$ (0.02)	\$ (0.07)
Weighted average shares outstanding	96,113,724	100,582,154	97,730,721

See accompanying notes to consolidated financial statements.

SPLINEX TECHNOLOGY INC.  
(A DEVELOPMENT STAGE COMPANY)  
CONSOLIDATED STATEMENTS OF CHANGES IN  
STOCKHOLDERS' DEFICIENCY IN ASSETS

	Preferred Stock		Common Stock		Treasury	Additional	Deficit	Total	
	Shares	Amount	Shares	Amount	Stock	Paid in	Accumulated	Stockholders'	
						Capital	During the	Deficiency	
							Development	in Assets	
							Stage		
Balance at March 31, 2004	—	—	95,000,000	\$ 95,000		\$ (67,847)	\$	—	27,153
Capital contributions	—	—				1,150,000		—	1,150,000
Shares issued as executive compensation and other non-cash expenses	—	—	670,270	670		23,896		—	24,566
Shares issued in Merger	—	—	5,000,000	5,000		(5,000)		—	—
Net loss	—	—					(3,296,189)		(3,296,189)
Balance at March 31, 2005	—	—	100,670,270	100,670		1,101,049	(3,296,189)		(2,094,470)
Acquisition of treasury stock	—	—			(62,500)				(62,500)
Stock options exercised	—	—	87,500	88		8,663			8,751
Net loss	—	—					(2,263,329)		(2,263,329)
Balance at March 31, 2006	—	—	100,757,770	\$ 100,758	\$ (62,500)	\$ 1,109,712	\$ (5,559,518)		\$ (4,411,548)

See accompanying notes to consolidated financial statements.

SPLINEX TECHNOLOGY INC.  
(A DEVELOPMENT STAGE COMPANY)  
CONSOLIDATED STATEMENTS OF CASH FLOWS

	Year Ended March 31, 2005	Year Ended March 31, 2006	Cumulative From Inception (October 28, 2003) Through March 31, 2006
Cash flows from operating activities:			
Net loss	\$ (3,296,189)	\$ (2,263,329)	\$ (6,382,365)
Adjustments to reconcile net loss to net cash used in operating activities:			
Depreciation	24,075	34,909	64,477
Executive compensation and other expenses paid with common stock	24,566	7,613	32,179
Non cash interest expense	8,240	126,007	134,247
Changes in operating assets and liabilities:			
Prepaid expenses and other	(31,158)	(21,280)	(58,550)
Due to related parties	106,759	31,502	138,261
Other assets	—	—	(9,881)
Accounts payable	376,469	128,040	563,007
Accrued expenses	72,531	407,771	629,343
Total adjustments	581,482	714,562	1,493,083
Net cash used in operating activities	(2,714,707)	(1,548,767)	(4,889,282)
Cash flows from investing activities:			
Purchase of equipment	(24,200)	—	(79,429)
Employee loans and advances, net	(20,159)	22,878	(831)
Net cash used in investing activities	(44,359)	22,878	(80,260)
Cash flows from financing activities:			
Note payable related party	1,700,000	1,279,000	2,979,000
Contributed capital from equity investors	1,150,000	—	2,000,000
Net cash provided by financing activities	2,850,000	1,279,000	4,979,000
Net increase (decrease) in cash	90,934	(246,889)	9,458
Cash at beginning of period	165,413	256,347	—
Cash at end of period	\$ 256,347	\$ 9,458	\$ 9,458
Supplemental Disclosure of Cash Flow Information			
Cash paid during the year for:			
Interest	\$ —	\$ —	\$ —
Income taxes	\$ —	\$ —	\$ —
Non-cash investing and financing activities:			
Common stock issued in merger	\$ 150,000	\$ —	\$ 150,000
Costs of merger recorded as reduction in paid in capital	\$ (150,000)	\$ —	\$ (150,000)



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See accompanying notes to consolidated financial statements.

SPLINEX TECHNOLOGY INC.  
(A DEVELOPMENT STAGE COMPANY)  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Organization and Basis of Presentation

Splinx Technology Inc. (“Technology”) was organized under the laws of the State of Delaware as a wholly owned subsidiary of Splinx, LLC, a Florida limited liability company (the “Predecessor”), to conduct the business and operations of the Predecessor. Under an agreement effective April 1, 2004 (the “Contribution Agreement”), the Predecessor contributed substantially all of its assets, liabilities and operations to Technology. The financial statements include the accounts of Technology and the Predecessor (combined, the “Company”), and all material intercompany transactions have been eliminated. Certain items have been reclassified to the current year’s presentation. The Company began its development stage activity on October 28, 2003 (“Inception”).

Reclassifications

Certain prior period amounts have been reclassified to conform to the current year presentation.

Basis of Consolidation

The consolidated financial statements include the accounts of Splinx Technology Inc. and its wholly owned subsidiary, ANTAO Ltd., a limited liability company formed under the laws of Russia (“ANTAO”). All material intercompany accounts and transactions have been eliminated in consolidation.

Business Activity

The Company develops, licenses and services software that enables the generation, manipulation, viewing and image-based searching of complex, multi-dimensional mathematical objects and information. Since inception, the Company has operated in a development phase typical of a software company and has focused on developing technologies and products and securing intellectual property rights while developing relationships with potential customers. Corporate activities to date have included raising capital, strategic and business planning, completing the registration of the Company’s securities with the U. S. Securities and Exchange Commission, and retaining executive management. The Company has minimal sales and no sales contracts and is considered to be in the development stage as of March 31, 2006.

The Company has no revenues to date. Since its inception, the Company has been dependent upon the receipt of capital investment or other financing to fund its continuing activities. In addition to the normal risks associated with a new business venture, there can be no assurance that the Company’s product development will be successfully completed or that it will be a commercial success. Further, the Company is dependent upon certain related parties to provide continued funding and capital resources.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities as of the balance sheet date and the reported amounts of expenses for the period presented. Actual results could differ from those estimates.



### Cash and Cash Equivalents

Cash and cash equivalents include highly liquid money market investments purchased with an original maturity of three months or less. At March 31, 2006, the Company had no cash equivalents. The Company maintains its cash in a bank deposit account which, at times, may exceed federally insured limits. Accounts are guaranteed by the Federal Deposit Insurance Corporation (FDIC) up to \$100,000. At March 31, 2006, the Company had no deposits in excess of FDIC insured limits.

### Foreign Currency Transactions

All transactions of the Company are denominated in U.S. dollars. The Company paid Russian research, programming and administrative costs under a U.S. dollar denominated agreement. Consolidated general and administrative expenses include immaterial foreign exchange rate losses on small Russian bank balances maintained by ANTAO. The Company has not engaged in foreign currency hedging activities.

### Stock-Based Compensation

Statement of Financial Accounting Standards (“SFAS”) No. 123R, “Accounting for Stock-Based Compensation,” requires companies to record employee stock option compensation at fair value. The Company adopted SFAS 123R during the quarter ending March 31, 2005.

### Software Development Costs

The Company accounts for software development costs in accordance with SFAS No. 86, “Accounting for the Costs of Computer Software to Be Sold, Leased or Otherwise Marketed.” Costs incurred to establish the technological feasibility of a computer software product are considered research and development costs and are expensed as incurred. When the technological feasibility of a software product has been established using the working model approach, development cost are capitalized. Capitalization of these costs ceases when the product is ready for production. The Company has expensed all software development costs since inception.

### Revenue recognition

The Company expects to recognize revenues, net of sales returns and other allowances, from the licensing of products and from service revenues.

Product revenues will consist of revenues from end-user licenses (sometimes referred to as royalties) and fees for stand-alone software and technology under time-based or perpetual licenses. Service revenues will consist of fees from professional services, which will include fees for software development services, software maintenance contracts and customer training and consulting services.

The Company will recognize revenues in accordance with Statement of Position or “SOP” 97-2, “Software Revenue Recognition,” as amended, SOP 81-1, “Accounting for Performance of Construction-Type and Certain Production-Type Contracts,” and Staff Accounting Bulletin or “SAB” 104, “Revenue Recognition.” The Company will recognize revenues when persuasive evidence of an arrangement exists, delivery has occurred, the vendor’s fee is fixed or determinable, vendor-specific objective evidence exists for all undelivered elements of the arrangement and collection is determined to be probable.

### Fixed assets

The Company depreciates computer equipment and software over the useful lives of such assets, generally three years.

## Earnings Per Share

Basic net earnings (loss) per common share are computed by dividing net earnings (loss) applicable to common shareholders by the weighted-average number of common shares outstanding during the period. Diluted net earnings (loss) per common share is determined using the weighted-average number of common shares outstanding during the period, adjusted for the dilutive effect of common stock equivalents, consisting of shares that would be issued upon exercise of common stock options. In periods when losses are reported, the weighted-average number of common shares outstanding excludes common stock equivalents, because their inclusion would be anti-dilutive.

On January 18, 2005, the Company completed a 95,000 for one stock split. Stockholders' equity has been restated to give retroactive recognition to the stock split for all periods presented by reclassifying the par value of the additional shares arising from the split from paid-in-capital to common stock. All references in the financial statements and notes to number of shares and per share amounts reflect the stock split.

#### Promotional and Advertising Expenses

Promotional and advertising expenses were \$73,804 and \$116,935 for the years ended March 31, 2006 and 2005, respectively.

