

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 10-Q**

(Mark One)

☒ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934 for the quarterly period ended January 31, 2008

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934 for the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 1-8696



**COMPETITIVE TECHNOLOGIES, INC.**  
(Exact name of registrant as specified in its charter)  
www.competitivetech.net

Delaware 36-2664428  
(State or other jurisdiction if incorporation or organization) (I.R.S. Employer Identification No.)

777 Commerce Drive, Suite 100  
Fairfield, Connecticut 06825  
(Address of principal executive offices) (Zip Code)  
(203) 368-6044

(Registrant's telephone number, including area code)  
N/A

(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 ☐

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).

Large accelerated filer ☐ Accelerated filer ☐ Non-accelerated filer ☒

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

Yes ☐ No ☒

**APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY  
PROCEEDINGS DURING THE PRECEDING FIVE YEARS:**

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Section 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court. Yes ☐ No ☐

The number of shares of the registrant's common stock outstanding as of March 10, 2008 was 8,179,872 shares.

**COMPETITIVE TECHNOLOGIES, INC.**

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## **PART I. FINANCIAL INFORMATION**

### **Item 1. Condensed Consolidated Financial Statements**

#### **COMPETITIVE TECHNOLOGIES, INC. AND SUBSIDIARIES**

##### **Condensed Consolidated Balance Sheets**

	<b><u>January 31, 2008</u></b>	<b><u>July 31, 2007</u></b>
<b>ASSETS</b>		
Current Assets:		
Cash and cash equivalents	\$ 4,522,207	\$ 6,572,076
Receivables, net of allowance of \$422,604 at January 31, 2008 and July 31, 2007	679,736	739,797
Available-for-sale securities	-	1,630,237
Inventory	34,100	44,781
Prepaid expenses and other current assets	<u>193,542</u>	<u>377,419</u>
Total current assets	<b>5,429,585</b>	<b>9,364,310</b>
Property and equipment, net	290,338	304,185
Other long term assets	41,583	43,861
Intangible assets acquired, net	-	377
<b>TOTAL ASSETS</b>	<b><u>\$ 5,761,506</u></b>	<b><u>\$ 9,712,733</u></b>
<b>LIABILITIES AND SHAREHOLDERS' INTEREST</b>		
Current Liabilities:		
Accounts payable	\$ 1,290,193	\$ 727,808
Accrued expenses and other liabilities	<u>799,808</u>	<u>1,323,485</u>
Total current liabilities	<b>2,090,001</b>	<b>2,051,293</b>
Deferred Rent	71,166	62,624
Shareholders' interest:		
5% preferred stock, \$25 par value, 35,920 shares authorized, 2,427 shares issued and outstanding	60,675	60,675
Common stock, \$.01 par value, 20,000,000 shares authorized, 8,179,872 and 8,107,380 shares issued and outstanding	81,798	81,073
Capital in excess of par value	35,632,174	35,263,453
Accumulated deficit	(32,174,308)	(28,315,344)
Accumulated other comprehensive income	<u>-</u>	<u>508,959</u>
Total shareholders' interest	<b><u>3,600,339</u></b>	<b><u>7,598,816</u></b>
<b>TOTAL LIABILITIES AND SHAREHOLDERS'</b>		
<b>INTEREST</b>	<b><u>\$ 5,761,506</u></b>	<b><u>\$ 9,712,733</u></b>

*See accompanying notes*

**PART I. FINANCIAL INFORMATION (Continued)**

**COMPETITIVE TECHNOLOGIES, INC. AND SUBSIDIARIES**

Condensed Consolidated Statements of Operations

	Three months ended January 31,	
	<u>2008</u>	<u>2007</u>
<b>Revenues</b>		
Retained royalties	\$ 429,240	\$ 744,209
Investment income	50,765	159,783
Product sales	<u>50,488</u>	<u>-</u>
	<u>530,493</u>	<u>903,992</u>
<b>Expenses</b>		
Cost of product sales	47,981	-
Personnel and other direct expenses relating to revenues	907,412	1,417,825
General and administrative expenses	915,874	2,869,289
Patent enforcement expenses, net of reimbursements	(122,855)	179,709
Loss on sale of available-for-sale securities	<u>81,401</u>	<u>-</u>
	<u>1,829,813</u>	<u>4,466,823</u>
(Loss) before income taxes	(1,299,320)	(3,562,831)
Provision (benefit) for income taxes	<u>-</u>	<u>-</u>
<b>Net (loss)</b>	<u>\$ (1,299,320)</u>	<u>\$ (3,562,831)</u>
Basic and diluted (loss) per share	<u>\$ (0.16)</u>	<u>\$ (0.44)</u>
Basic and diluted weighted average number of common shares outstanding:	8,158,760	8,017,260

*See accompanying notes*

**PART I. FINANCIAL INFORMATION (Continued)**

**COMPETITIVE TECHNOLOGIES, INC. AND SUBSIDIARIES**

Condensed Consolidated Statements of Operations

	Six months ended January 31,	
	<u>2008</u>	<u>2007</u>
<b>Revenues</b>		
Retained royalties	\$ 553,039	\$ 1,474,413
Investment income	120,187	324,755
Product sales	<u>57,284</u>	<u>-</u>
	<u>730,510</u>	<u>1,799,168</u>
<b>Expenses</b>		
Cost of product sales	51,381	-
Personnel and other direct expenses relating to revenues	2,014,936	2,474,833
General and administrative expenses	2,192,834	3,613,223
Patent enforcement expenses, net of reimbursements	31,918	396,105
Impairment of available-for-sale securities	227,596	-
Loss on sale of available-for-sale securities, net of gains	<u>70,809</u>	<u>-</u>
	<u>4,589,474</u>	<u>6,484,161</u>
(Loss) before income taxes	(3,858,964)	(4,684,993)
Provision (benefit) for income taxes	<u>-</u>	<u>-</u>
<b>Net (loss)</b>	<u>\$ (3,858,964)</u>	<u>\$ (4,684,993)</u>
Basic and diluted (loss) per share	<u>\$ (0.47)</u>	<u>\$ (0.59)</u>
Basic and diluted weighted average number of common shares outstanding:	8,133,070	8,002,981

*See accompanying notes*

**PART I. FINANCIAL INFORMATION (Continued)**

**COMPETITIVE TECHNOLOGIES, INC. AND SUBSIDIARIES**

Condensed Consolidated Statement of Comprehensive Income (Loss) and Changes in Shareholders' Interest  
For the six months ended January 31, 2008

