

CAPITAL MARKETS TECHNOLOGIES, INC.

Form 10-Q

May 15, 2008

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**FORM 10-Q**

(Mark One)

**QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES AND EXCHANGE ACT OF 1934**

**FOR THE QUARTER ENDED MARCH 31, 2008**

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

**COMMISSION FILE NUMBER: 0-27382**

**CAPITAL MARKETS TECHNOLOGIES, INC.**

(Name of small business issuer as specified in its charter)

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**FLORIDA**  
(State or other jurisdiction of  
incorporation or organization)

**65-0907899**  
(I.R.S. Employer  
Identification No.)

**CHICAGO, IL 340 E. Randolph Street, Suite 2701,**

**Chicago, IL USA**  
(Address of principal executive offices)

**60610**  
(Zip Code)  
Issuer's Telephone Number: (312) 533-0230

Indicate by check mark whether the Registrant (1) has filed all reports required 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

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-Accelerated filer  Small Business Issuer

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

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

| Class                           | Outstanding at May 15, 2008 |
|---------------------------------|-----------------------------|
| Common stock, \$0.001 par value | 21,583,660                  |

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| The Financial Statements of the Registrant required to be filed with this 10-Q Quarterly Report were prepared by management and commence on the following page, together with Related Notes. In the opinion of management, the Financial Statements fairly present the financial condition of the Company. |  |
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**Table of Contents****CAPITAL MARKETS TECHNOLOGIES, INC. AND SUBSIDIARY****(Development Stage Company)****CONSOLIDATED BALANCE SHEET****As of March 31, 2008 and December 31, 2007**

|   | <b>Mar. 31,<br/>2008<br/>(unaudited)</b> | <b>Dec. 31,<br/>2007<br/>(audited)</b> |
|---|--|--|
| <b>ASSETS</b>   |  |  |
| <b>CURRENT ASSETS</b>   |  |  |
| Cash  | \$ 1,026,471                             | \$ 292,968                             |
| Prepaid Expenses  | 21,000                                   |  |
| Note Receivable   | 120,321                                  |  |
| Accounts Receivable   | 11,178                                   | 9,005                                  |
| Total Current Assets  | 1,178,970                                | 301,973                                |
| <b>OFFICE EQUIPMENT net of depreciation</b>   | 18,999                                   | 20,265                                 |
| <b>OTHER ASSETS</b>   |  |  |
| Software  | 29,783                                   |  |
| Investment in Strike IT   | 811,216                                  | 202,180                                |
|   | \$ 2,038,968                             | \$ 524,418                             |
| <b>LIABILITIES AND STOCKHOLDERS DEFICIENCY</b>  |  |  |
| <b>CURRENT LIABILITIES</b>  |  |  |
| Accounts payable  | \$ 650,747                               | \$ 806,222                             |
| Total Current Liabilities   | 650,747                                  | 806,222                                |
| <b>Minority Interest</b>  | (63,345)                                 | (38,037)                               |
| <b>STOCKHOLDERS DEFICIENCY</b>  |  |  |
| Preferred stock   |  |  |
| 10,000,000 shares authorized at \$.001 par value; none outstanding,                         |  |  |
| Common stock  |  |  |
| 250,000,000 shares authorized at \$.001 par value; 21,183,661 shares issued and outstanding | 21,184                                   | 18,533                                 |
| Capital in excess of par value  | 15,253,672                               | 13,097,102                             |
| Accumulated deficit during development stage  | (13,811,031)                             | (13,347,202)                           |
| Comprehensive income (loss)   | (12,259)                                 | (12,200)                               |
| Total Stockholders Deficiency   | 1,451,566                                | (243,767)                              |

The accompanying notes are an integral part of these financial statements.