#### Fair Value of Financial Instruments

The Company's financial instruments consist mainly of cash, short-term payables and borrowings under the notes payable. The Company believes that the carrying amounts approximate fair value, due to their short-term maturities and current interest rates.

#### Impairment of Long-Lived Assets

The Company reviews its long-lived assets for impairment whenever events or changes indicate that the carrying amount of an asset or group of assets may not be recoverable. No impairment losses were recorded during the fiscal periods ended March 31, 2006 and 2005.

#### Recently Issued Accounting Pronouncements and Interpretations

SFAS No. 154, Accounting Changes and Error Corrections, was issued in May 2005 and replaces APB Opinion No. 20 and SFAS No. 3. SFAS No. 154 requires retrospective application for voluntary changes in accounting principle in most instances and is required to be applied to all accounting changes made in fiscal years beginning after December 15, 2005. The Company's expected April 1, 2006 adoption of SFAS No. 154 is not expected to have a material impact on the Company's financial position, results of operations or cash flows.

#### NOTE 2. GOING CONCERN CONSIDERATIONS

The Company's financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the settlement of liabilities and commitments in the normal course of business. The Company is in the development stage and has had minimal revenues since inception. Management recognizes that the Company must raise capital sufficient to fund start up, development and marketing activities until such time as it can generate revenues and net cash flows in amounts necessary to enable it to continue in existence. The realization of assets and satisfaction of liabilities in the normal course of business is dependent upon the Company achieving these goals. Management's plans include continuing efforts to develop the Company's first commercial product, borrowing funds under the revolving loan agreement described below, and raising additional capital.

In accordance with the funding provisions in the Predecessor's operating agreement, certain members of the Predecessor contributed capital of \$2,000,000 to the Predecessor. As of July 27, 2005, the Company had borrowed \$2,500,000 under a \$2,500,000 revolving loan agreement with a company that is affiliated with the Company through common ownership (the "Bzinfin Loan"). The Company borrowed an additional \$50,000 from Bzinfin during September 2005, and the loan agreement was amended to include the additional borrowing under the same terms and conditions. From October 2005 through March 31, 2006, the Company borrowed \$429,000 from Ener1 Group, Inc. under a demand note.



During September 2005, the Company implemented a change in its business strategy and took certain actions to reduce its overhead costs. The Company intends to maintain and support its existing *nViz<sup>x</sup>* visualization products, but the Company does not presently plan to introduce new versions of the product or upgrades unless and until sales for the current products increase significantly. The Company has discontinued its development projects unrelated to *nViz<sup>x</sup>*. The Company has terminated its use of software development services previously provided to the Company by Splinx Outsourcing, Inc., a Russian outsourcing company, and significantly reduced its software development team in the United States. In addition, the Company has terminated or accepted resignations from certain executives and managers. The Company intends to explore alternative uses of its existing technology through licensing or other business development activities. The Company has borrowed funds from a related party, Ener1 Group, Inc., to pay certain ongoing expenses while it pursues such alternatives, which could include acquisitions of or joint ventures with companies that could benefit from certain of the Company's core technologies. The Company does not anticipate receiving funding from Ener1 Group, Inc. sufficient to pay past due obligations including severance obligations until it has been able to implement its business development further.

Management believes that actions presently being taken, as described in the preceding paragraphs, provide the opportunity for the Company to continue as a going concern; however, there is no assurance this will occur.

#### NOTE 3. SEGMENT INFORMATION

The Company's sole reportable business segment is visual communication software products and services. The Company's accounting policies for segments are the same as those described in the summary of significant accounting policies.

#### NOTE 4. PROPERTY AND EQUIPMENT

Property and equipment consisted of the following at March 31, 2005 and 2006:

	2005	2006
Office and computer equipment	\$ 53,082	\$ 40,225
Computer software	26,308	26,308
	79,390	66,533
Less accumulated depreciation	(29,529)	(59,193)
	\$ 49,862	\$ 7,340

Depreciation expense was \$34,910 and \$24,075 for the fiscal years ending March 31, 2006 and 2005, respectively.

#### NOTE 5. EMPLOYEE LOANS AND ADVANCES

The Company advanced expatriate employees certain relocation-related costs. The employees signed promissory notes with an annual simple interest rate of 6%. Principal and interest due under these notes is payable over a period of 24 months from the date of the note, and all principal was paid by terminated employees during 2006. The current portion of the remaining note receivable is included in current assets.



## NOTE 6. ACCRUED EXPENSES

Accrued liabilities represent expenses that apply to the reported period and have not been billed by the provider or paid by the Company. At March 31, 2005 and 2006, accrued liabilities consisted of the following:

	2005	2006
Accrued severance and termination obligations	\$ -	\$ 561,111
Executive relocation and legal	85,472	-
Accrued Russian programming closing costs	17,627	43,000
Audit	40,000	40,000
Accrued vacation	35,285	11,555
Miscellaneous	43,188	27,426
	\$ 221,572	\$ 683,093

## NOTE 7. STOCKHOLDERS' EQUITY RECAPITALIZATION AND MERGER

On January 18, 2005, the Company effected a 95,000-for-one split of its common stock, and amended its Certificate of Incorporation to increase the authorized common stock to 300,000,000 shares and increase the authorized preferred stock to 150,000,000 shares; the common stock and preferred stock each have a par value of \$0.001 per share. Each stockholder of common stock is entitled to one vote for each share held. The preferred stock may be divided into series with the designations, powers, preferences, and relative rights and any qualifications, limitations or restrictions as determined by the Company's board of directors.

Prior to April 1, 2004, the Company operated through the Predecessor as a limited liability company. On April 1, 2004, the Predecessor contributed substantially all of its assets, liabilities and operations to Technology pursuant to a Contribution Agreement. Under SEC Staff Accounting Bulletin Topic 4 (B), the undistributed earnings (losses) of the limited liability company were treated as a constructive distribution to the owners followed by a contribution of the capital to the new C Corporation. On April, 1, 2004, the effective date of the Contribution Agreement, the Company reclassified the accumulated deficit to date of \$822,847 to additional paid in capital.

On January 18, 2005, the Company and Ener1, Inc., an affiliated company controlled by certain direct and indirect beneficial owners of the membership interests of the Predecessor, completed the merger of Ener1 Acquisition Corp., a wholly-owned subsidiary of Ener1, Inc., into the Company (the "merger") in exchange for 5,000,000 shares of the Company's common stock. The Company survived the merger. Ener1, Inc. declared a dividend of the 5,000,000 shares that it received in the merger to its shareholders of record as of January 17, 2005 (the "distribution"). The Company registered the distribution on a registration statement on Form S-1 initially filed with the Securities and Exchange Commission on June 24, 2004 and declared effective on January 11, 2005. The dividend was paid on January 24, 2005. Immediately after the merger, and prior to the distribution, the Predecessor and Ener1, Inc. owned 95% and 5%, respectively, of the Company's then-outstanding common stock. As a result of the merger and the distribution, the Company became a public reporting company subject to the information and reporting requirements of the Securities Exchange Act of 1934. The merger and the distribution are described further in the Company's Registration Statement on Form S-1, filed with the Securities and Exchange Commission on December 27, 2004 (Registration No. 333-116817). Ener1 Acquisition Corp. had no operations and no assets or liabilities prior to the merger. The acquisition was recorded at Ener1 Acquisition Corp.'s book value on the date of acquisition, which was zero.

During October 2005, a former employee forfeited 62,500 restricted shares of the Company's common stock. The Company has recorded the forfeited restricted stock as treasury stock at the closing price of the common stock on the date of the forfeiture.

NOTE 8. STOCK OPTIONS AND STOCK GRANTS

In June 2004, the board of directors of the Company formally approved the 2004 Stock Option Plan (the "Plan"), which initially authorizes the issuance of grants to Company employees to purchase up to 5,000,000 shares of the Company's common stock. After June 30, 2005, the Company may grant options under the Plan to purchase up to the lesser of an additional 5,000,000 shares of common stock, 5 percent of the outstanding shares of the Company common stock on such date, or an amount determined by the board of directors.

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During the year ended March 31, 2005, the Company approved the issuance of options to purchase up to 4,825,000 shares of the Company's common stock under the Plan, as follows:

On January 18, 2005, pursuant to an employment agreement dated September 1, 2004, the Company granted to its chief executive officer an option to purchase 2,000,000 shares of common stock under the Plan. These options have an exercise price of \$0.20 per share. As of March 31, 2005, this option was vested with respect to 388,888 shares, and the remaining shares vest at a rate of 55,555 per month over the following 29 months.

Pursuant to an employment agreement dated January 25, 2005, the Company granted to an executive officer an option to purchase 1,000,000 shares of common stock under the Plan with an exercise price of \$0.20 per share. The options will vest with respect to 250,000 shares on January 25, 2006 and at a rate of 20,833 shares per month thereafter.

In January 2005, the Company's board of directors approved the issuance of options to purchase an aggregate of 1,825,000 shares of the Company common stock to employees of the Company. These options have an exercise price of \$0.10 per share, and vested 12.5% on the date of grant, 12.5% on June 24, 2005, and 12.5% every six months thereafter and expire on the ten-year anniversary of the grant. The options were formally delivered in May and June 2005.

During the year ended March 31, 2005, the Company approved the issuance of options to purchase 2,250,000 shares of the Company common stock, which are not under the Plan, as follows:

On January 18, 2005, pursuant to an employment agreement dated September 1, 2004, the Company granted to its chief executive officer an option to purchase 1,500,000 shares of common stock. This option has an exercise price of \$0.50 per share. This option will be fully vested upon the first to occur of (1) the date that the cumulative revenues of the Company exceed \$50,000,000 or (2) September 1, 2009.