	<u>Preferred Stock</u>		<u>Common Stock</u>		<u>Capital in excess of par value</u>	<u>Accumulated deficit</u>	<u>Accumulated other comprehensive income/(loss)</u>	<u>Total shareholders' interest</u>
	<u>Shares outstanding</u>	<u>Amount</u>	<u>Shares outstanding</u>	<u>Amount</u>				
Balance – July 31, 2007	2,427	\$ 60,675	8,107,380	\$ 81,073	\$ 35,263,453	\$ (28,315,344)	\$ 508,959	\$ 7,598,816
Comprehensive loss:								
Net (loss)						(3,858,964)		(3,858,964)
Unrealized decrease in market value of securities							(626,144)	(626,144)
Foreign currency translation adjustments on securities							60,923	60,923
Reclassification to net loss							56,262	<u>56,262</u>
Total comprehensive (loss)								(4,367,923)
Compensation expense from stock option grants					221,238			221,238
Stock issued under 401(k) Plan			62,492	625	132,483			133,108
Stock issued to Directors			<u>10,000</u>	<u>100</u>	<u>15,000</u>			<u>15,100</u>
Balance – January 31, 2008	<u>2,427</u>	<u>\$ 60,675</u>	<u>8,179,872</u>	<u>\$ 81,798</u>	<u>\$ 35,632,174</u>	<u>\$ (32,174,308)</u>	<u>\$ -</u>	<u>\$ 3,600,339</u>

*See accompanying notes*

# **PART I. FINANCIAL INFORMATION (Continued)**

## **COMPETITIVE TECHNOLOGIES, INC. AND SUBSIDIARIES**

### Condensed Consolidated Statement of Cash Flows

	Six months ended January 31, <u>2008</u>	<u>2007</u>
<b>Cash flows from operating activities:</b>		
Net (loss)	\$ (3,858,964)	\$ (4,684,993)
Non-cash and other expenses (income) included in net loss:		
Interest earned on restricted cash	-	(1,755)
Depreciation and amortization	35,957	44,565
Deferred rent	8,542	-
Share-based compensation – stock options	221,238	182,938
Accrued stock contribution	71,350	54,562
Loss on available-for-sale securities	70,809	-
Loss on permanent impairment of available-for-sale securities	227,596	-
Changes in assets and liabilities:		
Receivables	60,061	2,420,207
Inventory	10,681	-
Prepaid expenses and other long-term assets	186,154	153,835
Accounts payable and accrued expenses and other liabilities	115,566	1,496,332
Net cash used in operating activities	<u>(2,851,010)</u>	<u>(334,309)</u>
<b>Cash flows from investing activities:</b>		
Purchases of property and equipment	(21,732)	(214,722)
Restricted cash	-	(2,500,000)
Proceeds from sales of available-for-sale securities	822,873	-
Net cash provided by (used in) investing activities	<u>801,141</u>	<u>(2,714,722)</u>
<b>Cash flows from financing activities:</b>		
Proceeds from exercises of stock options	-	19,500
Net cash provided by financing activities	<u>-</u>	<u>19,500</u>
Net (decrease) in cash and cash equivalents	(2,049,869)	(3,029,531)
Cash and cash equivalents at beginning of period	<u>6,572,076</u>	<u>12,909,311</u>
Cash and cash equivalents at end of period	<u>\$ 4,522,207</u>	<u>\$ 9,879,780</u>

### **Supplemental disclosure of non-cash transactions:**

On November 21, 2007, the Company contributed 62,492 shares of common stock valued at \$133,108 to the 401(k) Plan. On January 2, 2008, the Company issued 10,000 shares valued at \$15,100 as compensation to four non-employee directors under the 1996 Directors' Stock Participation Plan.

*See accompanying notes*

## **PART I. FINANCIAL INFORMATION (Continued)**

### **COMPETITIVE TECHNOLOGIES, INC. AND SUBSIDIARIES**

#### **Notes to Condensed Consolidated Financial Statements (Unaudited)**

#### **1. BASIS OF PRESENTATION**

The interim condensed consolidated financial information presented in the accompanying condensed consolidated financial statements and notes hereto is unaudited.

Competitive Technologies, Inc. ("CTT"), and its wholly owned and majority owned subsidiaries (collectively, "we" or "us"), provide patent and technology licensing and commercialization services throughout the world with respect to a broad range of life, electronic, physical, and nano science technologies originally invented by various universities, corporations and individuals. We are compensated for our services primarily by sharing in the license and royalty fees generated from the successful licensing of our clients' technologies. In fiscal 2008, we began test marketing in the US an electronic device used for stress reduction and memory improvement purposes, selling 33 units in the first six months 2008. The Company is seeking US distributors for this product. The condensed consolidated financial statements include the accounts of CTT and its subsidiaries. Inter-company accounts and transactions have been eliminated in consolidation. Certain prior year amounts have been reclassified to conform to the current year's presentation.

We believe we made all adjustments necessary, consisting only of normal recurring adjustments, to present the unaudited condensed consolidated financial statements in conformity with accounting principles generally accepted in the United States of America. The results for the three and six months ended January 31, 2008 are not necessarily indicative of the results that can be expected for the full fiscal year ending July 31, 2008.

The interim unaudited condensed consolidated financial statements and notes thereto, as well as the accompanying Management's Discussion and Analysis of Financial Condition and Results of Operations, should be read in conjunction with our Annual Report on Form 10-K for the year ended July 31, 2007, filed on October 29, 2007.

The Company incurred an operating loss for the first six months of fiscal 2008, as well as operating losses in fiscal 2007 and 2006. At current reduced spending levels, the Company may not have sufficient cash flow to fund operating expenses beyond the next 12 months. This condition raises substantial doubt about the Company's ability to continue as a going concern. The financial statements do not include adjustments to reflect the possible future effect of the recoverability and classification of assets or amounts and classifications of liabilities that may result from the outcome of this uncertainty.

The Company's continuation as a going concern is dependent upon its developing other recurring revenue streams sufficient to cover operating costs. If necessary, we will meet anticipated operating cash requirements by further reducing costs, and/or pursuing sales of certain assets and technologies while we pursue licensing opportunities for our remaining portfolio of technologies. There can be no assurance that the Company will be successful in such efforts. Failure to develop a recurring revenue stream sufficient to cover operating expenses would negatively affect the Company's financial position.