Table of Contents**CAPITAL MARKETS TECHNOLOGIES, INC. AND SUBSIDIARY****(Development Stage Company)****CONSOLIDATED STATEMENTS OF OPERATIONS****For the Three months ended March 31, 2008 and 2007****(unaudited)**

|   | <b>Mar 31,<br/>2008</b> | <b>Mar 31,<br/>2007</b> |
|---|-------------------------|-------------------------|
| <b>REVENUES</b>                                       | <b>\$</b>               | <b>\$</b>               |
| <b>EXPENSES</b>                                       |                         |                         |
| Professional fees                                     | 15,246                  | 17,000                  |
| Consulting fees                                       | 45,100                  |                         |
| Advertising and Promotion                             | 266,050                 |                         |
| Administrative  | 67,710                  | 3,930                   |
| Commissions   | 57,500                  |                         |
| Wages and Benefits                                    | 36,264                  |                         |
| Depreciation  | (1,267)                 |                         |
|   | 489,137                 | 20,930                  |
| <b>NET OPERATING LOSS FROM OPERATIONS</b>             | <b>(489,137)</b>        | <b>(20,930)</b>         |
| <b>OTHER INCOME (LOSSES)</b>                          |                         |                         |
| Interest expense                                      |                         | (373)                   |
| <b>NET LOSS BEFORE MINORITY INTEREST</b>              | <b>\$ (489,137)</b>     | <b>\$ (21,303)</b>      |
| <b>Less Minority Interest</b>                         | <b>25,308</b>           |                         |
| <b>NET LOSS</b>                                       | <b>\$ (463,829)</b>     | <b>\$ (21,303)</b>      |
| <b>NET LOSS PER COMMON SHARE</b>                      |                         |                         |
| Basic and diluted                                     | \$ (0.02)               | \$ (0.00)               |
| <b>AVERAGE OUTSTANDING SHARES - stated in 1,000's</b> |                         |                         |
| Basic   | 21,184                  | 33,560                  |

The accompanying notes are an integral part of these financial statements.



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## CAPITAL MARKETS TECHNOLOGIES, INC.

## STATEMENT OF CHANGES IN STOCKHOLDERS EQUITY

(Development Stage Company)

Period June 29, 1995 (date of inception) to March 31, 2008

(unaudited)

|   | Common Stock |          | Capital in | Accumulated |
|---|--------------|----------|------------|-------------|
|   | Shares       | Amount   | Excess of  | Deficit     |
|   |              | \$       | Par Value  | \$          |
| <b>Balance June 29, 1995</b>  |              |          |            |             |
| Issuance of common stock for services                                   | 6,000        | 6        | 4,994      |             |
| Net loss for period ended December 31, 1995                             |              |          |            | (5,000)     |
| Net loss for year ended December 31, 1996                               |              |          |            |             |
| Net loss for year ended December 31, 1997                               |              |          |            |             |
| Net loss for year ended December 31, 1998                               |              |          |            | (900)       |
| Issuance of common stock for cash                                       | 72,163       | 72       | 308,928    |             |
| Issuance of common stock for services                                   | 133          |          | 288,000    |             |
| Options granted for services  |              |          | 6,466,293  |             |
| Contributions to capital - expenses                                     |              |          | 174,000    |             |
| Net loss for year ended December 31, 1999                               |              |          |            | (6,819,904) |
| Issuance of common stock for services                                   | 100          |          | 200,000    |             |
| Amortize deferred compensation discount on note payable - related party |              |          | 1,980,939  |             |
| Net loss for year ended December 31, 2000                               |              |          |            | (3,323,139) |
| Issuance of common stock for cash                                       | 2,174        | 2        | 1,937,386  |             |
| Issuance of common stock for expenses                                   | 173          |          | 132,000    |             |
| Issuance of common stock for cash                                       | 374          | 1        | 279,999    |             |
| Net loss for year ended December 31, 2001                               |              |          |            | (2,074,543) |
| Net loss for year ended December 31, 2002                               |              |          |            | (106,444)   |
| Net loss for year ended December 31, 2003                               |              |          |            | (57,597)    |
| Net loss for year ended December 31, 2004                               |              |          |            | (2,838)     |
| Net loss for year ended December 31, 2005                               |              |          |            | (2,838)     |
| Issuance of common stock for services                                   | 30,000,000   | 30,000   |            |             |
| Issuance of common stock for debt                                       | 2,160,000    | 2,160    | 19,440     |             |
| Net loss for year ended December 31, 2006                               |              |          |            | (34,727)    |
| Issuance of common stock for debt                                       | 4,516,500    | 4,517    | 40,649     |             |
| Common Stock cancelled  | (20,000,000) | (20,000) | 20,000     |             |
| Issuance of Common Stock for cash                                       | 1,776,036    | 1,776    | 1,244,474  |             |
| Net loss for year ended December 31, 2007                               |              |          |            | (919,272)   |
| Issuance of Common Stock for cash                                       | 1,900,008    | 1,900    | 1,723,100  |             |
| Conversion of preferred stock into common stock                         | 300,000      | 300      | 29,700     |             |
| Issuance of Common Stock for acquisition                                | 450,000      | 450      | 403,770    |             |
| Net loss for period ended March 31, 2008                                |              |          |            | (463,829)   |