On January 25, 2005, the Company agreed to grant to an executive officer an option to purchase 750,000 shares of the Company's common stock if the Company has not commenced development and committed funding of a specified research and development project by January 25, 2006. If granted, this option will have an exercise price per share equal to the fair market value on the date of grant. This option would vest in three equal installments beginning on the one-year anniversary of the date of grant.

During the year ending March 31, 2006, 5,437,500 shares expired or were forfeited, and 87,500 shares were exercised. No options were granted during fiscal 2006. The following table summarizes the changes in stock options for the two years ending March 31, 2006.

<b>Options</b>	<b>Number of Options</b>	<b>Weighted Average Price</b>	<b>Average Remaining Contractual Term</b>	<b>Intrinsic Value</b>
Outstanding at March 31, 2004	—			
Granted	6,325,000	\$ 0.24	10	
Exercised	—			
Forfeited or expired	—			
Outstanding at March 31, 2005	6,325,000	\$ 0.24	9.8	
Granted	—			
Exercised	(87,500)	\$ 0.10		
Forfeited or expired	(5,437,500)	\$ 0.23		
Outstanding at March 31, 2006	800,000	\$ 0.10	8.8	\$ —
Vested or expected to vest at March 31, 2006	300,000	\$ 0.10	8.8	\$ —
Exercisable at March 31, 2006	300,000	\$ 0.10	8.8	\$ —

During the quarter ending March 31, 2005, the Company adopted the provisions of SFAS No. 123 for accounting for transactions in which an entity exchanges its equity instruments for goods or services, including obtaining employee services in share-based payment transactions. The weighted average Black-Scholes value of options granted under the stock plans during fiscal 2005 was \$0. Accordingly, no compensation expense has been recorded for stock option grants as such grants were all considered to be made at or above fair market value on the date of grant. The fair value of each option grant is estimated on the date of grant using the Black-Scholes option-pricing model with the following weighted average assumptions used for grants made in fiscal 2005:

Weighted average expected life in years	10
Dividend per share	none
Volatility	0%
Risk free interest rate	4.0%

The Black-Scholes option valuation model was developed for use in estimating the fair value of traded options that have no vesting restrictions and are fully transferable. In addition, option valuation models require the input of highly subjective assumptions. The Company assumed zero stock price volatility because its stock did not have an established trading market. Because the Company's employee stock options have characteristics different from those of traded options, and because changes in the subjective input assumptions can materially affect the fair value estimate, in management's opinion, the existing models do not necessarily provide a reliable single measure of the fair value of its employee stock options.

During the year ended March 31, 2005, the Company granted 400,000 shares of restricted common stock to its chief executive officer; as of March 31, 2006, the restrictions as to the transferability of such shares had lapsed. The Company also granted 250,000 shares of restricted common stock to an executive that was subject to a lapsing right of forfeiture commencing in January 2006; the employee forfeited the 250,000 shares in October 2005 under a termination agreement. The Company recorded compensation expense of \$19,500 for these restricted stock grants during fiscal 2005.

#### NOTE 9. LONG TERM DEBT DUE TO RELATED PARTY

Effective April 1, 2004, a company that is affiliated with the Company through common ownership, entered into a revolving loan agreement with the Company under which the Company borrowed \$2,550,000 in aggregate principal through March 31, 2006. Loans under this agreement bear interest at an annual rate of 5% and must be repaid two years from the date of the initial funding, which occurred on February 7, 2005.

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During the year ending March 31, 2005, Ener1 Group, Inc., a company that is affiliated with the Company through common ownership, loaned the Company \$800,000 to fund working capital needs. These loans were assumed by Bzinfin, S.A., the lender under the Company's revolving loan agreement, effective February 21, 2005, and are included in the \$2,550,000 outstanding balance at March 31, 2006 under the revolving loan agreement. At March 31, 2006, the Company had borrowed \$429,000 from Ener1 Group under a demand note bearing annual interest of 5% to fund working capital needs.

NOTE 10. INCOME TAXES

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts of assets and liabilities used for income tax purposes. At March 31, 2006 and 2005, the Company had cumulative federal net operating loss carry forwards (NOL) of approximately \$5,039,000 and \$2,780,000, respectively. The NOL expires during the year 2025.

The net provision (benefit) for income taxes consisted of the following at March 31, 2005 and 2006:

	2005	2006
Current Federal income taxes	\$ —	\$ —
Deferred income tax benefit	(1,045,000)	(850,000)
Change in valuation allowance	1,045,000	850,000
Total income tax provision	\$ —	\$ —

Significant components of the Company's deferred tax assets at March 31, 2005 and 2006 are as follows:

	2005	2006
Net operating loss carryforwards	\$ 1,032,000	\$ 1,635,000
Accrued compensation and other	13,000	260,000
	1,045,000	1,895,000
Valuation allowance for deferred tax assets	(1,045,000)	(1,895,000)
Net deferred tax asset	\$ —	\$ —

A reconciliation between actual income taxes and amounts computed by applying the federal statutory rate of 34% to pre-tax loss is summarized as follows:

	2005	2006
U. S. Federal statutory rate on loss before income taxes	34.0%	34.0%
Non deductible items registration cost	-5.9%	-%
State income tax, net of federal tax benefit	3.6%	3.6%
Increase in valuation allowance	-31.7%	-37.6%
Total income tax provision	0.0%	0.0%

Operating losses of the Predecessor in the amount of \$822,847 prior to the date of the Contribution Agreement were allocated to the Predecessor and are not available to the Company as net operating loss carryforwards. On a pro forma basis, had the Company been taxed as a C corporation for federal income tax purposes, the income tax benefit would have been \$279,768 for the period ending March 31, 2004, which would have been fully offset by a valuation allowance.

NOTE 11. RELATED PARTY TRANSACTIONS

On January 1, 2004 and February 1, 2004, the Company entered into consulting agreements with two members of the Predecessor, one of whom is also director of the Company. The consulting agreements engage the members to provide consulting services including advice regarding equity restructuring, business planning, strategic planning, and international licensing in exchange for \$100,000 per year or a monthly fee to each consultant of \$8,333. General and administrative expenses for the years ended March 31, 2006 and 2005 include consulting fees under these agreements of \$200,000 and \$200,000, respectively. Accounts payable includes \$184,000 and \$0 due to the related party consultants at March 31, 2006 and March 31, 2005 respectively.

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The Company shares personnel with Ener1, Inc. and Ener1 Group, Inc., entities affiliated with the Company by common ownership. In addition, Ener1, Inc. paid certain expenses of the Company related to the merger of the Company with Ener1 Acquisition Corp (discussed below under Note 8, "Subsequent Events"). Accordingly, amounts have been allocated to and from the Company for the services of personnel and other expenses. The Company incurred rent expense for its office space under a sublease with Ener1 Group, Inc. in the amounts of \$62,263 and \$60,274 for the years ended March 31, 2006 and 2005, respectively. On January 24, 2005, the Company issued 20,629 shares of restricted common stock to Ener1 Group, Inc. in partial reimbursement for certain expenses paid for by Ener1 Group, Inc. at a value of \$0.25 per share.

Related parties reimburse the Company for the time spent by one of its employees for patent and research work; as a result, administrative wages and research and development wages are net of reimbursements of \$17,160 and \$46,080, respectively, for the year ended March 31, 2005. Administrative expenses for the years ended March 31, 2006 and 2005 include legal expenses payable to Ener1 Group, Inc. for the services of an Ener1 Group employee who serves as the Company's general counsel in the amount of \$9,200 and \$35,530, respectively. Other administrative services were provided by personnel of Ener1, Inc. in the amount of \$1,782 and \$5,849 for the years ended March 31, 2006 and 2005.

The Company worked with Russia-based scientists and programmers who were paid on the Company's behalf under an agreement with a Russian consultant who handled administrative matters for the Company in Russia through July 2004. This consultant became an employee of the Company in July 2004. The Company paid the expenses of the Company's operations in Russia through this consultant in the amounts of \$93,800 and \$48,000 for the period from inception through March 31, 2004 and for the year ended March 31, 2005, respectively. In March 2004, the consultant formed Splinx Outsourcing LLC to handle administrative and employment matters in connection with the Company's Russian operations. In April 2004, a member of the Predecessor formed ANTAO to facilitate the payment of expenses to Splinx Outsourcing; ANTAO became a subsidiary of the Company on September 12, 2004. From July 2, 2004 through March 31, 2005, the Company paid \$260,000 to ANTAO, of which ANTAO had retained \$10,000 for minimum cash requirements and payment of its administrative expenses, and paid \$250,000 to Splinx Outsourcing LLC to date. During the year ending March 31, 2006, the Company paid \$120,207 (unaudited) to Splinx Outsourcing LLC, of which \$40,207 was paid through ANTAO and \$80,000 was paid through Ener1 Group, Inc. In September 2005, the Company terminated the development work provided by Splinx Outsourcing.

#### NOTE 12. ACQUISITION

On September 20, 2004, the sole stockholder of ANTAO, who is a member of Splinx, LLC, contributed the outstanding stock of ANTAO to the Company pursuant to his obligations under the Splinx, LLC operating agreement. ANTAO's sole asset was cash of \$2,509, which represents advances previously paid by the Company. This asset was offset by a liability of \$2,509 for amounts due to Splinx Outsourcing LLC. The results of operations of ANTAO have been included in the consolidated interim results of operations of the Company from September 20, 2004.