#### **2. NET LOSS PER COMMON SHARE**

For the six months ended January 31, 2008 and 2007, respectively, 831,080 and 1,097,973 shares of outstanding common stock options were excluded from the computation of diluted net loss per share because they were anti-dilutive.



### 3. COMPREHENSIVE LOSS AND ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)

Comprehensive loss consists of the following:

	Three months ended January 31, <u>2008</u>	2007	Six months ended January 31, <u>2008</u>	2007
Net (loss)	\$ (1,299,320)	\$ (3,562,831)	\$ (3,858,964)	\$ (4,684,993)
Unrealized increase (decrease) in market price of securities	(40,692)	635,730	(626,144)	871,447
Foreign currency translation adjustments on securities	(1,567)	2,992	60,923	4,098
Reclassification to net income	41,708	-	56,262	-
Comprehensive (loss)	<u>\$ (1,299,871)</u>	<u>\$ (2,924,109)</u>	<u>\$ (4,367,923)</u>	<u>\$ (3,809,448)</u>

Accumulated other comprehensive loss consists of the following:

	January 31, <u>2008</u>	July 31, <u>2007</u>
Accumulated net unrealized holding income on equity securities	\$ -	\$ 80,951
Accumulated unrealized foreign Currency translation gains	-	195,884
Accumulated unrealized gain from reversal of sale restriction discount	-	232,124
Accumulated other comprehensive income	<u>\$ -</u>	<u>\$ 508,959</u>

### 4. RECEIVABLES

Receivables consist of the following:

	January 31, <u>2008</u>	July 31, <u>2007</u>
Royalties, net of allowance of \$422,604 at January 31, 2008 and July 31, 2007	\$ 51,083	\$ 513,085
Receivable from insurance carrier	603,298	177,304
Other	25,355	49,408
Total receivables	<u>\$ 679,736</u>	<u>\$ 739,797</u>

Receivable from insurance carrier relates to SEC litigation regarding Mr. McPike as noted in Part I, Note 9.

### 5. INVENTORY

Inventory consists of the stress reduction and memory improvement devices.

Inventories, consisting of finished goods, are stated at the lower of cost (first-in, first-out) or market.

## 6. EQUITY SECURITIES

The fair value of the equity securities we held were categorized as available-for-sale securities, which were carried at fair value, and classified as current assets, consisted of the following:

	<u>January 31, 2008</u>	<u>July 31, 2007</u>	<u>Number of shares</u>	<u>Type</u>
Palatin (original basis \$295,596)	-	\$ 311,100	170,000	Common Stock
Clinuvel (original basis \$825,682)	-	1,319,137	1,913,032	Common Stock
MelanoTan	-	-	378,000	Common Stock
NTRU Cryptosystems, Inc.	-	-	3,129,509	Common Stock
	<u>\$ -0-</u>	<u>\$ 1,630,237</u>		

At October 31, 2007, the Company determined that the decline in value of the Palatin shares was other than temporary. As a result, the Company reduced the amount recorded as available-for-sale securities to equal the fair market value of such shares at October 31, 2007 and recognized an impairment of available-for-sale securities of \$227,596 during the first quarter of fiscal 2008.

During the first six months of fiscal 2008 we sold 170,000 shares of Palatin stock with a cost basis of \$68,000 for \$40,716. The loss on the sale of \$27,284, including gross gains of \$-0- and gross losses of \$27,284, is included in loss on sale of available-for-sale securities.

In addition, during the first six months of fiscal 2008 we sold 1.9 million shares of Clinuvel stock for \$782,157 with a cost basis of \$825,682. The loss on sale of \$43,525, including gross gains of \$24,325 and gross losses of \$67,850, is included in loss on sale of available-for-sale securities.

## 7. ACCRUED EXPENSES AND OTHER LIABILITIES

Accrued expenses and other liabilities consist of the following:

	<u>January 31, 2008</u>	<u>July 31, 2007</u>
Royalties payable	\$ 102,077	\$ 594,331
Accrued compensation	306,856	236,218
Accrued professional fees	176,223	388,779
Other	214,652	104,157
Accrued expenses and other liabilities	<u>\$ 799,808</u>	<u>\$ 1,323,485</u>

## 8. SHAREHOLDERS' EQUITY AND STOCK-BASED COMPENSATION PLANS

The Company accounts for its stock-based employee compensation arrangements under SFAS No. 123 (revised 2004), "Share Based Payment" ("SFAS No. 123R"), which requires companies to recognize the cost of employee services received in exchange for awards of equity instruments, based on the grant date fair value of those awards, in the financial statements.

During the first quarter of fiscal 2008, the Company granted to its non-employee directors as their initial directors award, options to purchase an aggregate of 50,000 shares of common stock under the Directors' Stock Option Plan at a weighted average exercise price of \$2.52 per share that vest immediately. During the second quarter of fiscal 2008, the Company granted to its non-employee directors as their annual award, options to purchase an aggregate of 50,000 shares of common stock under the Directors' Stock Option Plan at a weighted average exercise price of \$1.51 per share that vest immediately. The fair value of the options granted for the three months ended

October 31, 2007 was \$81,440, and \$46,250 for options granted for the three months ended January 31, 2008. These amounts were recorded as non-cash compensation expense during the respective periods.

During the first quarter of fiscal 2008, the Company granted to its employees options to purchase an aggregate of 190,000 shares of common stock under the 1997 Employees' Stock Option Plan at an exercise price of \$2.25 which vest over four years. The fair value of these options was \$272,080, which will be recognized as non-cash compensation expense over the vesting period. For the three months and six months ended January 31, 2008, the Company recognized \$47,892 and \$93,548, respectively, of non-cash compensation expense for the fair value of options granted to employees.

The fair value of the Black-Scholes options-pricing model was calculated with the following weighted average assumptions used for the grant: risk-free interest rates from 3.28% to 4.62%; expected life five years; expected volatility from 71.909% to 75.746%, and expected dividends of zero. The fair value generated by the Black-Scholes model may not be indicative of the future benefit, if any, to the option holder.