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**Balance March 31, 2008**

21,183,661    \$ 21,184    \$ 15,253,672    \$ (13,811,031)

The accompanying notes are an integral part of these financial statements.

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**CAPITAL MARKETS TECHNOLOGIES, INC.**  
**CAPITAL MARKETS TECHNOLOGIES, INC. AND SUBSIDIARY**  
**STATEMENT OF CHANGES IN STOCKHOLDERS PREFERRED STOCK EQUITY**  
**(Development Stage Company)**  
**Period June 29, 1995 (date of inception) to March 31, 2008**  
**(unaudited)**

|   | Preferred Stock |        | Capital in<br>Excess of<br>Par Value |
|---|-----------------|--------|--------------------------------------|
|   | Shares          | Amount |                                      |
| <b>Balance June 29, 1995</b>              |                 |        | \$                                   |
| Issuance of preferred stock for services  | 120,000         | 120    | 29,880                               |
| Conversion of preferred into common stock | (120,000)       | (120)  | (29,880)                             |
| <b>Balance March 31, 2008</b>             |                 |        | \$                                   |

**Table of Contents****CAPITAL MARKETS TECHNOLOGIES, INC. AND SUBSIDIARY****(Development Stage Company)****CONSOLIDATED STATEMENT OF CASH FLOWS****For the three months ended March 31, 2008 and 2007****(unaudited)**

|  | <b>Mar 31,<br/>2008</b> | <b>Mar. 31,<br/>2007</b> |
|--|-------------------------|--------------------------|
| <b>CASH FLOWS FROM OPERATING ACTIVITIES</b>                                    |                         |                          |
| Net loss   | \$ (463,829)            | \$ (21,303)              |
| Adjustments to reconcile net loss to net cash provided by operating activities |                         |                          |
| Proceeds from preferred stock issued for services                              | 30,000                  |                          |
| Acquisition of software  | (29,783)                |                          |
| Depreciation of office equipment   | 1,267                   |                          |
| Changes in current assets and liabilities                                      | (298,969)               | 8,113                    |
| Net Cash Used in Operations  | (761,314)               | (13,190)                 |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES</b>                                    |                         |                          |
| Investment in Strike IT  | (204,816)               |                          |
| Net Cash Used in Investing Activities  | (204,816)               |                          |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES</b>                                    |                         |                          |
| Conversion of debt to common shares  |                         | 13,190                   |
| Proceeds from sale of common stock   | 1,725,000               |                          |
| Net Cash From Financing  | 1,725,000               | 13,190                   |
| Comprehensive loss/translation adjustment and minority interest                | (25,367)                |                          |
| Net Increase in Cash   | 733,503                 |                          |
| Cash at Beginning of Period  | 292,968                 |                          |
| Cash at End of Period  | \$ 1,026,471            | \$                       |

The accompanying notes are an integral part of these financial statements



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**CAPITAL MARKETS TECHNOLOGIES, INC. AND SUBSIDIARY**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**March 31, 2008**

**(unaudited)**

**1. ORGANIZATION**

The Company was incorporated under the laws of the State of Florida on June 29, 1995 with the name RLN Realty Associates, Inc. with authorized common shares of 7,500 with a par value of \$1.00. The Company had several name changes and authorized common share changes and on September 14, 2006 changed its name to Fintech Group, Inc. and changed its authorized common shares to 250,000,000 at a par value of \$.001 and added authorized preferred shares of 10,000,000 at par value of \$.001. On February 7, 2007, the name was changed to Capital Markets Technologies, Inc.