#### NOTE 13. COMMITMENTS AND CONTINGENCIES

##### *Foreign subsidiary*

The Company has outsourced computer programming to a company located in Ekaterinberg Russia. The Company may engage in outsourcing in Russia again in the future. The outsourcing company's operations in Russia are subject to significant risks not typically associated with companies in North America and Western Europe. These risks include, among others, political, economic and legal risks associated with doing business in Russia, limitations on foreign currency transactions, and risks associated with evolving Russian laws on issues including creditor rights and intellectual property. The Company's ability to develop products and earn revenues may be adversely affected by



changes in the political, economic, legal and social conditions in Russia, and by changes in governmental policies with respect to laws and regulations, anti-inflationary measures, foreign currency transactions, and rates and methods of taxation, among other things.

Lease Commitments

Effective April 1, 2004, the Company assumed the rights and obligations under a sublease agreement for its office facility that the Predecessor entered into in October 2003. The sublease agreement expires on February 28, 2008. The Company terminated the lease on June 1, 2006, and a subtenant assumed the lease obligations to Ener 1 Group.

Minimum commitments on the above agreement for the years subsequent to March 31, 2006 are as follows:

2007	\$ 62,000
2008	59,000
	\$ 121,000

ITEM 8: Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None

ITEM 8A: Controls and Procedures

Our disclosure controls and procedures are designed to provide reasonable assurance that information required to be disclosed in our reports filed or submitted under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our chief executive officer and chief financial officer, as appropriate, to allow for timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

As of March 31, 2006, we carried out an evaluation, under the supervision and with the participation of our management, which consisted solely of our president (principal executive officer) who also is our chief financial officer, of the effectiveness of the design and operation of our disclosure controls and procedures. Based on the foregoing, our principal executive and financial officer concluded that our disclosure controls and procedures were effective and were operating at the reasonable assurance level.

There were no changes in internal controls over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

ITEM 8B: Other Information

None.

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## PART III

Item 9. Directors, Executive Officers, Promoters and Control Persons; Compliance With Section 16(a) of the Exchange Act

**Directors and executive officers**

The following table sets forth information regarding our directors and executive officers.

Name	Age	Position	Director or Officer Since
Dr. Peter Novak	53	Chairman and Director	2004
Alexander Yarmolinsky	32	Director	2005
Curtis Wolfe	43	General Counsel, Secretary and Director	2004
Gerard Herlihy	53	President and Chief Financial Officer	2004

Each of our directors will hold office until our next meeting of stockholders at which directors are elected or until his successor is duly elected and qualified.

**Dr. Peter Novak** has been a director of our company since its founding in February 2004 and Chairman since September 2005. From February 2004 until September 1, 2004, Dr. Novak was our President. Since 2001, he has been the chief technology officer and a director of Ener1 Group and a director of Ener1. Since 1991, Dr. Novak has worked with Mike Zoi, who is also a director of Ener1, focusing on bringing advanced electronic technologies to market. In 1998, Dr. Novak worked with Mr. Zoi to form On Power Battery s.r.l. (subsequently renamed Ener1 s.r.l.). Dr. Novak is the “sole administrator,” a position equivalent to president, and sole director, for Ener1 s.r.l. which commenced development of a research, development and production facility for advanced lithium metal batteries in Italy in 1998. For the next three years, Dr. Novak worked with Mr. Zoi to manage the start-up business operations of Ener1 s.r.l. Dr. Novak was, during that period, and is now, primarily responsible for technology development. In that capacity, he performed and supervised research and development and developed numerous technologies for which patent applications are now in process at the United States Patent and Trademark office and elsewhere. In 2001, Dr. Novak and Mr. Zoi formed Ener1 Holdings, Inc., now named Ener1 Group. As chief technology officer of Ener1 Group, Dr. Novak is responsible for all technology development, licensing and patent matters. Dr. Novak also assists in the management of the business affairs of Ener1 Group. Dr. Novak graduated from the Ural Polytechnic Institute, Physics and Technical Department, with specialization in experimental nuclear physics. Dr. Novak obtained his Ph.D. degree in physical chemistry from the Institute of Solid State Chemistry, Ural Branch Academy of Science, Russia.

**Alexander Yarmolinsky** has been a director of our company since June 2005. From 1999 through 2005, Mr. Yarmolinsky has been employed by Burr, Pilger & Mayer, LLP, a public accounting firm, most recently as a senior tax manager. Currently, Mr. Yarmolinsky is employed by The Marcus and Millichap Company, a diversified real estate firm, as a Vice President of tax. Mr. Yarmolinsky earned a Bachelor of Arts degree in accounting from the University of San Francisco and a Masters of Science in taxation from Golden Gate University. Mr. Yarmolinsky is a member of the American Institute of Certified Public Accountants and the California Society of CPAs.

**Curtis Wolfe** has been our general counsel and secretary since June 2004 and a director since December 2004. Mr. Wolfe also serves as general counsel for Ener1 Group. Prior to joining Ener1 Group, Mr. Wolfe was a partner at the law firm Steel Hector & Davis LLP where he practiced law from 1998 to 2004. While at Steel Hector, Mr. Wolfe built a practice focusing on complex corporate transactions, including mergers and acquisitions, finance and intellectual property with an expertise in software licensing. Prior to 1998, Mr. Wolfe practiced law in the business and finance department of Ballard Spahr Andrews & Ingersoll in Philadelphia, Pennsylvania. Mr. Wolfe is admitted to practice law in Florida, Delaware and Pennsylvania. Mr. Wolfe has served on the board of directors of the Zoological Society

of Florida since 2002 and served from 2002 until 2004 on the executive committee and board of directors of the Miami-Dade County Beacon Council, Inc., Miami-Dade County, Florida's official economic development agency. Mr. Wolfe holds a Juris Doctor degree from the University of Iowa College of Law and a Bachelor of Integrated Studies degree in English, Mathematics and Latin American Studies from Weber State University in Ogden, Utah.

**Gerard Herlihy** has been our chief financial officer since June 2004 and our president since September 2005. In February 2006, Mr. Herlihy was appointed Chief Financial Officer of Ener1 Group in addition to his current responsibilities at Splinx. In the year prior to joining our company, Mr. Herlihy provided accounting, financing and acquisition advisory consulting services to public and private companies. From 2001 through 2003, he was also the founder and chief executive officer of Putt Trak Inc., a vision systems software development company for sports training devices. From 1996 to 2000, Mr. Herlihy was chief financial and administrative officer of Williams Controls, Inc., a publicly-held manufacturer of sensors and controls. Mr. Herlihy held previous positions directing turnarounds in public and private companies and in investment banking and public accounting. Mr. Herlihy has a Masters of Business Administration degree from the Harvard Business School and a Bachelor of Science degree from the University of Rhode Island and is a Certified Public Accountant (inactive status).

### **Board composition**

As of July 10, 2006, our board of directors currently consists of three members. The number of directors may change from time to time, solely as determined by resolution adopted by a majority of the board of directors. Our bylaws require a minimum of one director and allow a maximum of nine directors.

Alexander Yarmolinsky is an independent director who is a “financial expert” under the Commission’s standards. Currently, Mr. Yarmolinsky is “independent” as defined under Rule 4200(a)(15) of the National Association of Securities Dealers’ (“NASD”) Listing Standards for NASDAQ-listed companies.

### **Committees of the board of directors**

In December 2004, our board of directors established a Nominating and Compensation Committee and an Audit Committee. The current member, and chairman, of the Nominating and Compensation Committee is Dr. Novak. The current member of the Audit Committee is Mr. Yarmolinsky, who joined the committee upon his appointment to the Board in June 2005.

#### ***Audit Committee***

Our audit committee’s main function is to oversee our accounting and financial reporting processes, internal systems of control, independent auditor relationships and the audits of our financial statements. This committee’s responsibilities include:

- Selecting and hiring our independent auditors.
- Evaluating the qualifications, independence and performance of our independent auditors.
- Approving the audit and non-audit services to be performed by our independent auditors.
- Reviewing the design, implementation, adequacy and effectiveness of our internal controls and our critical accounting policies.
- Overseeing and monitoring the integrity of our financial statements and our compliance with legal and regulatory requirements as they relate to financial statements or accounting matters.
- Reviewing with management and our auditors any earnings announcements and other public announcements regarding our results of operations.
- Preparing the audit committee report we are required to include in filings with the Commission.

### **Code of Ethics**

We have a Code of Ethics that applies to our officers and directors. The code provides written standards that are reasonably designed to deter wrongdoing and promote: (1) honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interests between personal and professional relationships; (2) full, fair, accurate,

timely and understandable disclosure in reports and documents that we file with or submit to the SEC or in other public communications we make; (3) compliance with applicable laws, rules and regulations; (4) prompt reporting of internal violations of the code; and (5) accountability for the adherence to the code.

**Section 16(a) reporting**

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires our directors, executive officers and holders of more than 10% of our outstanding common stock to file with the Securities and Exchange Commission reports regarding their ownership and changes in ownership of the common stock. Based solely upon a review of copies of forms furnished to our company or written representations from certain reporting persons, each of our officers and directors and holders of more than 10% of our common stock timely filed the statement of changes in beneficial ownership on Form 4 or the statement of beneficial ownership on Form 3 pursuant to Section 16(a) during fiscal 2006.