## 9. CONTINGENCIES

*Carolina Liquid Chemistries Corporation, et al.* – On August 29, 2005, we filed a complaint against Carolina Liquid Chemistries Corporation ("Carolina Liquid") in the United States District Court for the District of Colorado, alleging infringement of our patent covering homocysteine assays, and seeking monetary damages, punitive damages, attorneys' fees, court costs and other remuneration at the option of the court. Carolina Liquid was served on September 1, 2005. We became aware of other infringers and amended our complaint to add as defendants Catch, Inc. ("Catch") and the Diazyme Laboratories Division of General Atomics ("Diazyme"). On September 6, 2006, Diazyme filed for declaratory judgment in the Southern District of California for a change in venue and a declaration of non-infringement and invalidity. On September 12, 2006, the District Court of Colorado ruled that Catch and Diazyme be added as defendants to the Carolina Liquid case. On October 23, 2006, Diazyme requested the United States Patent and Trademark Office (the "USPTO") re-evaluate the validity of our patent. This request was granted by the USPTO on December 14, 2006 and re-examination proceedings are underway. We do not expect an adverse finding by the USPTO, however, the re-examination process will further delay the resolution of the case. Further action in this case is pending.

*Palatin Technologies* – CTT initiated litigation on September 14, 2005, against Palatin as a result of Palatin's breach of a Settlement Agreement between CTT and Palatin dated June 17, 2005. The settlement resolved a prior dispute regarding CTT's rightful portion of certain sublicense fees Palatin received from King Pharmaceuticals. The parties filed their complaints, counterclaims, and responses. CTT commenced an arbitration proceeding on June 5, 2006, as a result of Palatin's breach of a License Agreement between CTT and Palatin dated March 31, 1998.

On October 2, 2007, we presented Palatin with a notice that it was in default of the PT-14 technology license agreement stating that Palatin committed a material breach of the March 31, 1998 agreement.

On January 22, 2008, we announced an agreement with Palatin terminating the License Agreement of March 31, 1998. As part of this agreement, Palatin agreed to pay CTT \$800,000. These funds were received in January 2008. In addition, it was agreed that all disputes and liabilities related to the Agreement being discussed in both the litigation and arbitration proceedings would be dismissed. CTT recorded revenue of \$320,000 and reduced patent enforcement expenses by \$480,000 in accordance with the agreement with our client.

CTT retains all rights to the technology commonly known as PT-14, and is pursuing discussions with parties to develop this technology.

*Ben Marcovitch and other co-defendants* – On August 8, 2007 we announced that former CTT Director Ben Marcovitch had been removed for cause from our Board of Directors by unanimous vote of CTT's five Directors for violating CTT's Code of Conduct. At that time, CTT also withdrew from its involvement with Agrofrut, E.U., a nutraceutical firm brought to CTT by Mr. Marcovitch. As announced on April 10, 2007, CTT had paid \$750,000 to Agrofrut for a 5% ownership, and certain marketing and investment options in Agrofrut.

On August 15, 2007, we retained Greenberg Traurig, LLP, an international law firm, to recover the funds from Agrofrut, and Juan Carlos Esguerra of the Bogota, Colombia-based law firm, Esguerra, Barrera, Arriaga, to handle CTT's affairs in Colombia. CTT's advisors assembled the following information, which we included in our subsequent Federal complaint described below. Breen & Associates, an independent investigative firm, developed evidence that showed that Mr. Marcovitch and Agrofrut provided CTT's Board of Directors with false and misleading information. Included in those findings was the fact that papers submitted by Mr. Marcovitch and Agrofrut prior to the March 28, 2007 CTT Board meeting listed Dr. Raul Aragon Davalos as an executive and Chief Scientist of Agrofrut, and the inventor of Agrofrut's new technology to remove complex compounds such as bromelain and xylitol, at better than 99% purity, from pineapples and other organic waste. Dr. Raul Aragon Davalos had actually been killed in a drive-by shooting in Cali, Colombia on February 28, 2007. Dr. Raul Aragon Davalos's assassination was known to Mr. Marcovitch and Betty Rios Valencia, President and CEO of Agrofrut and former spouse of Mr. Marcovitch, as well as to other executives of Agrofrut, but was never revealed to CTT by them. Mr. Marcovitch had admitted to a CTT outside counsel, and to a CTT shareholder, that he had attended Dr. Raul Aragon Davalos's funeral. Further, the investigations have shown that Dr. Raul Aragon Davalos was a convicted drug trafficker and that Ms. Rios Valencia also has a drug conviction record. Among other things, the involvement of Mr. Marcovitch, Ms. Rios Valencia and John Derek Elwin, III, a former CTT employee, with convicted drug traffickers resulted in CTT's decisive actions against these individuals.

On August 31, 2007, we filed a Federal complaint in the U.S. District Court for the District of Connecticut against Mr. Marcovitch, Betty Rios Valencia, President and CEO of Agrofrut and former spouse of Mr. Marcovitch, John Derek Elwin, III, a former CTT employee, and other defendants. The complaint claims that false and misleading information had been provided to CTT in a conspiracy to fraudulently obtain funds from CTT using the Agrofrut transaction. We have requested, among other relief, punitive damages and attorneys' fees. It is our opinion and that of our Board of Directors that this lawsuit is required to recover our \$750,000 and to settle outstanding issues regarding the named parties.

On October 22, 2007 at a show cause hearing, the Court stated that all defendants named in the case, and their associates, were enjoined from any further use of any remaining part of the \$750,000 received from CTT. The Court ordered a full disclosure of all accounts where remaining funds are held, and a complete description of the disposition of any portion of the CTT payment must be made to CTT's counsel. At a December 7, 2007 hearing, the Court requested CTT to specify an appropriate Prejudgment Remedy for the Court to consider. We intend to aggressively pursue this matter. We have also filed a claim under our fraud insurance policy.

*Securities and Exchange Commission*-- On August 11, 2004, the SEC filed a civil suit in the United States District Court for the District of Connecticut, naming Frank R. McPike, Jr., former President and CEO of CTT, and six individual brokers, alleging that from at least July 1998 to June 2001, the defendants were involved in a scheme to manipulate the price of our stock. The case relates to our 1998 stock repurchase program.

We filed suit against our directors' and officers' insurance carrier to obtain reimbursement of our costs to defend us and our directors and officers. As part of an October 2004 settlement, our insurance carrier acknowledged that the deductible under our insurance policy had been satisfied relating to the SEC's civil suit. As a result, defense costs incurred in 2005 and thereafter have been covered by our insurance carrier.