The terms of the preferred shares were determined by the Board of Directors in April 2007. The shares were designated as Series A Convertible Preferred Stock at a conversion ratio of 1 for 2.5 Common shares. Each preferred share issued has 2.5 votes on all matters presented to be voted by the holders of common stock. The shares are convertible at the option of the Holder at any time from and after the Original Issue Date.

The principal business activity of the corporation was the development of an e-commerce web site and an e-commerce virtual department store. During 2001 the activity was discontinued and its remaining assets and related liabilities were transferred and the Company has remained inactive since that date.

The Company is a development stage company.

After 2001 the Company has been engaged in seeking viable business opportunities in the financial services sector.

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Accounting Methods**

The Company recognizes income and expenses based on the accrual method of accounting.

**Dividend Policy**

The Company has not adopted a policy regarding payment of dividends.

**Income Taxes**

The Company utilizes the liability method of accounting for income taxes. Under the liability method deferred tax assets and liabilities are determined based on the differences between financial reporting and the tax bases of the assets and liabilities and are measured using the enacted tax rates and laws that will be in effect, when the differences are expected to reverse. An allowance against deferred tax assets is recognized, when it is more likely than not, that such tax benefits will not be realized.



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**CAPITAL MARKETS TECHNOLOGIES, INC. AND SUBSIDIARY**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**March 31, 2008**

**(unaudited)**

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

On March 31, 2008, the Company had a net operating loss for carry forward of approximately \$13,786,031.

Any income tax benefit has not been determined as there has been a substantial change in stockholders. The net operating loss will expire in 2028.

**Financial Instruments**

The carrying amounts of financial instruments are considered by management to be their estimated fair values due to their short term maturities.

**Basic and Diluted Net Income (Loss) Per Share**

Basic net income (loss) per share amounts are computed based on the weighted average number of shares actually outstanding. Diluted net income (loss) per share amounts are computed using the weighted average number of common shares and common equivalent shares outstanding as if shares had been issued on the exercise of any preferred share rights unless the exercise becomes antidilutive and then only the basic per share amounts are shown in the report.

**Concentration of Credit Risk**

There are no financial instruments that potentially subject the Company to significant concentration of credit risks.

**Revenue Recognition**

Revenue will be recognized on the sale and delivery of a product or the completion of services provided.

**Advertising and Market Development**

The company expenses advertising and market development costs as incurred.

**Estimates and Assumptions**

Management uses estimates and assumptions in preparing financial statements in accordance with accounting principles generally accepted in the United States of America. Those estimates and assumptions affect the reported amounts of the assets and liabilities, the disclosure of contingent assets and liabilities, and the reported revenues and expenses. Actual results could vary from the estimates that were assumed in

preparing these financial statements.



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**CAPITAL MARKETS TECHNOLOGIES, INC. AND SUBSIDIARY**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**March 31, 2008**

**(unaudited)**

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

**Other Recent Accounting Pronouncements**

The Company does not expect that the adoption of other recent accounting pronouncements will have a material impact on its financial statements.

**3. ACCOUNTS PAYABLE**

The Statute of Limitations has run on a substantial part of the accounts payable.

**4. NOTE RECEIVABLE**

The Company's subsidiary, iBase Solutions Limited, has entered into a credit facility agreement with Simplex Solutions (a potential acquisition target of Capital Markets Technologies, Inc.) The Company has agreed to provide a loan due on demand with interest calculated a 4% per annum compounded on a daily basis.

**5. OFFICE EQUIPMENT**

Office equipment is being depreciated on a straight line basis over a 5 year period. The original cost of the office equipment, acquired during 2007, was \$25,332 and \$6,333 dollars has been depreciated to date for a net book value of \$18,999.

**6. SOFTWARE DEVELOPMENT**

Our subsidiary, iBase Solutions, has paid a third party to develop software. As of the date of this financial statement they have expended \$29,783 (£15,000). The software has not been amortized for these financial statement purposes.

**7. SUBSIDIARY**

On September 28, 2007 the Company acquired 55% of iBase Solutions Limited, a private company incorporated in England. The Company paid \$2,268 for the common shares. The minority shareholders are individuals residing in England.