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## Item 10. Executive Compensation

The following table sets forth all compensation awarded, earned or paid by us for services rendered in all capacities to us for fiscal 2005 and fiscal 2006 to our chief executive officer and president and our other executive officers who earn more than \$100,000 in salary and bonus. We refer to these individuals as the “named executive officers.”

**Summary Compensation Table**

Name and Principal Position	Fiscal Year	Annual Compensation			Long Term Compensation Awards	
		Salary (\$)	Bonus (\$)	Other (\$)	Restricted Stock Awards (\$)	Securities Underlying Options/SAR's (#)
Gerard Herlihy - President and Chief Financial Officer (1)	2006	\$118,273	\$ —	\$ —	\$ —	—
	2005	\$91,116	\$ —	\$ —	\$ —	—
Michael Stojda - former Director, President and Chief Executive Officer (2)	2006	\$110,676	\$ —	\$ 35,007	\$ —	—
	2005	\$156,561	\$ —	\$ —	\$12,000 (3)	400,000
Christian Schormann - former Vice President, Research and Development (4)	2006	\$90,320	\$ —	\$ —	\$ —	—
	2005	\$38,730	\$ —	\$ —	\$7,500 (5)	250,000

(1) Mr. Herlihy joined us on June 1, 2004. His base salary was \$110,000 per year until September 1, 2005; \$145,000 until January 31, 2006, and \$60,000 effective February 1, 2006. Effective February 1, 2006, Splinx is paying \$60,000 of Mr. Herlihy's \$250,000 annual salary as Chief Financial Officer of Ener1, and Ener1 is paying \$190,000 of Mr. Herlihy's salary. Mr. Herlihy is dedicating substantially all of his time to Ener1 except for the time necessary to attend to the administrative and financial matters of Splinx. He is eligible to receive an annual performance bonus of up to 50% of his base salary.

(2) Mr. Stojda joined us September 1, 2004 and terminated his employment on September 1, 2005. Mr. Stojda's base salary is \$275,000 per year. Other compensation reflects payments under his termination agreement.

(3) Mr. Stojda received, under the terms of his employment agreement, 400,000 shares of restricted common stock that are subject to a lapsing right of forfeiture. The right of forfeiture lapsed with respect to 233,333 shares as of March 31, 2005 and the remaining shares lapse at the rate of 33,333 shares per month until fully lapsed. No cash consideration was paid for these restricted shares.

(4) Mr. Schormann joined us on January 12, 2005. His base salary is \$190,000 per year, and he is eligible to earn an annual bonus of up to 25% of his base salary. His employment terminated in October 2005.

(5) Mr. Schormann receive, under the terms of his employment agreement, 250,000 shares of restricted common stock that are subject to a lapsing right of forfeiture, which right will lapse with respect to 62,500 of the restricted shares on January 25, 2006 and at a rate of 5,208 shares per month thereafter. His employment terminated in October 2005, and he forfeited the restricted stock awards upon termination.

**Options/SAR Grants in Last Fiscal Year  
Individual Grants**

There were no grants of stock options to our named executive officers during fiscal 2006.

None of our named executive officers exercised options during fiscal 2006. The following table provides information regarding unexercised options held as of March 31, 2006 by our named executive officers.

**Aggregated Options/SAR Exercises in Last Fiscal Year  
and FY-End Options/SAR Values**

Name	Shares acquired on Exercise (#)	Value realized	Number of Securities Underlying Unexercised Options/SARs at FY-End (#) Exercisable/ Non Exercisable	Value of Unexercised In-the-Money Options/SARs at FY-End (\$) Exercisable/ Non Exercisable
Gerard Herlihy	-	\$ -	112,500 / 187,500	\$ -
Michael Stojda	-	\$ -	-	\$ -
Christian Schormann	-	\$ -	-	\$ -

**Employment Agreements**

***Employment Agreement and Severance Agreement with Michael Stojda***

We entered into an employment agreement with Mr. Stojda dated September 1, 2004, under which Mr. Stojda agreed to serve as our president and chief executive officer for a term of three years. He will receive an annual salary of \$275,000, and is eligible to receive an annual performance bonus of up to 100% of his salary; payment of this bonus will be based on the achievement of performance objectives to be agreed upon by us and Mr. Stojda. In addition, we agreed to grant him, as of the date the Merger was consummated, 400,000 restricted shares of our common stock. As of the date of grant of the restricted stock, the restrictions as to 166,667 shares lapsed and restrictions with respect to the remaining restricted shares lapse with respect to 33,333 shares per month. We also agreed to grant to Mr. Stojda, as of the closing of the Merger, options to purchase an aggregate of 3,500,000 shares of our common stock with exercise prices and vesting schedules as follows: an option to purchase 2,000,000 shares that will vest in equal monthly installments over three years with an exercise price of \$0.20, and an option to purchase 1,500,000 shares which will vest in full at the earliest of: (1) the date we achieve cumulative revenue of \$50,000,000 or (2) five years after he begins working, with an exercise price of \$0.50 per share. The grant of options to purchase 2,000,000 shares with an exercise price of \$0.20 per share was made under our 2004 Stock Option Plan.

We agreed to grant Mr. Stojda piggyback registration rights and tag-along rights with respect to the shares underlying the grant of restricted stock and options described above.

Upon a "Change in Control", the grant of restricted stock and the options described above will become fully vested. A "Change in Control" will be deemed to have occurred:

- if any "person" (as defined in Sections 13(d)(3) and 14(d)(3) of the Exchange Act), other than us, our subsidiary, a compensation plan of ours or of our subsidiary or any person reported as a beneficial owner of our common stock in this prospectus, becomes the "beneficial owner" (as defined Rule 13d-3 of the Exchange Act) of thirty percent (30%) or more of our outstanding common stock;



- if there is a change in composition of our board within a two year period as a result of which a majority of our directors are individuals who were not either (1) directors as of September 1, 2004 or (2) elected, nominated for election or individuals whose election was confirmed by, at least a two-thirds majority of the Board; or
- if our stockholders approve (1) a sale, reorganization, merger or consolidation with respect to which persons who were our stockholders immediately prior to such transaction do not own securities representing more than fifty percent of the voting power entitled to elect directors of the surviving entity immediately after the transaction; (2) our liquidation or dissolution or (3) the sale of all or substantially all of our assets.

Either we or Mr. Stojda may terminate the employment agreement at any time on ninety days' notice. If we terminate the agreement for "Cause," or Mr. Stojda terminates the agreement without "Good Reason", he will be entitled to receive only amounts that are due or accrued under the agreement as of the termination date. If we terminate the agreement without Cause, or Mr. Stojda terminates the agreement for Good Reason, he will be entitled to receive (1) an amount equal to twelve months' salary, and (2) a percentage of his annual salary equal to the percentage of his annual salary paid to him as a bonus for the immediately preceding year. However, if his employment terminates after a Change in Control occurs, the bonus amount he will receive will be the greater of (a) the amount payable under clause (2) above or (b) fifty percent of his target bonus for the year in which his employment is terminated. In addition, any grant of restricted stock or options whose vesting is conditioned solely on the passage of time will vest in full. We will also pay our share of any group health insurance under COBRA, the Consolidated Omnibus Budget Reconciliation Act, for the period during which severance is paid.

"Cause" is defined in the employment agreement as:

- Mr. Stojda's continued, willful and deliberate failure to perform his duties;
  - Mr. Stojda engages in misconduct materially and demonstrably injurious to us; or
  - Mr. Stojda is convicted of a felony.
- "Good reason" is defined in the employment agreement as:
- o a Change in Control;
  - o a reduction of Mr. Stojda's duties, title, reporting status or responsibilities;
  - o a reduction of Mr. Stojda's salary;
  - o relocation of our principal place of business after Mr. Stojda relocates to south Florida; or
  - o our material breach of the employment agreement.

If we terminate the employment agreement due to Mr. Stojda's inability to substantially perform his duties by reason of disability for at least three consecutive months, or due to his death, he or his estate, as applicable, will be entitled to receive (1) his base salary for the month in which his employment is terminated, (2) a pro rata portion of his target annual bonus and (3) any disability benefits to which he is entitled under our benefit plans then in effect. In addition, any grant of restricted stock or options will vest in full and remain exercisable for six months.

Mr. Stojda has agreed that he will not, directly or indirectly, (1) compete with us or our parents, subsidiaries or affiliates or (2) solicit any of our executives, employees or consultants, during the term of the employment agreement and for six months after the agreement terminates.

On November 21, 2005, the Company entered into a Severance Agreement with Michael Stojda in connection with Mr. Stojda's resignation from the Company's Board of Directors and from his positions as President and Chief Executive Officer. The Severance Agreement terminates the Employment Agreement between Mr. Stojda and the Company, dated August 30, 2004, except in the event of a default under the Severance Agreement. The Company agreed to make a payment of \$5,000 on November 25, 2005, bi-weekly payments to Mr. Stojda of \$2,500.00 from December 9, 2005 through February 17, 2006 and bi-weekly payments of \$7,500.00 from March 3, 2006 through December 21, 2007. Mr. Stojda's non-qualified stock options will vest as of November 21, 2005 and will expire on February 28, 2006.