On October 10, 2007 we agreed to a settlement of this case without the Company admitting or denying the allegation of the complaint, and consenting to be permanently restrained and enjoined from violating Sections 9(a) and 10(b) of the Securities Exchange Act of 1934, and rule 10b-5 thereunder. No fines or penalties were imposed on the Company by the SEC in connection with this settlement. The settlement agreement has been approved by the SEC and on October 26, 2007 was accepted by the Connecticut Federal District Court. This will close the SEC's investigation and proceedings against the Company. No members of CTT's current Board or management held positions with the Company during the period of 1998-2001.

Frank R. McPike, who was charged separately from the Company but covered under the Company's insurance, personally agreed on a settlement with the SEC, which was accepted by the court on October 31, 2007. The

Company incurred no costs in connection with Mr. McPike's settlement. The penalty phase for Mr. McPike is now under review by Mr. McPike, the SEC, and the Court.

*ICR, LLC* – On August 3, 2007, ICR, LLC filed a complaint in Superior Court, Judicial District of Fairfield, at Bridgeport, Connecticut against CTT in an attempt to collect funds allegedly owed them from a previously cancelled contract. Previous management had employed ICR for public relations activity during their proxy contest in their attempt to be re-elected. The consulting contract was cancelled by the new management after their election in February 2007. CTT has filed counter-claims against ICR. The matter remains unresolved.

*Employment Matters* – In August 2007, a former employee filed another complaint with OSHA alleging that CTT had unfairly banned him from the workplace. We believe the complaint is without merit and expect to overcome the complaint as in other filings by Mr. Bechtel. This case is still in preliminary stages and no outcome can be predicted at this time.

*Summary* – We may be a party to other legal actions and proceedings from time to time. We are unable to estimate the legal expenses or losses we may incur, or damages we may recover in these actions, if any, and have not accrued potential gains or losses in our financial statements. We record expenses in connection with these actions as they are incurred.

We believe we carry adequate liability insurance, directors' and officers' insurance, casualty insurance, for owned or leased tangible assets, and other insurance as needed to cover us against claims and lawsuits that occur in the ordinary course of our business. However, an unfavorable resolution of any or all matters, and/or our incurrence of legal fees and other costs to defend or prosecute any of these actions may have a material adverse effect on our consolidated financial position, results of operations and cash flows in a particular period.

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

### **Forward-Looking Statements**

Statements about our future expectations are “forward-looking statements” within the meaning of applicable Federal Securities Laws, and are not guarantees of future performance. When used in this Form 10-Q, the words "may," "will," "should," "anticipate," "believe," "intend," "plan," "expect," "estimate," "approximate," and similar expressions are intended to identify such forward-looking statements. These statements involve risks and uncertainties inherent in our business, including those set forth in Item 1A under the caption "Risk Factors," in our most recent Annual Report on Form 10-K for the year ended July 31, 2007, filed with the Securities and Exchange Commission ("SEC") on October 29, 2007, and other filings with the SEC, and are subject to change at any time. Our actual results could differ materially from these forward-looking statements. We undertake no obligation to update publicly any forward-looking statement.

### **Overview**

We are a full service technology transfer and licensing provider. We provide technology transfer, selling and licensing services focused on the technology needs of our customers, matching those requirements with commercially viable technology solutions, bridging the gap between market demand and innovation. We develop relationships with universities, companies, inventors and patent or intellectual property holders to obtain the rights or a license to their intellectual property, principally patents and inventions (collectively, the "technology" or "technologies"). They become our clients, for whom we find markets to sell or further develop their technology. We also develop relationships with those who have a need or use for technologies. They become our customers, usually through a license or sublicense. We identify and commercialize innovative technologies in life and physical sciences, electronics, and nano science developed by universities, companies and inventors. Our goal is to maximize the value of intellectual assets for the benefit of our clients, customers and shareholders.

We earn revenues primarily from licensing our clients' and our own technologies to our customers (licensees). Our customers pay us royalties based on usage of the technology, and we share those royalties with our clients. Our customer's revenues and therefore our revenues fluctuate due to one-time upfront license fees, frequency of new licenses granted, expiration of existing licenses, and/or the expiration or economic obsolescence of patents underlying licenses. In fiscal 2008, we began test marketing in the US an electronic device used for stress reduction and memory improvement purposes, selling 33 units in the first six months 2008. The Company is seeking US distributors for this product.

The following discussion and analysis provides information we believe relevant to an understanding of our financial condition and results of operations. This discussion and analysis should be read in conjunction with our Condensed Consolidated Financial Statements and the Notes thereto.

#### **Reliance on one revenue source**

During fiscal 2007, we had a significant concentration of revenues from our homocysteine assay technology. The patent for this technology expired in July 2007 and we will not receive revenues for sales made after that date. We continue to seek revenue from new technology licenses to mitigate the concentration of revenues, and replace revenues from expiring licenses.

#### **Presentation**

We rounded all amounts in this Item 2 to the nearest thousand dollars, except per share data. Certain amounts may not total precisely. All periods discussed in this Item 2 relate to our fiscal year ending July 31: first, second, third and fourth quarters ending October 31, January 31, April 30 and July 31, respectively.

**Results of Operations – Three months ended January 31, 2008 ("second quarter 2008") vs. three months ended January 31, 2007 ("second quarter 2007")**

**Summary of Results**

We incurred a net loss for the second quarter 2008 of \$1,299,000 or \$0.16 per share, compared to a net loss of \$3,563,000 or \$0.44 per share, for the second quarter 2007, a decreased net loss of \$2,264,000, or \$0.28 per share. As explained in detail below, the decrease in the net loss reflects a decrease of \$2,637,000 in expenses partially offset by a decrease in revenue of \$374,000.

**Revenues**

In the second quarter 2008, total revenues were \$530,000, compared to \$904,000 for the second quarter 2007, a decrease of \$374,000, or 41%.

*Retained royalties* for the second quarter 2008 were \$429,000, which was \$315,000, or 42% less than the \$744,000 of retained royalties reported in the second quarter 2007. The following compares retained royalty revenues by technology in the second quarter 2008 with the second quarter 2007.

