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TDT DEVELOPMENT INC  
Form 10QSB  
April 22, 2002

U.S. SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-QSB

Quarterly report under Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended \_\_\_\_\_.

Transition report under Section 13 or 15(d) of the Exchange Act

For the transition period from November 1, 2001 to December 31, 2001

Commission File Number: 333-54822

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TDT DEVELOPMENT, INC.

-----  
(Name of Small Business Issuer in its charter)

NEVADA

22-3762835

-----  
(State or other jurisdiction of  
incorporation or organization)

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

140 De O., Montreal, Quebec, Canada

H2P 1H2

-----  
(Address of principal executive offices)

-----  
(Zip Code)

(514) 383-6824

-----  
Issuer's telephone number

1844 SW 16th Terrace, Miami, Florida 33145

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

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

APPLICABLE ONLY TO CORPORATE ISSUERS

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date: At April 18, 2002, the issuer had outstanding 8,381,000 shares of Common Stock.

Transitional Small Business Disclosure Format: Yes  No

TDT DEVELOPMENT, INC.  
DECEMBER 31, 2001  
TRANSITION REPORT ON FORM 10-QSB

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SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

To the extent that the information presented in this Transition Report on Form-QSB for the transition period ended December 31, 2001 discusses financial projections, information or expectations about our products or markets, or otherwise makes statements about future events, such statements are forward-looking. We are making these forward-looking statements in reliance on the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Although we believe that the expectations reflected in these forward-looking statements are based on reasonable assumptions, there are a number of risks and uncertainties that could cause actual results to differ materially from such forward-looking statements. These risks and uncertainties are described, among other places in this Transition Report, in "Management's Discussion and Analysis or Plan of Operation."

In addition, we disclaim any obligations to update any forward-looking statements to reflect events or circumstances after the date of this Transition Report. When considering such forward-looking statements, you should keep in mind the risks referenced above and the other cautionary statements in this Transition Report.

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PART I FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

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TDT Development, Inc.  
and Subsidiary

Consolidated Balance Sheets

	December 31, 2001 ----- (Unaudited) -----	October 31, 2001 -----
Assets		
Current assets:		
Cash	\$ 16,108	\$ 33,884
Accounts receivable, net of allowance for doubtful accounts of \$1,150 and \$1,358	31,523	38,038
Inventory	47,642	55,739
	-----	-----
Total current assets	95,273	127,661
	-----	-----
Fixed assets:		
Office furniture, net of accumulated depreciation of \$1,463 and \$1,321, respectively	2,755	2,896
Computers and equipment, net of accumulated depreciation of \$4,462 and \$4,026, respectively	8,637	9,073
	-----	-----
Total fixed assets	11,392	11,969
	-----	-----
Other assets:		
Security deposits	160	160
	-----	-----
Total assets	\$ 106,825	\$ 139,790
	=====	=====
Liabilities and Shareholders' Equity		
Current liabilities:		
Bank overdraft	\$ --	\$ 4,307
Revolving Credit Line	5,724	5,284
Accounts payable	1,151	1,151
Loans Payable	15,104	14,301
Accrued expenses payable	12,583	23,752
	-----	-----
Total liabilities	34,562	48,795
	-----	-----

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Shareholders' equity:

Common stock, 50,000,000 shares authorized; 8,381,000 shares issued and outstanding; par value \$.0001	838	838
Preferred stock, 5,000,000 shares authorized; -0- shares issued and outstanding; par value \$.0001	--	--
Additional paid in capital	305,707	305,707
Retained earnings (deficit)	(234,282)	(215,550)
	-----	-----
Total shareholders' equity	72,263	90,995
	-----	-----
Total liabilities and shareholders' equity	\$ 106,825	\$ 139,790
	=====	=====

See accompanying Notes to Consolidated Financial Statements.

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TDT Development, Inc.  
and Subsidiary

Consolidated Statements of Operations  
(Unaudited)

	Two-Month Periods Ended December 31	
	2001	2000
	-----	
	(Unaudited)	
	-----	
Revenues:		
Net sales	\$ 18,877	\$ 29,601
Cost of sales	8,501	13,004
	-----	-----
Gross profit	10,376	16,597
Commissions	--	6,977
	-----	-----
Total Revenue	10,376	23,574
	-----	-----
Operating Expenses:		
General and administrative expenses	13,693	23,976
Selling expenses	14,773	21,006
	-----	-----
Total expenses	28,466	44,982
	-----	-----
Other Income and Expenses:		
Miscellaneous income	--	110
Interest income	46	--
Interest expense	(688)	(2,173)

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Total other income and expenses	(642)	(2,063)
Net income (loss)	\$ ( 18,732)	\$ (23,471)
Net income (loss) per share:		
Basic	\$ (0.01)	\$ (0.01)
Diluted		
Weighted average common shares used in calculation of net income (loss) per share	8,381,000	6,455,754

See accompanying Notes to Consolidated Financial Statements.