***Employment letter with Gerard Herlihy***

Mr. Herlihy agreed in an employment letter dated May 20, 2004 to serve as our chief financial officer. He became our chief financial officer in June, 2004. He is an “at will” employee. He receives an annual salary of \$110,000, and is eligible to receive an annual performance bonus of up to 50% of his salary. His base salary was \$110,000 per year until September 1, 2005; \$145,000 until January 31, 2006, and \$60,000 effective February 1, 2006. Effective February 1, 2006, Mr. Herlihy was appointed to the position as Chief Financial Officer of Ener1 in addition to his continuing role at Splinx. Splinx is paying \$60,000 of Mr. Herlihy’s \$250,000 annual salary as Chief Financial Officer of Ener1, and Ener1 is paying \$190,000 of Mr. Herlihy’s salary. Mr. Herlihy is dedicating substantially all of his time to Ener1 except for the time necessary to attend to the administrative and financial matters of Splinx. He is eligible to receive an annual performance bonus of up to 50% of his base salary. In addition, we agreed to grant Mr. Herlihy an option to purchase 100,000 shares of our common stock, which in January 2005 the board of directors increased to an option to purchase 300,000 shares of common stock at an exercise price of \$.10 per share.

***Employment Agreement and Termination Agreement with Christian Schormann***

On January 12, 2005, we entered into an employment agreement with Christian Schormann, our Vice President of Research and Development. The term of his employment under this agreement is two years, with automatic renews for one year periods unless either party gives at least 90 days’ written notice to the other of its intent not to renew the agreement.

Mr. Schormann receives a base annual salary of \$190,000 and is eligible to earn an annual bonus of up to 25% of his base salary, based on the achievement of performance objectives to be agreed upon by Mr. Schormann and our president, and approved by our board.

We agreed to issue the following securities to Mr. Schormann:

- 250,000 shares of our common stock that shall be subject to a lapsing right of forfeiture which right shall lapse with respect to 62,500 of the restricted shares on the first anniversary of the date of his employment and at a rate of 5,208 shares per month after such date.
- An option to purchase 1,000,000 shares of common stock with an exercise price of \$.20 per share, which shall vest and become exercisable with respect to 250,000 shares on the first anniversary of the date of his employment, and at a rate of 20,833 shares per month after such date.
- If we have not commenced development and committed funding of a specified research and development project by the first anniversary of the date of his employment, we will grant Mr. Schormann an option to purchase 750,000 shares of common stock with an exercise price per share equal to the fair market value on the date of grant. This option shall vest in three equal installments beginning on the first anniversary of the date of grant.

All restrictions on the restricted stock shall lapse and any unvested shares subject to the options described above will vest 90 days after the occurrence of any of the following “change of control” events, if the employment agreement is still in effect:

- Any change in control of our company, including a merger or consolidation with any other entity in which we are not the surviving corporation or in any transaction in which persons who are not a majority of our stockholders prior to such transaction acquire the power to appoint a majority of our directors; *including* any “person” (as such term is defined in Sections 13(d)(3) and Section 14(d)(3) of the Exchange Act) other than Splinx, a majority-owned subsidiary of Splinx or a compensation plan of Splinx or of a majority-owned subsidiary of Splinx, becomes the “beneficial owner” (as such term is defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of our securities

representing 50% or more of the combined voting power of our company; or

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our stockholders approve (1) a sale or merger with respect to which our stockholders immediately prior to such sale or merger do not immediately after such sale or merger own more than 50% of the combined voting power entitled to vote generally in the election of the directors of the sold, reorganized, merged or consolidated entity, and such sale or merger is consummated; (2) a liquidation or dissolution of our company; or (3) the sale of all or substantially all of our assets.

If Mr. Schormann's employment is terminated without cause by us, or for "good reason" by Mr. Schormann, we will pay him an amount equal to one year's base salary. The definitions of "good reason" and "cause" in Mr. Schormann's employment agreement are substantially equivalent to the definitions of these terms in Mr. Stojda's employment agreement.

If we terminate the employment agreement due to Mr. Schormann's inability to substantially perform his duties by reason of disability for at least three consecutive months, or due to his death, he or his estate, as applicable, will be entitled to receive (1) his base salary for the month in which his employment is terminated, (2) a pro rata portion of his target annual bonus and (3) any disability benefits to which he is entitled under our benefit plans then in effect. In addition, any grant of restricted stock or options will vest in full and any options will remain exercisable for six months.

Mr. Schormann has agreed he will not compete with us or any of our parent corporations, subsidiaries or affiliates, or solicit for employment any of our employees, during the term of his employment agreement and for one year following termination of his employment agreement.

On October 17, 2005, the Company entered into a Termination Agreement with Christian Schormann in connection with Mr. Schormann's resignation as Vice President of Company. The Termination Agreement terminates the Employment Agreement between Mr. Schormann and the Company, dated January 12, 2005. The Company agreed to pay Mr. Schormann severance for ninety days in the amount of \$47,500.00 and other amounts owed in the aggregate amount of \$33,948.05.

### **Director compensation**

We intend to grant independent directors options to purchase shares of our common stock, vesting in approximately equal installments over three years. No options have yet been formally granted. Other than as described in this paragraph, we do not pay any of our directors any additional amount for his or her services as director. We do, as described below, compensate one of our non-employee directors for his services to us as a consultant.



## Item 11. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

The table below contains information as of July 10, 2006 about stockholders whom we believe are the beneficial owners of more than five percent (5%) of our outstanding common stock, as well as information regarding stock ownership by our directors and our Chief Executive Officer, our named executive officers, and our directors and named executive officer as a group. Except as described below, we know of no person that beneficially owns more than 5% of our outstanding common stock. As of June 1, 2006 there were 100,507,770 shares of common stock outstanding. We believe, based on information supplied by the following persons that, except as noted, the persons named in this table have sole voting and investment power with respect to all shares of common stock which they beneficially own. The amount and percentage of common stock beneficially owned are reported on the basis of regulations of the SEC governing the determination of beneficial ownership of securities. Under the rules of the SEC, a person is deemed to be a “beneficial owner” of a security if that person has or shares “voting power,” which includes the power to vote or to direct the voting of such security, or “investment power,” which includes the power to dispose of or to direct the disposition of such security. A person is also deemed to be a beneficial owner of any securities of which that person has a right to acquire beneficial ownership within 60 days. The address of each person or entity named in the following table is c/o Splinx Technology Inc., 500 West Cypress Creek Road, Suite 100, Fort Lauderdale, Florida 33309.

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Owner (number of common shares)	Percent of Class
Splinx, LLC(1)	62,995,000	62.5%
Alexander Malovik	16,000,000	15.9%
Michael Stojda, 19 rue Lafford, Kirkland QC H9J 3Y3, Canada	400,000	*
Peter Novak (2)	25,879	*
Alexander Yarmolinsky	120	*
Curtis Wolfe (3)	93,750	*
Gerard Herlihy (4)	112,500	*
Christian Schormann, PMB255, 15127 NE 24th Street, Redmond, WA 98052	0	*
All named executive officers and directors as a group	632,249	*

\* less than 1%.

- (1) Dr. Peter Novak, Mike Zoi, Ludmila Enilina and Albina Boeckli have dispositive and voting power over the shares of our common stock held by Splinx, LLC.
- (2) Amount shown excludes shares owned indirectly through Splinx, LLC, of which Dr. Novak is a member and owned indirectly through Ener1 Group, Inc., of which an entity owned by Dr. Novak is a stockholder. Mr. Novak disclaims beneficial ownership with respect to 2,000,000 shares owned by Galina Khartchenko, his spouse and 2,000,000 shares owned by Elena Novak, his daughter.
- (3) Includes options to purchase 93,750 shares of common stock which could be acquired within 60 days of July 1, 2006.
- (4) Includes options to purchase 112,500 shares of common stock which could be acquired within 60 days of July 1, 2006.

## Item 12. Certain Relationships and Related Transactions.

**Our company and Ener1, Inc. and some of its affiliates**

To aid your understanding of the relationships among us, our principals and Ener1 we have included the following chart:

Name	Splinx, LLC Ownership Interest		Relationship With		Splinx Technology Inc.
	(voting/economic)	Ener1 Group	Ener1, Inc.		
Alexander Malovik	50%/49%	None	None		Owns 16 million shares of Splinx Technology Inc. Indirect Stockholder. Owned 100% of ANTAO Ltd, which he contributed to Splinx Technology pursuant to his obligations under the Splinx, LLC operating agreement
Boris Zingarevich	12.5%/12.75%	Indirect Stockholder, Director	Indirect Stockholder		Indirect Stockholder and Beneficial owner of Bzinfm, which has entered into the Revolving Loan Agreement with Splinx Technology
Mikhail Zingarevich	12.5%/12.75%	Brother of Boris Zingarevich	Brother of Boris Zingarevich		Indirect Stockholder
Peter Novak	12.5%/12.75%	Chief Technology Officer, Indirect Stockholder, Director	Consultant, Director, Indirect Stockholder		Consultant, Director, Indirect Stockholder
Mike Zoi	12.5%/12.75%	President, Indirect Stockholder, Director	Consultant, Director, Indirect Stockholder		Consultant, Indirect Stockholder
Curtis Wolfe	None	General Counsel and Secretary	None		Director, General Counsel and



As a result of the Merger and distribution, the shareholders of record of Ener1 as of January 17, 2005 received approximately 5% of our common stock outstanding on the date the Merger was completed.