	<i>For the three months ended January 31,</i>			
	<u>2008</u>	<u>2007</u>	<u>Increase (Decrease)</u>	<u>% Increase (Decrease)</u>
Homocysteine assay	\$ 57,000	\$ 579,000	\$ (522,000)	(90)%
Sexual Dysfunction	320,000	60,000	260,000	433%
All other technologies	52,000	105,000	(53,000)	(50)%
<b>Total retained royalties</b>	<b>\$ 429,000</b>	<b>\$ 744,000</b>	<b>\$ (315,000)</b>	<b>(42)%</b>

Royalty revenues from our homocysteine technology decreased \$522,000 in the second quarter 2008 compared to the second quarter 2007, or a 90% decrease. The decrease is due to the expiration of the underlying patent in July 2007.

Royalty revenues from our sexual dysfunction technology increased \$260,000 in the second quarter of 2008 compared to the second quarter of 2007, or a 433% increase. As a result of settling our arbitration proceeding against our licensee, Palatin Technologies, Inc., we recovered \$800,000, recording revenue of \$320,000 and reducing patent enforcement expenses \$480,000 in accordance with the agreement with our client.

*Investment income* includes dividends and interest earned on our invested cash. Investment income was \$51,000 in the second quarter 2008, which was a decrease of \$109,000, or 68% from the \$160,000 reported for the second quarter 2007. The decrease was due to lower invested balances for the current quarter as compared to the prior year.

*Product sales* for the second quarter of fiscal 2008 consist of sales of our thermal therapy units, and our new electronic stress management and memory improvement device. In fiscal 2008, we began test marketing the stress reduction and memory improvement device in the US, selling 13 units in the second quarter 2008. The Company is seeking US distributors for this product.

## Expenses

	<i>For the three months ended January 31,</i>			
	<u>2008</u>	<u>2007</u>	<u>Increase (Decrease)</u>	<u>% Increase (Decrease)</u>
Cost of product sales	\$ 48,000	\$ -	\$ 48,000	-
Personnel and other direct expenses relating to revenues	907,000	1,418,000	(511,000)	(36)
General and administrative expenses	916,000	2,869,000	(1,953,000)	(68)
Patent enforcement expenses net of reimbursements	(123,000)	180,000	(303,000)	(168)
Loss on sale of available-for-sale securities	81,000	-	81,000	-
<b>Total expenses</b>	<b><u>\$ 1,829,000</u></b>	<b><u>\$ 4,467,000</u></b>	<b><u>\$ (2,638,000)</u></b>	<b><u>(59)</u></b>

*Total expenses* decreased \$2,638,000 in the second quarter 2008, compared to the second quarter 2007.

*Cost of product sales* for the second quarter of fiscal 2008 consist of the cost of our thermal therapy units, and our new electronic stress management and memory improvement product.

*Personnel and other direct expenses relating to revenues* decreased a net \$511,000 in the second quarter 2008, compared to the second quarter 2007, with decreases in payroll and related taxes of \$229,000, a result of reducing headcount 40%, from 20 to 12, severance \$266,000, employee stock option expense \$51,000, employee bonuses \$16,000, and recruiting expenses \$21,000, offset by increases in consulting fees of \$13,000 and direct expenses incurred to develop new technologies \$63,000.

*General and administrative expenses* decreased a net \$1,953,000 in the second quarter 2008, compared to the second quarter 2007 primarily due to settlement of litigation with our current CEO last year for \$1,000,000, plus the related legal fees of \$713,000, including \$650,000 paid directly to the plaintiffs attorney as part of the settlement, proxy and annual meeting costs from last year totaling \$571,000 and elimination of prior year investment banking expenses totaling \$31,000, offset by increases in other litigation costs of \$212,000, primarily for Marcovitch, investor relations costs \$48,000, audit and SOX section 404 compliance expenses \$53,000, marketing costs \$33,000, and directors fees and expenses \$22,000, including stock option expenses.

*Patent enforcement expenses, net of reimbursements*, decreased a net \$303,000 in the second quarter 2008, compared to the second quarter 2007. Patent enforcement expenses vary, depending on the activity relating to outstanding litigation. The benefit recorded for reimbursements in the second quarter is the result of settling our arbitration proceeding with Palatin Technologies, Inc., whereby we were able to recoup \$480,000 of incurred legal fees.

*Loss on sale of available-for-sale securities* of \$81,000 relates to sale of available for sale Palatin and Clinuvel securities.

## Results of Operations – Six months ended January 31, 2008 ("first half 2008") vs. six months ended January 31, 2007 ("first half 2007")

### Summary of Results

We incurred a net loss for the first half 2008 of \$3,859,000 or \$0.47 per share, compared to a net loss of \$4,685,000 or \$0.59 per share, for the first half 2007, a decreased net loss of \$826,000, or \$0.12 per share. As explained in detail below, the decrease in the net loss is due to a decrease in expenses of \$1,895,000 partially offset by a decrease in revenue of \$1,068,000.



## Revenues

In the first half 2008, total revenues were \$731,000, compared to \$1,799,000 for the first half 2007, a decrease of \$1,068,000, or 59%.

*Retained royalties* for the first half 2008 were \$553,000, which was \$921,000, or 62% less than the \$1,474,000 of retained royalties reported in the first half 2007. The following compares retained royalty revenues by technology in the first half 2008 with the first half 2007.

	<i>For six months ended January 31,</i>			
	<u>2008</u>	<u>2007</u>	<u>Increase (Decrease)</u>	<u>% Increase (Decrease)</u>
Homocysteine assay	\$ 83,000	\$ 1,155,000	\$ (1,072,000)	(93)%
Sexual Dysfunction	320,000	60,000	260,000	433%
All other technologies	150,000	259,000	(109,000)	(42)%
<b>Total retained royalties</b>	<b><u>\$ 553,000</u></b>	<b><u>\$ 1,474,000</u></b>	<b><u>\$ (921,000)</u></b>	<b><u>(62)%</u></b>

Royalty revenues from our homocysteine technology decreased \$1,072,000 in the first half 2008 compared to the first half 2007, or a 93% decrease. The decrease is due to the expiration of the underlying patent in July 2007.

Royalty revenues from our sexual dysfunction technology increased \$260,000 in the first half of 2008 compared with the first half of 2007, or a 433% increase. As a result of settling our arbitration proceeding against our licensee, Palatin Technologies, Inc., we recovered \$800,000, recording revenue of \$320,000 and reducing patent enforcement expenses \$480,000 in accordance with the agreement with our client.

*Investment income* includes dividends and interest earned on our invested cash. Investment income was \$120,000 in the first half 2008, which was a decrease of \$205,000, or 63% from the \$325,000 reported for the first half 2007. The decrease was due to lower invested balances for the first half as compared to the prior year.