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**CAPITAL MARKETS TECHNOLOGIES, INC. AND SUBSIDIARY**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**March 31, 2008**

**(unaudited)**

**7. SUBSIDIARY (continued)**

iBase's principal product is software which provides a pay-as-you-go service which automates interest and dividend claims between financial institutions and their counter parties. Principal target markets are key financial centers. iBase management will pursue global custodian banks and their asset management and hedge fund clients. The service is asp-enabled and sits on top of a swift service bureau belonging to a prospective acquisition target of Capital Markets Technologies, Inc.

On December 17, 2007 the Company entered into a Letter of Intent with Strike IT Services Limited, a private company incorporated and registered in England and Wales, to purchase 100% of their outstanding common shares. Strike IT will become a 100% wholly owned subsidiary of the Company. The terms are as follows: \$202,180 (£100,000) payable immediately, the balance of \$202,180 (£100,000) pounds to be paid on closing of the transaction. The Company, in addition, will issue the principal shareholders of Strike IT 450,000 common shares. The Company has satisfied the first payment of \$202,180 (£100,000) on December 20, 2007 and has also issued the 450,000 common shares on March 12, 2008. The final payment of \$204,186 (£100,000) was paid on March 18, 2008 and upon completion of Strike IT audits this transaction will be finalized. The financial statements have not been presented with the consolidation as it has not been finalized. Refer to the pro formas that were presented in the December 31, 2007 10K filing.

Strike IT Services is an IT consultancy and recruitment company which has a number of corporate customers for whom it provides resources around SAP (SAP is the world's largest business software company) and the treasury operations. Strike IT has offices which is leases in Weybridge, Surrey on a month to month tenancy. They currently employ 5 full-time employees.

In January 2008, Capital Markets Technologies Inc. acquired 100% of the shares of a private company, CMT Europe Limited, incorporated in England for \$248 (£125). CMT Europe Limited has neither operations nor assets. The purpose of CMT Europe Limited is to function as a holding company for all UK acquisitions.

**8. CAPITAL STOCK**

On March 12, 2008 the Company issued 450,000 common shares to the principals of Strike IT for the acquisition of their company.

During March 2008 the company issued 300,000 common shares for consulting services valued at \$5,000

During 2007 the Company issued 1,900,008 units in a private placement for \$1,725,000. Each unit consists of one share of common stock, par value \$.001 per share, and one Common Stock Purchase Warrant. The Common Stock Purchase Warrants may be redeemed for one additional share of common stock at a price of \$1.50 per share, beginning two years from date of purchase. The warrants have been determined to have no value at the issuance date.



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**CAPITAL MARKETS TECHNOLOGIES, INC. AND SUBSIDIARY**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**March 31, 2008**

**(unaudited)**

**8. CAPITAL STOCK (continued)**

During 2007 the Company issued 4,516,500 common shares as full payment on a note payable.

During 2007 the Company issued 1,776,036 units in a private placement for \$1,246,250. Each unit consists of one share of common stock, par value \$.001 per share, and one Common Stock Purchase Warrant. The Common Stock Purchase Warrants may be redeemed for one additional share of common stock at a price of \$1.50 per share, beginning two years from date of purchase. The warrants have been determined to have no value at the issuance date.

**9. SIGNIFICANT TRANSACTIONS WITH RELATED PARTIES**

An officer controls a company that owns the property which the Company leases its office space from. The terms of the lease are \$6,500 per month and the lease is month to month with no deposit paid.

The Company has incurred promotional expenses of \$83,555 (2007-\$155,475) with an affiliate company.

**10. SUBSEQUENT EVENTS**

In April 2008 the Company issued 120,000 preference shares to the former president of the Company for services.

In April 2008 the Company issued 1,530,000 preferred shares to the current Board of Directors. The Chairman of the Board received 1,200,000 preferred shares that if converted into common shares would result in holdings of 3,000,000 common shares or 12.4% of the current outstanding shares.

During May 1, 2008 the Company issued 40,000 preferred shares to an individual for consulting services.

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

Management's discussion and analysis contains statements that are forward-looking and involve risks and uncertainties. Several factors could cause actual results to differ materially from those described in such forward-looking statements. This includes the Company's ability to manage growth, involvement in litigation, competition, ongoing contractual relationships, dependence upon key personnel, changes in customer demand for product and services, and the adoption of new, or changes in, accounting policies, practices and estimates and the application of such policies, practices, and estimates, and federal and state governmental regulation.