Dr. Peter Novak, one of our directors, is a 50% equityholder of Z-N, LLC, a company that holds approximately 31% of the outstanding common stock of Ener1 Group. Ener1 Group holds approximately 90% of the outstanding common stock of Ener1. Mike Zoi, a consultant for our company, holds the other 50% equity interest in Z-N, LLC. Mr. Zoi's consulting agreement is described under "—Additional agreements—Consulting agreement of Mike Zoi" below. Mike Zoi and Dr. Novak are directors of Ener1 and Ener1 Group. Each of Dr. Novak and Mr. Zoi also receive annual compensation of \$250,000 and insurance benefits, and annual automobile allowances of \$11,124 and \$23,715, respectively, from Ener1 in return for their services as directors of Ener1.

The remaining equity of Ener1 Group is owned by Bzinfin, S.A., which is beneficially owned by Boris Zingarevich. Boris Zingarevich, Mike Zoi and Dr. Novak are directors of Ener1 Group.

Curtis Wolfe is our general counsel and secretary. He is also the general counsel for Ener1 Group. He receives his salary from Ener1 Group. At the end of every month, Ener1 Group invoices us at a rate equal to his base salary, plus 20% to cover benefits and other fixed costs, for the number of hours he worked for our company that month, based on the assumption that Mr. Wolfe works a total of 160 hours per month. We will not be billed for more than 8 hours of Mr. Wolfe's time per day, even if he works for us for more than 8 hours a day. This arrangement allows us to benefit from Mr. Wolfe's legal skills at an effective rate that we believe, based on our knowledge of the local legal market, to be below that of an attorney in private practice with his experience and skill level. In addition, we benefit from having a general counsel without incurring liability for the salary and benefits for a full-time employee. Currently, the hourly billed rate for Mr. Wolfe's time is \$101 per hour. The percentage of Mr. Wolfe's time that he devotes to our affairs varies from week to week depending on our need for his services.

One of our employees performs technology consulting and patent advisory work for Ener1 and Ener1 Group related entities. We are reimbursed for these services at the rate of 120% of his direct hourly rate.

### ***Ener1 Group***

In fiscal 2005, Ener1 Group loaned us a total of \$800,000 to fund our working capital needs. These loans bear interest at an annual rate of 5% and were assumed by Bzinfin SA effective February 5, 2005. In fiscal 2006, Ener1 Group loaned us \$429,000 under demand notes that bear interest at an annual rate of 5%. On January 24, 2005, we issued 20,629 shares of restricted common stock to Ener1 Group, Inc. in partial reimbursement for certain expenses paid for by Ener1 Group, Inc. at a value of \$0.25 per share.

### ***Sublease***

We have subleased commercial property, which serves as our headquarters and work space, through an assignment of a sublease from Splinx, LLC. Splinx, LLC subleased this property from Ener1 Group. Under the terms of our sublease, we are required to make monthly lease payments in the base amount of \$4,661 to \$5,453 per month through February, 2008. Our sublease and related documents are filed as exhibits to the registration statement of which this prospectus is a part. Due to Splinx, LLC's lack of financial history at the time it entered into the sublease, it was unable to obtain a lease from a third party on terms comparable to or more favorable than those contained in the sublease. The rent we pay under the sublease is the same amount as the rent Ener1 Group pays under the lease with no mark-up; the other terms of the sublease are also the same terms as Ener1 Group is subject to under the lease. We believe the terms of the sublease, including the amount of rent, were comparable with terms that were generally available in the local market at the time we entered into the sublease, based on our knowledge of the local real estate market. Splinx vacated this lease and Ener1 Group has sublet the space to another tenant. Splinx is currently occupying space at the offices of Ener1 Inc. at 500 Cypress Creek Road, Suite 100, Fort Lauderdale, FL 33309 with a

phone number of 954 556-4020.

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## **Our company and Splinx, LLC**

In connection with our formation and in return for the issuance of all of our outstanding common stock, Splinx LLC agreed to contribute to us substantially all of its assets and liabilities. This contribution occurred as of April 1, 2004. We recorded this transaction at the book value of the assets and liabilities at the date of transfer. Splinx, LLC no longer conducts any operations but will continue to hold our common stock.

Splinx, LLC owns approximately 62.5% of our outstanding common stock.

Dr. Novak and Mike Zoi are both members and managers of Splinx, LLC and each holds 12.75% of the economic membership interests (and 12.5% of the voting membership interests) of Splinx, LLC. Each of Mikhail and Boris Zingarevich also indirectly holds 12.75% of the economic membership interests (and 12.5% of the voting membership interests) of Splinx, LLC.

Bzinfin, S.A., the company with whom we have a revolving loan agreement, is also a stockholder of Ener1 Group. Bzinfin S.A. is indirectly owned by Boris Zingarevich, who beneficially owns a limited liability company that is a member of Splinx, LLC and is a director of Ener1 Group.

Alexander Malovik is a member of Splinx, LLC and holds 49% of the economic membership interests (and 50% of the voting membership interests) of Splinx, LLC. Mr. Malovik formed ANTAO, Ltd. to be the administrative vehicle for our development efforts in Russia. Between July 1, 2004 and March 31, 2005, we paid an aggregate of \$260,000 to Splinx Outsourcing through ANTAO to pay the costs associated with our operations in Russia, including wages and benefits paid to Russian personnel and rent. During the year ending March 31, 2006, the Company paid \$40,207 to Splinx Outsourcing through ANTAO. ANTAO sent these funds, after retaining sufficient funds to pay its administrative expenses and taxes, to Splinx Outsourcing LLC, a Russian limited liability corporation, which used the funds to pay these costs. Neither ANTAO nor Mr. Malovik received any consideration from us in return for these services. Mr. Malovik contributed the outstanding stock of ANTAO, Ltd. to us on September 20, 2004 as part of Mr. Malovik's contribution obligation under the operating agreement of Splinx, LLC. Mr. Malovik does not have an ongoing operational role in the day-to-day operations of ANTAO, Ltd.

## **Revolving Loan Agreement**

We are party to a revolving loan agreement with Bzinfin, S.A., a British Virgin Islands limited corporation. Bzinfin, S.A. is wholly owned by Boris Zingarevich. Additionally, Bzinfin, S.A. and Z-N, LLC are the sole owners of Ener1 Group. Ener1 Group is the majority shareholder of Ener1.

Under the revolving loan agreement, Bzinfin, S.A. has agreed that it or one of its affiliates will loan and reloan us amounts up to \$2,500,000 upon our request, at an annual interest rate of 5%. This \$2,500,000 commitment was available from January 18, 2005, through July, 2005. All outstanding principal and interest under this agreement must be repaid on the second anniversary of the first disbursement of funds under the revolving loan agreement. The maximum loan amount will be reduced dollar-for-dollar by the cumulative gross proceeds we receive from the sale of our equity or debt securities or from any loans or other credit facilities extended to us. As of July 27, 2005 and March 31, 2006, the Company had borrowed \$2,500,000 under the revolving loan agreement and an additional \$50,000 from Bzinfin during September 2005, and the loan agreement was amended to include the additional borrowing under the same terms and conditions.

## **Consulting agreements with Dr. Novak and Mr. Zoi**

Both Dr. Novak and Mr. Zoi have signed consulting agreements with us. We entered into a consulting agreement with Dr. Novak under which Dr. Novak agreed to work for us as an independent contractor providing technical advice, technical management, strategic planning and international licensing advice. We agreed to pay him a consulting fee of \$100,000 per annum. Dr. Novak is required to submit statements on a monthly basis describing the nature of his work during the previous month. The agreement requires Dr. Novak to keep our proprietary information confidential and requires him to enter into a separate assignment of his intellectual property rights with respect to any inventions relating to business of Splinx to us. The agreement may be terminated at any time by either party upon written notice to the other party. Under the agreement, during the period of his consultancy and for 12 months thereafter, Dr. Novak has agreed not to solicit any of our employees to terminate their employment with us.

We entered into a consulting agreement with Mr. Zoi in February, 2004. Under the agreement, Mr. Zoi agreed to work for us as an independent contractor providing advice regarding capital formation, equity structuring, business planning, strategic planning and international licensing. We agreed to pay him a consulting fee of \$100,000 per annum. Mr. Zoi is required to submit statements on a monthly basis describing the nature of his work during the previous month. The agreement requires Mr. Zoi to keep our proprietary information confidential. Under the agreement Mr. Zoi also assigned to us any intellectual property rights he may acquire while working with our technology. The consulting agreement may be terminated at any time by either party upon written notice to the other party. Under the agreement, during the period of his consultancy and for 12 months thereafter, Mr. Zoi has agreed not to solicit any of our employees to terminate their employment with us.

**Ener1 Inc.**

Effective February 1, 2006, our President, Mr. Herlihy, was appointed to the position as Chief Financial Officer of Ener1, Inc. in addition to his continuing role at Splinx. Splinx is paying \$60,000 of Mr. Herlihy's \$250,000 annual salary as Chief Financial Officer of Ener1, and Ener1 is paying \$190,000 of Mr. Herlihy's salary. Mr. Herlihy is dedicating substantially all of his time to Ener1 except for the time necessary to attend to the administrative and financial matters of Splinx.