*Product sales* for the first half 2008 consists of sales of our thermal therapy unit, and our new electronic stress management and memory improvement device. In fiscal 2008, we began test marketing the stress reduction and memory improvement device in the US, selling 33 units in the first half 2008. The Company is seeking US distributors for this product.

## Expenses

	<i>For the six months ended January 31,</i>			
	<u>2008</u>	<u>2007</u>	<u>Increase (Decrease)</u>	<u>% Increase (Decrease)</u>
Cost of product sales	\$ 51,000	\$ -	\$ 51,000	-
Personnel and other direct expenses relating to revenues	2,015,000	2,475,000	(460,000)	(19)
General and administrative expenses	2,193,000	3,613,000	(1,420,000)	(39)
Patent enforcement expenses net of reimbursements	32,000	396,000	(364,000)	(92)
Loss on permanent impairment of available-for sale securities	228,000	-	228,000	-
Loss on sale of available-for-sale securities	71,000	-	71,000	-
<b>Total expenses</b>	<b><u>\$ 4,590,000</u></b>	<b><u>\$ 6,484,000</u></b>	<b><u>\$ (1,894,000)</u></b>	<b><u>(29)</u></b>

*Total expenses* decreased \$1,894,000 in the first half 2008, compared to the first half 2007.

*Cost of product sales* for the first half fiscal 2008 consist of the cost of our thermal therapy unit, and our new electronic stress management and memory improvement product.

*Personnel and other direct expenses relating to revenues* decreased a net \$460,000 in the first half 2008, compared to the first half 2007, with decreases in payroll and related taxes \$483,000, the result of reducing headcount 40% from 20 to 12, severance expense \$93,000, and employee stock option expense \$74,000, offset by increased consulting expenses \$24,000, employee bonuses \$44,000, and other direct expenses incurred to develop new technologies \$118,000.

*General and administrative expenses* decreased a net \$1,420,000 in the first half 2008, compared to the first half 2007, primarily due to settlement of litigation with our current CEO for \$1,000,000 last year plus the related legal fees of \$730,000, including \$650,000 paid directly to the plaintiffs attorney as part of the settlement. In addition, we incurred approximately \$562,000 of costs last year related to the proxy fight and the annual meeting. Last year we incurred \$63,000 in investment banking costs on a contract that was cancelled when the new management team assumed control. These savings were offset by current year expenses of \$480,000 related to the Marcovitch litigation, increased audit and section 404 compliance expenses of \$138,000, increased investor relations expenses \$109,000, increased marketing expenses \$76,000 primarily related to launching our stress reduction and memory improvement device, a net increase in directors fees and expenses \$60,000, including stock expenses, and an increase other legal/litigation fees of \$72,000.

*Patent enforcement expenses, net of reimbursements*, decreased a net \$364,000 in the first half 2008, compared to the first half 2007. Patent enforcement expenses vary, depending on the activity relating to outstanding litigation. The reduction in patent enforcement expenses for the first half of 2008 compared with the first half of 2007 is the result of settling our arbitration proceeding with Palatin Technologies, Inc., whereby we were able to recoup \$480,000 of incurred legal fees.

*Loss on permanent impairment of available-for-sale securities* of \$228,000 relates to our investment in Palatin shares. During the first quarter of fiscal 2008, the Company determined that the decline in market value of the Palatin shares was other than temporary and wrote the investment down to its fair market value as of October 31, 2007.

*Loss on sale of securities* of \$71,000 relates to our sale of available for sale Palatin and Clinuvel securities.

### **Financial Condition and Liquidity**

Our liquidity requirements arise principally from our working capital needs, including funds needed to find and obtain new technologies and to protect and enforce our intellectual property rights, if necessary. We fund our liquidity requirements with a combination of cash on hand and cash flows from operations, if any, including royalty legal awards.

At January 31, 2008, we had no outstanding debt or available credit facility, and believe it would be very difficult for CTT to obtain debt financing due to the current composition of our balance sheet, including a lack of hard assets against which to borrow, and the unpredictable nature of our annual cash flows. Our financing options currently are limited. We must rely on cash on hand and cash flows from operations, if any, though this situation could change in the future.

We believe we will successfully increase recurring revenues in fiscal 2008 by licensing new technologies to customers and collecting due, but unpaid, royalties on existing licenses, to more than offset our operating costs and produce a profit for fiscal 2008. To date, such revenue and achievement of profitability has not yet occurred. If necessary, we will meet anticipated operating cash requirements by further reducing costs, and/or pursuing sales of certain assets and technologies while we pursue licensing opportunities for our remaining portfolio of technologies. Our litigation costs, including the lawsuit against Ben Marcovitch, should have future costs at greatly reduced levels than what is reflected in our Statement of Operations through January 31, 2008. The Company may not have sufficient cash flow to fund operating expenses beyond the next 12 months.

Cash and cash equivalents consist of demand deposits and interest earning investments with maturities of three months or less, including overnight bank deposits and money market funds. We carry cash equivalents at cost.

At January 31, 2008, cash and cash equivalents were \$4,522,000 compared to \$6,572,000 at July 31, 2007. The loss of \$3,859,000 for the first six months of fiscal 2008 contained non-cash charges of \$565,000 and changes in assets and liabilities of \$372,000, resulting in cash used in operations of \$2,851,000. Cash flow provided by investing activities includes proceeds of \$823,000 primarily from the sale of available-for-sale securities. These activities reduced cash by \$2,050,000. As of March 10, 2008, our cash and cash equivalents balance is approximately \$3,600,000.

We currently have the benefit of using a portion of our accumulated NOLs to eliminate any future regular federal and state income tax liabilities. We will continue to receive this benefit until we have utilized all of our NOLs, federal and state. However, we cannot determine when and if we will be profitable and utilize the benefit of the remaining NOLs before they expire.

### **Capital requirements**

The Company incurred an operating loss for the first half of fiscal 2008, as well as operating losses in fiscal 2007 and 2006. At the current reduced spending levels, the Company may not have sufficient cash flow to fund operating expenses beyond the next 12 months. This condition raises substantial doubt about the Company's ability to continue as a going concern.

The Company's continuation as a going concern is dependent upon its developing other recurring revenue streams sufficient to cover operating costs. Our plan is to increase annual recurring revenues, achieve profitability and increase shareholder value. To accomplish our goals, we have increased our global marketing capabilities, searching for new sources of technologies, licensing those technologies, and establishing strategic relationships. The Company is currently pursuing sale of certain assets and technologies while it puts its plan into operation. There can be no assurance that the Company will be successful in such efforts. Failure to develop a recurring revenue stream sufficient to cover operating expenses could significantly negatively affect the Company's financial position.

### **Contractual Obligations and Contingencies**

There have been no substantial changes to our contractual obligations since July 31, 2007.

*Contingencies.* Our directors, officers, employees and agents may claim indemnification in certain circumstances. We are currently exposed to potential indemnification claims by a former executive in connection with a civil suit filed by the SEC (See Note 9 of Notes to Condensed Consolidated Financial Statements includes in Part I, Item 1). We seek to limit and reduce our potential financial obligations for indemnification by carrying directors and officers liability insurance, subject to deductibles.

We also carry liability insurance, casualty insurance, for owned or leased tangible assets, and other insurance as needed to cover us against claims and lawsuits that occur in the ordinary course of business.

Many of our license and service agreements provide that upfront license fees, license fees and/or royalties we receive are applied against amounts that our clients or we have incurred for patent application, prosecution, issuance and maintenance costs. If we incur such costs, we expense them as incurred, and reduce our expense if we are reimbursed from future fees and/or royalties we receive. If the reimbursement belongs to our client, we record no revenue or expense.

As of January 31, 2008, CTT and its majority owned subsidiary, Vector Vision, Inc. ("VVI"), have remaining obligations, contingent upon receipt of certain revenues, to repay up to \$199,006 and \$208,394, respectively, in consideration of grant funding received in 1994 and 1995. CTT is also obligated to pay at the rate of 7.5% of its revenues, if any, from transferring rights to certain inventions supported by the grant funds. VVI is obligated to pay at rates of 1.5% of its net sales of supported products or 15% of its revenue from licensing supported products, if any. We

recognize these obligations only if we receive revenues related to the grant funds. We recognized approximately \$1,729 of these obligations in 2008.

Currently, we engage independent consultants who provide us with business development, consulting and/or evaluation services under contracts that are cancelable upon certain written notice. These contracts include contingencies for potential incentive compensation earned solely on sales resulting directly from the work of the consultant. We have neither accrued nor paid significant incentive compensation under such contracts in fiscal 2008 or 2007.

### **Critical Accounting Estimates**

There have been no significant changes in our accounting estimates described under the caption “Critical Accounting Estimates” included in Part II, Item 7, “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” in our Annual report on Form 10-K for the year ended July 31, 2007.

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

Our marketable securities were sold in the first half 2008, eliminating market risk to the valuation of those assets.

#### **Item 4. Controls and Procedures**

(a) Evaluation of disclosure controls and procedures

Our management, including our President, Chief Executive Officer, and Interim Chief Financial Officer, evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) as of January 31, 2008. Our disclosure controls and procedures are designed to ensure that information required to be disclosed in reports filed under the Securities Exchange Act of 1934 is recorded, processed, summarized, and reported as specified in the Securities and Exchange Commission's rules and forms. Based on this evaluation, our President, Chief Executive Officer, and Interim Chief Financial Officer concluded that our disclosure controls and procedures were effective as of January 31, 2008.

(b) Change in Internal Controls

There were no changes in our internal control over financial reporting during the quarter ended January 31, 2008, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## **PART II - OTHER INFORMATION**

### **Item 1. Legal Proceedings**

See Note 9 to the accompanying unaudited condensed consolidated financial statements in Part I of this Quarterly Report on Form 10-Q.

### **Item 1A. Risk Factors**

There have been no material changes with respect to the risk factors disclosed in our Annual Report on Form 10-K for the fiscal year ended July 31, 2007.

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

None

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

None

### **Item 5. Changes in Registrant's Certifying Accountant**

None.

### **Item 6. Exhibits**

- 31.1 Certification by the Principal Executive and interim Chief Financial Officer of Competitive Technologies, Inc. pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (Rule 13a-14(a) or Rule 15d-14(a)).
- 32.1 Certification by the Principal Executive and interim Chief Financial Officer of Competitive Technologies, Inc. pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. 1350) (furnished herewith).

## **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.

COMPETITIVE TECHNOLOGIES, INC.  
(the registrant)

By /s/ John B. Nano.

John B. Nano

Chairman, President, Chief Executive Officer,  
Interim Chief Financial Officer, Chief Accounting  
Officer and Authorized Signer

March 17, 2008



## INDEX TO EXHIBITS

<u>Exhibit No.</u>	<u>Description</u>
31.1	Certification by the Principal Executive and Interim Chief Financial Officer of Competitive Technologies, Inc. pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (Rule 13a-14(a) or Rule 15d-14(a)).
32.1	Certification by the Principal Executive and Interim Chief Financial Officer of Competitive Technologies, Inc. pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. 1350) (furnished herewith).



**CERTIFICATION**

I, John B. Nano, Chairman, President, Chief Executive Officer, Interim Chief Financial Officer and Director, certify that:

1. I have reviewed this Report on Form 10-Q of Competitive Technologies, Inc. (the "Company") for the period ending January 31, 2008;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this report;
4. I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the Company and have:
  - (a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) evaluated the effectiveness of the Company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (c) disclosed in this report any change in the Company's internal control over financial reporting that occurred during the Company's most recent fiscal quarter (the Company's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.
5. I have disclosed, based on my most recent evaluation of internal control over financial reporting, to the Company's auditors and the audit committee of the Company's Board of Directors (or persons performing the equivalent functions):
  - (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information; and
  - (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting.

Date: March 17, 2008

/s/ John B. Nano

John B. Nano

Chairman, President Chief Executive Officer,  
Interim Chief Financial Officer and Chief  
Accounting Officer

**CERTIFICATION PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002  
(18 U.S.C. 1350)**

In connection with the Report of Competitive Technologies, Inc. (the “Company”) on Form 10-Q for the quarter ended January 31, 2008, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, John B. Nano, Chairman, President, Chief Executive Officer, Interim Chief Financial Officer and Chief Accounting Officer of the Company, certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. 1350), that to my knowledge:

1. the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ John B. Nano

John B. Nano

Chairman, President, Chief Executive Officer,  
Interim Chief Financial Officer and Chief  
Accounting Officer

March 17, 2008



[www.competitivetech.net](http://www.competitivetech.net)