The following financial data should be read in conjunction with the financial statements of Capital Markets Technologies, Inc. related notes and other financial information appearing elsewhere in this report.

### **OVERVIEW**

Capital Markets Technologies, Inc. ( CMT ) was incorporated in the State of Florida on June 29, 1995 under the name RLN Realty Associates, Inc. During 2002, we closed our business operations due to lack of funding.

### **NET REVENUES**

We have had no revenues since 2002 when we closed our business operations.

### **PROFESSIONAL FEES**

Professional fees were incurred for the purpose of preparation and audit of the Company's financial statements.

### **ADMINISTRATION**

During the quarter ended March 31, 2008 our administrative expenses were as a result of transfer agent fees, telephone, rent and costs associated with edgarizing financial statements for SEC filing purposes.

### **NET LOSS**

Our net loss for the quarter ended March 31, 2008 was \$438,829 as a result of our extensive advertising and promotion which includes the company's travel costs associated with our potential acquisitions in the United Kingdom.

### **NET LOSS PER SHARE**

Net loss per share was \$(0.02) for the three months ended March 31, 2008.

### **LIQUIDITY AND CAPITAL RESOURCES**

We closed our business operations due to lack of funding.

In the past we were an e-commerce department store that sold a wide variety of consumer goods to members of affinity groups, paying a commission on those sales to the affinity group. In 2002, we ceased our business operations due to lack of funding.

During 2006, we changed our name to Fintech Group, Inc. and subsequently in February of 2007 to Capital Markets Technologies, Inc. to reflect our current focus. We are a financial technology solutions company providing innovative solutions to global financial institutions and major corporations. The Company currently is operating in Chicago, and, with its proposed acquisition of Simplex Consulting will operate out of London, England as well. We were founded initially to capitalize on the estimated US\$30 billion financial technology market opportunity which management believes exists within Europe between 2007 - 2010. Our management has an aggressive acquisitions strategy focusing on companies which are well positioned to take advantage of the paradigm shift occurring in the financial technology markets under the European Union regulatory directives: MiFID ( Markets in Financial Instruments Directive ) and SEPA (Single Euro Payments Area ).



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### **Other Considerations**

There are numerous factors that affect the business and the results of its operations. Sources of these factors include general economic and business conditions, federal and state regulation of business activities, the level of demand for product services, the level and intensity of competition and the ability to develop new services based on new or evolving technology and the market's acceptance of those new services, the Company's ability to timely and effectively manage periodic product transitions, the services, customer and geographic sales mix of any particular period, and our ability to continue to improve our infrastructure including personnel and systems to keep pace with the Company's anticipated rapid growth.

### **Item 3. Quantitative And Qualitative Disclosures About Market Risk**

We do not hold any derivative instruments and do not engage in any hedging activities.

### **Item 4. Controls And Procedures**

*(a) Evaluation of Disclosure Controls and Procedures.* Our management, with the participation of our President, evaluated the effectiveness of our disclosure controls and procedures as of the end of the period covered by this report. Based on that evaluation, our President concluded that our disclosure controls and procedures as of the end of the period covered by this report were effective such that the information required to be disclosed by us in reports filed under the Securities Exchange Act of 1934 is (i) recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and (ii) accumulated and communicated to our management, including our President, as appropriate to allow timely decisions regarding disclosure. A controls system cannot provide absolute assurance, however, that the objectives of the controls system are met, and no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within a company have been detected.

*Management's Report on Internal Control over Financial Reporting.* Our management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act). Our internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Therefore, even those systems determined to be effective can provide only reasonable assurance of achieving their control objectives. Furthermore, smaller reporting companies face additional limitations. Smaller reporting companies employ fewer individuals and find it difficult to properly segregate duties. Often, one or two individuals control every aspect of the Company's operation and are in a position to override any system of internal control. Additionally, smaller reporting companies tend to utilize general accounting software packages that lack a rigorous set of software controls.

Our management, with the participation of the Chief Executive Officer, evaluated the effectiveness of the Company's internal control over financial reporting as of March 31, 2008. In making this assessment, our management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control - Integrated Framework. Based on this evaluation, our management, with the participation of the President, concluded that, as of March 31, 2008, our internal control over financial reporting was effective.