Item 13. Exhibits

Exhibit Number	Description
2.1	Agreement and Plan of Merger among Ener1 Acquisition Corp., Registrant and Ener1, Inc., dated as of June 9, 2004, incorporated herein by reference to Exhibit 2.1 to Splinx's Registration Statement on Form S-1 filed with the Commission on June 24, 2004 (Registration No. 333-116817)
2.2	First Amendment to Agreement and Plan of Merger among Ener1 Acquisition Corp., Registrant and Ener1, Inc., dated as of October 13, 2004, incorporated herein by reference to Exhibit 2.2 to Amendment No. 1 to Splinx's Registration Statement on Form S-1 filed with the Commission on October 15, 2004 (Registration No. 333-116817)
2.3	Second Amendment to Agreement and Plan of Merger among Ener1 Acquisition Corp., Splinx and Ener1, Inc., dated as of December 23, 2004, incorporated herein by reference to Exhibit 2.3 to Amendment No. 3 to Splinx's Registration Statement on Form S-1 filed with the Commission on December 27, 2004 (Registration No. 333-116817)
3.1	Certificate of Incorporation of Splinx, incorporated herein by reference to Exhibit 3.1 to Splinx's Registration Statement on Form S-1 filed with the Commission on June 24, 2004 (Registration No. 333-116817)
3.2	Certificate of Merger of Splinx, incorporated herein by reference to Exhibit 3.2 to Amendment No. 3 to Splinx's Registration Statement on Form S-1 filed with the Commission on December 27, 2004 (Registration No. 333-116817)
3.3	Bylaws of Splinx, incorporated herein by reference to Exhibit 3.3 to Splinx's Registration Statement on Form S-1 filed with the Commission on June 24, 2004 (Registration No. 333-116817)
10.1	Bridge Loan Agreement between Registrant and Ener1 Group, Inc. dated November 2, 2004 incorporated herein by reference to Exhibit 10.13 to Amendment No. 2 to Splinx's Registration Statement on Form S-1 filed with the Commission on December 3, 2004 (Registration No. 333-116817)
10.2	Amendment to Bridge Loan Agreement between Registrant and Ener1 Group, Inc. dated November 17, 2004 incorporated herein by reference to Exhibit 10.14 to Amendment No. 2 to Splinx's Registration Statement on Form S-1 filed with the Commission on December 3, 2004 (Registration No. 333-116817)
10.3	Employment Agreement between Christian Schormann and Splinx dated January 12, 2005, incorporated herein by reference to Exhibit 10.15 of the Current Report on Form 8-K filed with the Commission on January 25, 2005.

- 10.4 Revolving Debt Funding Commitment Agreement between Bzinfin, S.A. and Registrant, dated as of June 9, 2004, incorporated herein by reference to Exhibit 10.1 to Splinx's Registration Statement on Form S-1 filed with the Commission on June 24, 2004 (Registration No. 333-116817)
- 10.5 2004 Stock Option Plan of Registrant, incorporated herein by reference to Exhibit 10.2 to Splinx's Registration Statement on Form S-1 filed with the Commission on June 24, 2004 (Registration No. 333-116817)
- 10.6 Form of Stock Option Agreement of Registrant, incorporated herein by reference to Exhibit 10.3 to Splinx's Registration Statement on Form S-1 filed with the Commission on June 24, 2004 (Registration No. 333-116817)
- 10.7 Sublease Agreement between Ener1 Group, Inc. and Splinx, LLC, dated as of November 1, 2003, assigned to Registrant as of April 1, 2004, incorporated herein by reference to Exhibit 10.4 to Splinx's Registration Statement on Form S-1 filed with the Commission on June 24, 2004 (Registration No. 333-116817)
- 10.8 Contribution Agreement between Splinx, LLC and Registrant, dated as of April 1, 2004, incorporated herein by reference to Exhibit 10.5 to Splinx's Registration Statement on Form S-1 filed with the Commission on June 24, 2004 (Registration No. 333-116817)
- 10.9 Assignment and Assumption of Employment Agreements between Splinx, LLC and Registrant, dated as of April 1, 2004, incorporated herein by reference to Exhibit 10.6 to Splinx's Registration Statement on Form S-1 filed with the Commission on June 24, 2004 (Registration No. 333-116817)
- 10.10 Global Bill of Sale and Assignment and Assumption Agreement between Splinx, LLC and Registrant, dated as of April 1, 2004, incorporated herein by reference to Exhibit 10.7 to Splinx's Registration Statement on Form S-1 filed with the Commission on June 24, 2004 (Registration No. 333-116817)
- 10.11 Employment letter between Gerard Herlihy and Registrant, dated May 20, 2004, incorporated herein by reference to Exhibit 10.8 to Splinx's Registration Statement on Form S-1 filed with the Commission on June 24, 2004 (Registration No. 333-116817)
- 10.12 Consulting Agreement between Dr. Peter Novak and Registrant, dated January 1, 2004, incorporated herein by reference to Exhibit 10.9 to Splinx's Registration Statement on Form S-1 filed with the Commission on June 24, 2004 (Registration No. 333-116817)
- 10.13 Form of Employee Innovations and Proprietary Rights Assignment Agreement, incorporated herein by reference to Exhibit 10.10 to Splinx's Registration Statement on Form S-1 filed with the Commission on June 24, 2004 (Registration No. 333-116817)
- 10.14 Form of Indemnification Agreement, incorporated herein by reference to Exhibit 10.11 to Amendment No. 3 to Splinx's Registration Statement on Form S-1 filed with the Commission on December 27, 2004 (Registration No. 333-116817)

- 10.15 Employment Agreement between Michael Stojda and Registrant, dated September 1, 2004, incorporated herein by reference to Exhibit 10.12 to Amendment No. 1 to Splinx's Registration Statement on Form S-1 filed with the Commission on October 15, 2004 (Registration No. 333-116817)
- 10.16 Reseller Agreement between Waterloo Maple Inc. and Splinx Technology Inc. dated May 27, 2005., incorporated herein by reference to Exhibit 10.1 to Splinx's Current Report on Form 8-K, filed with the Commission on June 3, 2005
- 10.17 Severance Agreement dated November 21, 2005 by and between Splinx and Michael Stojda, incorporated by reference to Exhibit 10.1 to Splinx's Current Report on Form 8-K, filed with the Commission on November 21, 2005
- 10.18 Termination Agreement dated October 17, 2005 by and between Splinx and Christian Schormann, incorporated by reference to Exhibit 10.2 to Splinx's Current Report on Form 8-K, filed with the Commission on November 21, 2005
- 10.19 \* Master Loan Agreement and Note dated July 9, 2006 by and between Splinx and Ener1 Group, Inc.
- 14 Code of Ethics incorporated by reference to Exhibit 10.2 to Splinx's Annual Report on Form 10-K for the year ended March 31, 2005, filed with the Commission on June 30, 2005
- 31.1\* Certification of Principal Executive Officer and Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 32.1\* Certification of Principal Executive Officer pursuant to 18 U.S.C. Sec. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

\* Filed herewith.

Item 14. Principal Accountant Fees and Services.

**Audit Fees.** The aggregate fees, including expenses, billed by our former principal accountant in connection with the review of financial statements included in our Form S-1 as amended, and review of regulatory filings during fiscal 2005 was \$133,664. The aggregate fees, including expenses, billed by our current principal accountant in connection with the audit of our annual financial statements and review of regulatory filings including the financial statements included in our Quarterly Reports on Form 10-QSB was \$44,485 for fiscal 2006 and \$18,867 for fiscal 2005.

**Audit Related Fees.** The aggregate fees, including expenses, billed by our former and current principal accountants for services reasonably related to the audit for the years ended March 31, 2006 and 2005 were \$0.

**Tax Fees.** The aggregate fees, including expenses, billed by our former and current principal accountants for services reasonably related to tax services during the fiscal years ending March 31, 2006 and 2005 were \$0.

**All Other Fees.** The aggregate fees, including expenses, billed for all other services rendered to us by our former and current principal accountants during fiscal 2004 and 2005 were \$0.

**Audit Committee Pre-Approval Policy**

Our Audit Committee's responsibilities include selecting and hiring our independent auditors and approving the audit and non-audit services to be performed by our independent auditors. The Audit Committee's policy is that all audit and non-audit services provided by Splinx's independent auditor shall be approved before the independent auditor is engaged for the particular services. These services may include audit services and permissible audit-related services, tax services and other services. The Audit Committee may in the future establish pre-approval procedures pursuant to which our independent auditor may provide certain audit and non-audit services to us without first obtaining the Audit Committee's approval. All fees paid to the independent auditors in fiscal 2005 were pre-approved by the Audit Committee, and therefore no services were approved after the services were rendered pursuant to the "*de minimus*" exception established by the SEC for the provision of non-audit services.

SIGNATURES

In accordance with Section 13 or 15(d) of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Splinx Technology Inc.

July 14, 2006

by: /s/ Gerard A. Herlihy

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Gerard A. Herlihy  
President and Chief Financial Officer

In accordance with the Exchange Act, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated

July 14, 2006

by: /s/ Gerard A. Herlihy

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Gerard A. Herlihy  
President and Chief Financial Officer  
(Principal Executive Officer, Principal Financial Officer  
and Principal Accounting Officer)

July 14, 2006

by: /s/ Peter Novak

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Peter Novak  
Chairman of the Board and Director  
Title

July 14, 2006

by: /s/ Curtis Wolfe

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Curtis Wolfe  
Director, General Counsel and Secretary

July 14, 2006

by: /s/ Alexander Yarmolinsky

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Alexander Yarmolinsky  
Director