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TDT Development, Inc.  
and Subsidiary

Consolidated Statements of Cash Flows  
(Unaudited)

	Two-Month Periods Ended December 31,	
	2001	2000
	(Unaudited)	(Unaudited)
Cash flows from operating activities:		
Net loss	\$ (18,732)	\$ (23,471)
Adjustments to reconcile net loss to cash used by operating activities:		
Depreciation	577	523
	(18,155)	(22,948)
(Increase) decrease in accounts receivable	6,515	(27,706)
(Increase) decrease in inventory	8,097	1,378
(Decrease) in operating accounts payable	--	(6,469)
Increase in accrued interest payable	--	1,823
Increase (decrease) in accrued expenses	(11,169)	17,685
Cash used by operating activities	(14,712)	(36,237)
Cash flows from investing activities:		
Purchase of fixed assets	--	(3,063)

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Cash flows from financing activities:		
Proceeds from stockholders' loans	803	--
Proceeds of private placement offering	--	206,100
Revolving credit line borrowings	440	5,027
Proceeds (repayment) of promissory note payable	--	40,000
Proceeds (repayment) of bank overdraft	(4,307)	(1,468)
	-----	-----
Cash provided by financing activities	(3,064)	249,659
	-----	-----
Increase (decrease) in cash	(17,776)	210,359
Cash, beginning of period	33,884	--
	-----	-----
Cash, end of period	\$ 16,108	\$ 210,359
	=====	=====
Supplemental cash flow disclosures:		
Cash paid for interest	\$ --	\$ 351
	=====	=====
Cash paid for taxes	\$ --	\$ --
	=====	=====
Non-cash investing and financing activities:		
Conversion of notes payable to common stock	\$ --	\$ 70,000
	=====	=====

See accompanying Notes to Consolidated Financial Statements.

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TDT Development, Inc.  
and Subsidiary

Notes to Consolidated Financial Statements  
(Unaudited)

### 1. Consolidated Financial Statements

The accompanying financial statements include the accounts of TDT Development, Inc. and its wholly owned subsidiaries Terre di Toscana, Inc and Terres Toscanes, Inc. All significant intercompany balances and transactions have been eliminated in consolidation.

Effective March 1, 2002, the Board of Directors of TDT Development, Inc. (the "Company") approved a change of the Company's fiscal year from October 31 to December 31. The two-month transition period of November 1, 2001 through December 31, 2001 ("transition period") precedes the start of the new fiscal year. The unaudited financial information for the two months ended December 31, 2000 ("prior period") is presented for comparative purposes and includes any adjustments (consisting of normal, recurring adjustments) which are, in the opinion of management, necessary for fair presentation.

The unaudited financial statements included herein have been prepared in accordance with the instructions to Form 10-QT and the Rule 10-01 of Regulation S-X, and do not include all the information and footnotes required by U.S. generally accepted accounting principles. However the financial statements do include all adjustments of a normal recurring nature, which, in the opinion of management, are necessary to present fairly the results of operations of the Company for the interim periods presented. The balance sheet data for October

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31, 2001 are derived from the audited financial statements that are included in the Company's Annual Report on Form 10-K for the year ended October 31, 2001, which should be read in connection with these financial statements.

The accounting policies followed in the presentation of the interim financial results are the same as those followed on an annual basis. Those policies are presented in Note 3, "Significant Accounting Policies in the consolidated financial statements included in the Company's annual report on Form 10-K.

The interim financial results as of the two months ended December 31, 2001 are not necessarily indicative of the results that will be obtained for the year ending December 31, 2002.

### 2. Supplemental Cash Flow Information

	December 31 2001 -----	December 31 2000 -----
Cash paid during the two Month periods for:		
Interest	\$ 248 =====	\$ 2,173 =====
Income taxes	\$ -- =====	\$ -- =====
Non-cash financing transaction:		
Conversion of notes payable to common stock	\$ -- =====	\$70,000 =====

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### ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

You should read the following discussion and analysis in conjunction with the audited financial statements (and notes thereto) and other financial information of our company appearing elsewhere in this report.

We have focused primarily on capital issues and on expanding our business during the transition period.

Total revenues for the transition period ended December 31, 2001 were \$10,376. Total revenues for the same period in 2000 were \$23,574.

Selling and general and administrative expenses for the transition period ended December 31, 2001 were \$13,693. Selling and general and administrative expenses for the same period in 2000 were \$23,976.

### LIQUIDITY AND CAPITAL RESOURCES

For the transition period ended December 31, 2001, we had net cash used in operating activities of \$14,712. For the same period in 2000, we had net cash used in operating activities of \$36,237.

Cash used in investment activities for the transition period ended December 31, 2001 was \$0. Cash used in investment activities for the same

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period in 2000 was \$3,063.

Cash provided by financing activities for the transition period ended December 31, 2001 totaled (\$3,064). Cash provided by financing activities for the same period in 2000 totaled \$249,659.

At the end of the transition period, we had cash in the amount of \$16,108 as compared to \$33,884 at the beginning of the transition period.

We believe that our current cash will be sufficient to meet our anticipated cash needs for working capital and capital expenditures for at least the next twelve months. If cash generated from operations is insufficient to satisfy liquidity requirements, we may seek to sell additional equity or debt securities or to obtain a credit facility. If we issue debt securities, fixed obligations will increase and we may have to comply with covenants that might inhibit our operations. Moreover, such financing may not be available in amounts or on terms acceptable to us, if at all.

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### PART II OTHER INFORMATION

#### ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) Exhibits.

None.

(b) Reports on Form 8-K.

No reports on Form 8-K were filed during the transition period ended December 31, 2001. One report on Form 8-K was filed during the quarter ending March 31, 2002 regarding the Company changing its year-end from October 31 to December 31, effective March 1, 2002.

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### SIGNATURES

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

TDT DEVELOPMENT, INC.  
(Registrant)

Date: April 22, 2002

By: /s/ Pietro Bortolatti

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Pietro Bortolatti, CEO, CFO, President,  
and Chairman of the Board

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