*(b) Changes in Internal Control over Financial Reporting.* There were no changes in our internal control over financial reporting, as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act, during our most recently completed fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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**PART II OTHER INFORMATION**

**Item 1. Legal Proceedings.**

We are currently not involved in any litigation that we believe could have a material adverse effect on our financial condition or results of operations. There is no action, suit, proceeding, inquiry or investigation before or by any court, public board, government agency, self-regulatory organization or body pending or, to the knowledge of the executive officers of our company or any of our subsidiaries, threatened against or affecting our company, our common stock, any of our subsidiaries or of our companies or our subsidiaries' officers or directors in their capacities as such, in which an adverse decision could have a material adverse effect.

**Item 1A. Risk Factors**

We have reviewed the risk factors previously disclosed in our Annual Report on Form 10-KSB for the year ended December 31, 2007, which was filed with the Securities and Exchange Commission on April 15, 2008 (the Fiscal 2007 10-KSB). We believe there are no changes that constitute material changes from the risk factors previously disclosed in the Fiscal 2007 10-KSB.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.**

In March 2008 the Company issued 450,000 common shares to the principals of Strike IT for the acquisition of Strike IT.

In March 2008 the Company issued 300,000 common shares for consulting services valued at \$5,000.

During 2008 the Company issued 1,900,008 units in a private placement for \$1,725,000. Each unit consists of one share of common stock and one Common Stock Purchase Warrant. The Common Stock Purchase Warrants are detachable and may be redeemed for one additional share of common stock at a price of \$1.50 per share, beginning two years from date of purchase. No warrants have been exercised to date.

The offer and sale of such shares of our common stock were effected in reliance on the exemptions for sales of securities not involving a public offering, as set forth in Rule 506 promulgated under the Securities Act and in Section 4(2) of the Securities Act, based on the following: (a) the investors confirmed to us that they were accredited investors, as defined in Rule 501 of Regulation D promulgated under the Securities Act and had such background, education and experience in financial and business matters as to be able to evaluate the merits and risks of an investment in the securities; (b) there was no public offering or general solicitation with respect to the offering; (c) the investors were provided with certain disclosure materials and all other information requested with respect to our company; (d) the investors acknowledged that all securities being purchased were restricted securities for purposes of the Securities Act, and agreed to transfer such securities only in a transaction registered under the Securities Act or exempt from registration under the Securities Act; and (e) a legend was placed on the certificates representing each such security stating that it was restricted and could only be transferred if subsequent registered under the Securities Act or transferred in a transaction exempt from registration under the Securities Act.

**Item 3. Defaults Upon Senior Securities.**

There were no defaults upon senior securities during the period ended March 31, 2008.

**Item 4. Submission of Matters to a Vote of Security Holders.**

There were no matters submitted to the vote of securities holders during the period ended March 31, 2008.

**Item 5. Other Information.**

There is no information with respect to which information is not otherwise called for by this form.





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**Item 6. Exhibits.**

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 31.1               | Certification of the Company's Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, with respect to the registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2008. |
| 31.2               | Certification of the Company's Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, with respect to the registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2008. |
| 32.1               | Certification of the Company's Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes Oxley Act of 2002.   |
| 32.2               | Certification of the Company's Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes Oxley Act of 2002.   |

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

(Date)

CAPITAL MARKETS TECHNOLOGIES, INC.  
(Registrant)

May 15, 2008

By: /s/ Hagop J. Bouroudjian  
Hagop J. Bouroudjian  
CEO

May 15, 2008

/s/ Edward Arana  
Edward Arana  
Chief Financial Officer

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**CAPITAL MARKETS TECHNOLOGIES, INC. AND SUBSIDIARIES**

**INDEX TO EXHIBITS**

| <b>Exhibit</b> | <b>Description</b>   |
|----------------|--|
| 31.1           | Certification of the Chairman, and Chief Executive Officer pursuant to Rule 13a-14(a) promulgated under the Securities Exchange Act of 1934, as amended.           |
| 31.2           | Certification of the President and Chief Accounting Officer pursuant to Rule 13a-14(a) promulgated under the Securities Exchange Act of 1934, as amended.          |
| 32.1           | Certification of Chairman and Chief Executive Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.   |
| 32.2           | Certification of President and Chief Accounting Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |