INVU INC
Form 10QSB
June 16, 2003

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-QSB

(Mark One)
[X] QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE QUARTERLY PERIOD ENDED APRIL 30, 2003
[ ] TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE TRANSITION PERIOD FROM _______ TO _______.

Commission File No. 00-22661

INVU, INC.
(Exact name of small business issuer as specified in charter)

Colorado	84-1135638
(State or other jurisdiction of incorporation)	(IRS Employer Identification No.)

The Beren, Blisworth Hill Farm Stoke Road Blisworth, Northamptonshire	NN7 3DB
(Address of principal executive offices)	(Postal Code)

Issuer's telephone number, including area code: (01604) 859893

(Former Name, Former Address and Former Fiscal Year, if Changed Since Last Report)

Indicate by check mark whether the issuer (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 X NO ___

As of June 13, 2002 there were 30,386,539 shares of the common stock, no par value, of the registrant issued and outstanding.

Transitional Small Business Disclosure Format (check one)

YES ___ NO X

INVU, INC.

April 30, 2003

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CONSOLIDATED FINANCIAL STATEMENTS

INVU, INC. AND SUBSIDIARIES

APRIL 30, 2003

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INVU, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

	April 30, 2003 (unaudited) $	January 31, 2003 $
ASSETS		
Current assets		
Cash and cash equivalents	18,409	57,214
Accounts receivable:		
Trade, net	1,036,277	1,559,094
VAT recoverable and other	1,103	916
Inventories	180,200	123,596
Prepaid expenses	89,764	67,075
Total current assets	1,325,753	1,807,895
Equipment, furniture and fixtures		
Computer equipment	267,575	283,430
Vehicles	83,675	277,098
Office furniture and fixtures	119,297	121,037
	470,547	681,565
Less accumulated depreciation	235,680	395,940
	234,867	285,625
Intangible assets, net	66,583	82,185
Goodwill	1,323,269	1,361,113
Total assets	2,950,472	3,536,818

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

INVU, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

	April 30, 2003 (unaudited) $
LIABILITIES AND DEFICIT IN STOCKHOLDERS' EQUITY	
Current liabilities	
Short-term credit facility	622,398
Current maturities of long-term obligations	3,704,918
Accounts payable	489,144
Accrued liabilities	1,002,120
Deferred revenue	455,406
Taxation liabilities	2,007,102
Total current liabilities	8,281,088
Long-term obligations, less current maturities	1,580,398
Deficit in stockholders' equity	
Preferred stock, no par value	
Authorised - 20,000,000 shares; nil shares issued and outstanding	-
Common stock, no par value	
Authorised - 100,000,000 shares; issued and outstanding - 30,386,539	1,746,223
Accumulated deficit	(8,263,957)
Accumulated other comprehensive income	(393,280)
	(6,911,014)
Total liabilities and deficit in stockholders' equity	2,950,472

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

INVU, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS

	For the three months ended April 30, 2003 (unaudited) $	April 30, 2002 (unaudited) $
Revenues	616,169	412,351
Expenses:		
Production cost	40,165	56,490
Selling and distribution cost	286,719	201,909
Research and development cost	190,489	177,191
Administrative costs	184,327	248,820
Total operating expenses	701,700	684,410
Operating loss	(85,531)	(272,059)
Other income (expense)		
Interest, net	(119,065)	(106,101)
Cumulative adjustment	55,757	-
Total other expense	(63,308)	(106,101)
Loss before income taxes	(148,839)	(378,160)
Income taxes	-	-
Net loss	(148,839)	(378,160)
Weighted average shares outstanding:		
Basic and Diluted	30,386,539	30,386,539
Net loss per common share		
Basic and Diluted	(0.01)	(0.01)

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

INVU, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF DEFICIT IN STOCKHOLDERS' EQUITY

	Common stock Shares	Common stock Amount $	Accumulated deficit $	Accumul o comprehen in
Balance at January 31, 2003	30,386,539	1,746,223	(8,115,118)	(239
Comprehensive income (unaudited):				
Foreign currency translation adjustment (unaudited)	-	-	-	(153
Net loss for the period (unaudited)	-	-	(148,839)	
Total comprehensive income (unaudited)				
Balance at April 30, 2003 (unaudited)	30,386,539	1,746,223	(8,263,957)	(393

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

INVU, INC. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

	For the three m April 30, 2003 (unaudited) $
Net cash flows used in operating activities	
Net loss during the period	(148,839)
Adjustments to reconcile net loss to net cash from/(used in) operating activities:	
Depreciation and amortization	41,631
Loss on disposal of assets	(10,603)
Changes in:	
Accounts receivable	522,630
Inventories	(56,604)
Prepaid expenses	(22,689)
Accounts payable	(6,973)
Accrued liabilities	(109,935)
Net cash from/(used in) operating activities	208,618
Cash flows from/(used in) investing activities:	
Acquisitions of property and equipment	(30,193)
Proceeds from sale of property and equipment	54,507
Net cash from/(used in) investing activities	24,314
Cash flows (used in)/provided by financing activities:	
Short-term credit facility	(53,034)
Borrowings received from notes payable	-
Repayment of borrowings	(55,272)
Principal payments on capital lease	(79,874)
Net cash (used in)/provided by financing activities	(188,180)
Effect of exchange rate changes on cash	(83,557)
Net decrease in cash	(38,805)

Cash at beginning of period	57,214
Cash at end of period	18,409

Supplemental disclosure of cash flow information:
Cash paid during the period for:

Interest	51,000

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

INVU, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The accompanying financial statements have been prepared without audit pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted pursuant to such rules and regulations. These statements include all adjustments, consisting only of normal recurring accruals, considered necessary for a fair presentation of financial position and results of operations. The financial statements included herein should be read in conjunction with the financial statements and notes thereto included in the latest annual report on Form 10-KSB. The results of operations for the three month period ended April 30, 2003 are not necessarily indicative of the results to be expected for the full year.

NOTE A - COMPANY DESCRIPTION

INVU, Inc. (the Company) is a holding company which operates one subsidiary INVU Plc, which is a holding company for two subsidiaries of its own, INVU Services (Services) and INVU International Holdings Limited (Holdings). Holdings has one subsidiary of its own, INVU Netherlands BV (formerly Corsham Holding BV). The Company was incorporated under the laws of the State of Colorado, United States of America, in February 1997. INVU Plc, Services and Holdings are companies incorporated under English Law. The Company operates in one industry segment which includes developing and selling software for electronic management of many types of information and documents such as forms, correspondence, literature, faxes, technical drawings and electronic files. Services is the sales, marketing and trading company for the UK market. INVU Netherlands BV is the sales, marketing and trading company for the Benelux market and holds the licence to the Benelux intellectual property rights to the INVU software. Holdings holds the intellectual property rights to the INVU software.

NOTE B - GOING CONCERN

The financial statements have been prepared on a going concern basis which assumes that the Company can meet its financial obligations as they fall due in the ordinary course of business. The Company's liabilities exceeded its assets by $6,911,014 at April 30, 2003. Operations to date have been funded principally by equity capital and borrowings. However, the Company needs to raise sufficient financing to meet current obligations and to fund operations until the operations become profitable. The Company is in the process of negotiating the necessary additional financing to fund its operations. The Company's ability to continue to develop its operations depends on its ability to raise further financing. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

NOTE C - SHORT-TERM CREDIT FACILITY

At April 30, 2003 the Company had a $319,600 (or (pound)200,000) (at January 31, 2003 the amount was $328,470 (or (pound)200,000), 5.75% short-term credit facility with an English bank. The credit facility is collateralised by all assets of the Company, and a corporate guarantee given by Vertical Investments Limited and a guarantee of $159,800 (or (pound) 100,000) given by David Morgan.

The amount drawn against the facility at April 30, 2003 was $222,898 ((pound)139,486) (January 31, 2003 $284,288 ((pound)172,956)). The amount drawn is repayable on demand at the bank's discretion. The credit facility is due for renewal on February 10, 2004.

The Company also has a $399,500 ((pound)250,000) (January 31, 2003 $410,925 ((pound)250,000)), 6.75% short-term credit facility with an English bank. The credit facility is collateralised by all assets of the Company and a corporate guarantee given by Vertical Investments Limited. The amount drawn against the facility at April 30, 2003 was $399,500 ((pound)250,000) (January 31, 2003 $410,925 ((pound)250,000)). The amount drawn is payable on demand at the bank's discretion. Negotiations for the renewal of this facility are ongoing.

NOTE D - LONG-TERM OBLIGATIONS

Long-term obligations at April 30, 2003 and January 31, 2003, consist of the following:

	April 30, 2003 (unaudited) $
Unsecured loan from an individual, no stated maturity date; bearing interest of $4,794 per month ((pound)3,000)	744,724
4% above Libor rate (Libor rate was 3.66% and 3.97% at April 30, 2003 and January 31, 2003 respectively) notes payable to an English bank, monthly payments aggregating to (pound)1,333, maturing in June 2004, collateralised by all assets of the Company, unlimited multilateral guarantees between subsidiary undertakings and a corporate guarantee given by Vertical Investments Limited; a quarterly loan guarantee premium of 1.5% per annum is payable on 85% of the outstanding balance	34,090
2% above base rate (base rate was 3.75% and 3.75% at April 30, 2003 and January 31, 2003 respectively) notes payable to an English bank, 4 monthly payments of (pound)25,000 each starting in June 2003 and 10 monthly payments of (pound)50,000 each starting in October 2003, collateralised by all assets of the Company, unlimited multilateral guarantees between subsidiary undertakings a corporate guarantee given by Vertical Investments Limited and a guarantee of $159,800 (or (pound) 100,000) given by David Morgan	958,800
Convertible A Note 1999-2002, with interest at 6%; interest due in arrears biannually on January 1 and July 1	600,000
Convertible B Note 1999-2002, bearing interest of 8% per annum for the first six months, 9% per annum for the next six months and 10% per annum thereafter; interest due in arrears biannually on January 1 and July 1	400,000
Convertible loans 2001-2003 (i) with interest rate per annum of 1.5% above UK bank base rates	159,000
Loan notes 2001-2005 (ii) with interest rate per annum of 7%	1,000,000
Loan notes 2001-2005 (iii) with interest rate per annum of 12%	500,000
Convertible loan 2001-2003 (iv) with interest rate per annum of 1.5% above UK bank base rate	300,000
Convertible loan 2001-2005 (v) with interest rate per annum of 12%	550,000
Capital leases for vehicles, interest ranging from 10.2% - 16.9% with maturities through 2004	38,702
	5,285,316
Less current maturities	3,704,918
	1,580,398

INVU, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Scheduled maturities of long-term obligation are as follows:

Year ending April 30,	$
2004	3,704,918
2005	260,674
2006	575,000
2007	-
2008	-
Thereafter	744,724
	5,285,316

1) Convertible debentures

The A and B Convertible Notes 1999-2002 are held by individuals who are minority shareholders in the Company. They are convertible into common shares at the rate of one common share for every US$0.65 of outstanding principal Note converted for the A Notes and one common share for every US$0.50 of outstanding principal Note converted for the B Notes. Conversion will take place:

i) immediately prior to a Public Offering

ii) at the option of the investors for the B Notes and automatically for the A Notes, upon new equity capital resulting in proceeds to the Company of at least $4,000,000

iii) at the option of the investor giving 30 days notice to the Company.

Interest amounting to $273,611 has been accrued to April 30, 2003 (January 31, 2003 $281,086) in respect of the A and B Convertible Notes 1999-2002.

Any outstanding principal not converted or redeemed by the anniversary date, which was August 16, 2001, will be redeemed at par plus interest in August 2002 upon receipt of 30 days written notice from the Company or the Investors. At April 30, 2003 the outstanding principal could have been converted into 1,723,077 common shares.

In consideration of the Investors advancing an aggregate of $1,000,000, the Company caused Montague Limited the principal shareholder to transfer, and register in the name of the Investors, 225,000 shares of Common Stock of no par value.

The convertible debentures are secured by a second charge over the Company's assets.

INVU, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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2) Loan notes and convertible loan notes

Each description below corresponds to the same romanette listed on the first table of Note D.

i) The convertible loan notes are repayable at any time within 2 years from the date of issue. They are convertible into common stock at the rate of one share for every US $0.25 of outstanding principal at any time within the 2 years from the date of issue after 45 days notice has been given to the Company.

ii) The loan notes are repayable on August 26, 2005. At any time from May 1, 2002 until August 26, 2005, the investor may demand repayment of the entire loan or any part thereof at any time after three days notice to the Company. If the Company does not timely repay such amounts after receiving notice, the investor may convert the repayment amount into shares of the Company's common stock at a conversion price of $0.2175 per share or convert the repayment amount into shares of the Company's subsidiaries at the equivalent per share conversion price. The loan is secured by a second charge over the Company's assets.

iii) The loan notes are repayable by June 17, 2005. At any time from May 1, 2002 until June 17, 2005, the investor may demand repayment of $475,000 or any part thereof at any time after three days notice to the Company. If the Company does not timely repay such amounts after receiving notice, the investor may convert the repayment amount into shares of the Company's common stock at a conversion price of $0.13 per share or convert the repayment amount into shares of the Company's subsidiaries at the equivalent per share conversion price. The remaining $25,000 is repayable on June 17, 2005. The loan is secured by a second charge over the Company's assets.

iv) $250,000 of the convertible loan notes are repayable by May 25, 2003 and the remaining $50,000 are repayable by July 2, 2003. At any time from May 1, 2002 until July 2, 2003, the investor may convert any amount of the principal, at any time after three days notice to the Company, into shares of the Company's common stock at a conversion price of $0.25 per share or convert any amount of the principal into shares of the Company's subsidiaries at the equivalent per share conversion price. The loan is secured by a second charge over the Company's assets.

v) The convertible loan notes are repayable by May 1, 2005. At any time from May 1, 2002 until May 1, 2005, the investor may convert any amount of the principal at any time, after three days notice to the Company, into shares of the Company's common stock at a conversion price of $0.13 per share or convert any amount of the principal into shares of the Company's subsidiaries at the equivalent per share conversion price. The loan is secured by a second charge over the Company's assets.

The investor in the loan notes and convertible loan notes referred to in ii) - v) above was granted two options in the common stock of the Company. The first option is for 2,700,000 shares of the Company's common stock that may be exercised at any time from March 1, 2002 until March 1, 2006 after three days notice for any amount of shares up to 2,700,000 at an exercise price of $0.25 per share.

INVU, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The second option is for 450,000 shares of the Company's common stock that may be exercised at any time from March 1, 2002 until March 1, 2006 after three days notice for any amount of shares up to 450,000 at an exercise price of $0.875 per share.

On the date of issue of all of the convertible loan notes, the conversion rate was in excess of the market price of the common stock and therefore, no beneficial conversion feature expense has been recorded in the financial statements.

3) Capital leases

The Company leases vehicles under noncancellable capitalized leases.

	April 30, 2003 (unaudited) $	January 31, 2003 $
Vehicles	83,675	277,098
Less accumulated depreciation	(50,714)	(190,840)
	32,961	86,258

Scheduled maturities of minimum lease payments are as follows:

Period ending April 30,	$
2004	29,270
2005	13,365
	42,635
Less amount representing interest	3,933
Present value of net minimum lease payments	38,702

The scheduled net minimum lease payments to maturity are included in the long-term obligation table above.

INVU, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE E - RELATED PARTY TRANSACTIONS

The Company made purchases during the three months ended April 30, 2003 under normal commercial terms from Impakt Software Limited, a company owned by Paul O'Sulivan who is a potential beneficiary of a discretionary trust, the res of which includes beneficial ownership of the Company's common stock. The percentage of Mr O'Sullivan's interest in the assets of the trust has not been determined. Total purchases amounted to $nil (January 31, 2003 $75,001) and the balance owed by the Company at April 30, 2003 was $1,220 (January 31, 2003 $1,256).

During the three months ended April 30, 2003, the company paid Peter Fraser, a minority shareholder of the company, $nil (January 31, 2003 $63,998) for advisory services relating to the acquisition of Corsham Holding BV.

The Company made purchases during the three months ended April 30, 2003 under normal commercial terms from Vertical Investments Limited, a company in which Daniel Goldman had an interest until December, 2002. Mr Goldman is a minority shareholder and non-executive of the Company. A related party of Mr Goldman is a beneficiary of a trust that indirectly owns Vertical Investments Limited. Total purchases amounted to $nil (2003: $13,692) and the balance owed by the company at April 30, 2003 was $14,316 (2003: $14,726).

NOTE F - RECENT PRONOUNCEMENT

The FASB issued SFAS 143, Accounting for Asset Retirement Obligations in June 2001. SFAS 143 addresses financial accounting and reporting for obligations associated with the retirement of tangible long-lived assets and the associated asset retirement costs. SFAS 143 is effective for fiscal years beginning after June 15, 2002 and was adopted by the Company on February 1, 2003. The adoption of SFAS 143 did have an impact on the Company's financial position and results of operations.

In June, 2002, the FASB issued Statement 146, "Accounting for Costs Associated with Exit or Disposal Activities". SFAS 146 replaces previous accounting guidance provided by EITF 94-3, "Liability Recognition for Certain Employee Termination Benefits and Other Costs to Exit an Activity (including Certain Costs Incurred in a Restructuring)", and requires companies to recognize costs associated with Exit or disposal activities only when a liability for these costs are incurred (subsequent to a commitment to a plan) rather than at the date of a commitment to an exit or disposal plan. Examples of costs covered by the Statement include lease termination costs and certain employee severance costs that are associated with a restructuring, discontinued operations, plant closings, or other initiated after December 31, 2002. Although management believes the adoption of SFAS 146 will not have a material impact on the Company's financial statements, adoption of the Statement will result in timing differences in the recognition and measurement of expenses relating to exit and disposal activities.

INVU, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

In December 2002, the FASB issued Statement No. 148, "Accounting for Stock-Based Compensation-Transition and Disclosure an amendment of FASB Statement No. 123" ("SFAS 148"). SFAS 148 amends FASB Statement No. 123, "Accounting for Stock-Based Compensation", to provide alternative methods of transition for an entity that voluntarily changes to the fair value based method of accounting for stock-based employee compensation and to require prominent disclosures about the effects on reported net income of an entity's accounting policy decisions with respect to stock-based employee compensation. SFAS 148 also amends APB Opinion No. 28, "Interim Financial Reporting", to require disclosures about those effects in interim financial information.

The Company currently intends to continue to account for its stock-based compensation awards to employees and directors under the accounting prescribed by Accounting Principles Board Opinion No. 25 and will adopt the additional disclosure provisions of SFAS 148 during the first quarter of its year ending January 31, 2004.

In December 2002, the FASB issued Interpretation 45 (FIN 45), Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others. For a guarantee subject to FASB Interpretation 45, a guarantor is required to:

- measure and recognize the fair value of the guarantee at inception (for many guarantees, fair value will be determined using a present value method); and

- provide new disclosures regarding the nature of any guarantees, the maximum potential amount of future guarantee payments, the current carrying amount of the guarantee liability, and the nature of any recourse provisions or assets held as collateral that could be liquidated and allow the guarantor to recover all or a portion of its payments in the event guarantee payments are required.

The disclosure requirement of this Interpretation is effective for financial statements for fiscal years ending after December 15, 2002 and did not have a material effect on the Company's financial statements.

In January 2003, the FASB issued FASB Interpretation No. 46, "Consolidation of Variable Interest Entities" ("FIN 46"). FIN 46 clarifies the application of Accounting Research Bulletin No. 51, "Consolidated Financial Statements" and provides guidance on the identification of entities for which control is achieved through means other than through voting rights ("variable interest entities" or "VIE's") and how to determine when and which business enterprise should consolidate the VIE. This new model for consolidation applies to an entity which either (1) the equity investors (if any) do not have a controlling financial interest or (2) the equity investment at risk is insufficient to finance that entity's activities without receiving additional subordinated financial support from other parties. The provisions of this interpretation are immediately effective for VIE's formed after January 31, 2003. For VIE's formed prior to January 31, 2003, the provision of this interpretation apply to the first fiscal year or interim period beginning after June 15, 2003. Management is currently reviewing the application of FIN 46 and is unable to determine the impact on the Company's results of operations or financial condition.

INVU, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

In April 2003, the FASB issued SFAS 149, Amendment of Statement 133 on Derivative Instruments and Hedging Activities. This statement amends SFAS 133 to provide clarification on the financial accounting and reporting of derivative instruments and hedging activities and requires contracts with similar characteristics to be accounted for on a comparable basis. INVU is in the process of assessing the effect of SFAS 149 and does not expect the adoption of it, which will be effective for contracts entered into or modified after June 30, 2003, to have a material effect on its financial condition or results of operations.

In May 2003, the FASB issued SFAS 150, Accounting for Certain Financial Instruments with Characteristics of both Liabilities and Equity. SFAS 150 establishes standards on the classification and measurement of financial instruments with characteristics of both liabilities and equity. SFAS 150 will become effective for financial instruments entered into or modified after May 31, 2003. INVU is in the process of assessing the effect of SFAS 150 and does not expect the implementation of the pronouncement to have a material effect on its financial condition or results of operations.

NOTE G - CONTINGENT LIABILITY

During the year ended January 31, 2002, there was a transfer of intellectual property between group companies at a value of $38,754,351. This transfer eliminated on consolidation. The Company has received independent tax advice that the transfers referred to above will not result in a tax liability but no assurance can be given that the applicable tax authorities will reach the same conclusion in the event of an audit or other regulatory inquiry relating to the transaction.

NOTE H - CUMULATIVE ADJUSTMENT

During the current quarter, management ascertained that the interest accrued on certain loans were calculated incorrectly. The interest rate was applied to the carrying sterling amounts recorded in the Company's books instead on the actual dollar loan value. This resulted in an overaccrual on interest payable. The cumulative adjustment in this quarter to correct the interest accrual was $55,757. This overaccrual built up over the past 12 months as the exchange rate between the US dollar and the British Pound moved significantly. The impact on the interest expense in each of the prior quarters is not significant.

Item 2. Management's Discussion and Analysis or Plan of Operation

The following description of "Management's Plan of Operation" constitutes forward-looking statements for purposes of the Securities Act of 1933, as amended (the "Securities Act"), and the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and as such involves known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of INVU, Inc., a Colorado corporation (the "Company"), to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. The words "expect", "estimate", "anticipate", "predict", "believe", "forecast," "plan", "seek", "objective", and similar expressions are intended to identify forward-looking statements. Important factors that could cause the actual results, performance or achievement of the Company to differ materially from the Company's expectations include the following: (1) one or more of the assumptions or other cautionary factors discussed in connection with particular forward-looking statements or elsewhere in this Form 10-QSB prove not to be accurate; (2) the Company is unsuccessful in increasing sales through its anticipated marketing efforts; (3) mistakes in cost estimates and cost overruns; (4) the Company's inability to obtain financing for general operations including the marketing of the Company's products; (5) non-acceptance of one or more products of the Company in the marketplace for whatever reason; (6) the Company's inability to supply any product to meet market demand; (7) generally unfavorable economic conditions which would adversely effect purchasing decisions by distributors, resellers or consumers; (8) development of a similar competing product at a similar price point; (9) the inability to successfully integrate one or more acquisitions, joint ventures or new subsidiaries with the Company's operations (including the inability to successfully integrate businesses which may be diverse as to type, geographic area, or customer base and the diversion of management's attention among several acquired businesses) without substantial costs, delays, or other problems; (10) if the Company experiences labor and or employment problems such as the loss of key personnel, inability to hire and/or retain competent personnel, etc.; (11) if the Company experiences unanticipated problems and/or force majeure events (including but not limited to accidents, fires, acts of God etc.), or is adversely affected by problems of its suppliers, shippers, customers or others; and (12) foreign currency exchange rate fluctuations. All written or oral forward-looking statements attributable to the Company are expressly qualified in their entirety by such factors. The Company undertakes no obligation to publicly release the result of any revisions to these forward-looking statements which may be made to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events. Notwithstanding the foregoing, the Company is not entitled to rely on the safe harbor for forward looking statements under 27A of the Securities Act or 21E of the Exchange Act as long as the Company's stock is classified as a penny stock within the meaning of Rule 3a51-1 of the Exchange Act. A penny stock is generally defined to be any equity security that has a market price (as defined in Rule 3a51-1) of less than $5.00 per share, subject to certain exceptions.

The following discussion should be read in conjunction with the Consolidated Financial Statements, including the notes thereto.

The Company develops, markets and sells fully scalable software (under the brand name of INVU) for the electronic management of all types of information and documents, such as forms, correspondence, literature, faxes, e-mail, technical drawings, electronic files and web pages. Management believes that the INVU software strongly adheres to the Company's brand values of ease of use, functionality and price performance.

The Company's objective is to establish itself as a leading global supplier of information and document management software and services. Management believes that, as the market matures, the purchase of document management systems will become increasingly routine as buyers become acquainted with both the technology and applications. In order to deal with the increased demand, the Company continues to improve the quality of its third party value added resellers. Management considers both branding and product positioning fundamental to attaining the market share required to profitably achieve its objective of being a leading supplier of information and document management software.

The Company is fully focussed on its professional range of products, which include INVU Series 100, Series 200, Series 250, i200 and CodeFree Integration, where the Company continues to target its sales and marketing efforts on several easily identifiable mature market channels. These channels include software distributors and resellers who market to small and medium size enterprises as well as departmental users in major organizations, strategic alliances with hardware manufacturers and distributors, and direct sales to major institutions and organizations.

Management has adopted a value added reseller (VAR) model for sales of its products in the UK and Holland. The Company is also pursuing non-exclusive distributors for its products in other territories. Management is extremely encouraged by the number and quality of the resellers that have been recruited to date to sell the product. Each VAR is currently engaged, as an accredited reseller, at an initial fee of approximately $3,820 with a recurring annual fee thereafter. The Company continues to monitor its resellers to ensure that they meet the stringent INVU accreditation requirements, and consequently has cut half of its former resellers that no longer meet these requirements. The Company

continues its aggressive VAR recruitment campaign, and having recruited 33 (including four in Holland) new resellers during the year ended January 31, 2003. Management has set an ambitious target to recruit further VARs by January 31, 2004. A new sales manager, specifically tasked with this objective, joined the Company in February 2003. Ten new VARs were recruited in the quarter ended April 30, 2003.

Typically in a VAR based route to market, sales success can be inconsistent. However, the INVU sales management team has implemented an intensive marketing and sales support program with its resellers, including sales and technical training, joint seminars, direct mail and joint telephone marketing campaigns. The success of this ongoing program has provided many of the recruited resellers with a pipeline of end-user opportunities, which they are actively pursuing with the involvement of Company sales personnel. Many newly recruited resellers are taking sales orders within two weeks of accreditation. The level of end user inquiries continues to grow and these inquiries are now being converted into sales at a rapidly increasing rate. Even more satisfying is the increase in average number of users per sale and the significant reduction in time between first contact and order placement by end users. Management believes that this reflects the Company's brand values of ease of use, high quality and price performance.

Together with the steady increase in adoption of the INVU range by companies in the small/medium enterprise market, Management is encouraged by the continuing level of interest from large organizations with new and repeat orders being received from, amongst others, Samsung, Kraft, Centrica, Persimmon Homes, Maersk Group, Universal Music Group, Millfield Partnership Limited, and Misys Financial Solutions. In some cases these are multiple repeat orders.

The significant expansion of the sales team in the fiscal year ended January 31, 2002, under the guidance of Jon Halestrap (VP of Sales and Marketing), provided INVU with an experienced and dedicated team with which to recruit a reseller base and explore other sales opportunities during the year ended January 31, 2003. The subsequent UK recruitment of a "Dealer Sign-Up Manager", and a further "Business Development Manager" signals the Company's intent to expand sales even further in fiscal year ended January 31, 2004 (the "Current Fiscal Year").

Following the successful acquisition of Corsham Holding B.V., in August 2002, whose name has now been changed to INVU Netherlands B.V., the Company now has representation in Amsterdam, Holland. A country manager has been recruited, who is directed by and responsible to the Company's board of directors. Sales opportunities have already been identified and realized. The initial success of this venture has led to the recent expansion of the Dutch sales team and a further three VARs have been recruited in Holland.

INVU has also appointed representatives in the Middle East, who have attended trade shows and have generated a number of potential sales leads. The Company continues to support these efforts wherever possible without incurring unnecessary overheads.

Both the Dutch and Middle East ventures reflect INVU's global aspirations, whilst ensuring that tight fiscal controls are exercised over the business during this period of growth and change.

Management believes that the increased experience in the document management sector of its sales team and resellers together with their proven ability to develop and grow sales revenue continue to be the key factors in the rapid development of the Company. Most current resellers have now attended the INVU bespoke sales training course, which has proved extremely successful in terms of lead generation and conversion. Management expects continued sales growth during the Current Fiscal Year and beyond.

Management believes that the international market for document technologies is growing at a rapid rate, and Management believes that it has the ability to be a major provider of information management to businesses world-wide. Management considers that the INVU brand awareness is increasing. Unsolicited inquiries from prospective end users and resellers are increasing significantly, as are visitor numbers at exhibitions, trade fair and shows. The Company believes that its current products, together with planned future developments, are well matched to its target market, and that its brand values of ease of use, functionality and price performance have already and will continue to differentiate its products from its competitors.

The international market for document technologies was forecast to grow from $17.5 billion in 1999 to $41.6 billion in 2003 according to the AIIM Report: State of the Document Technologies Market 1997-2003 prepared by IDC for the Gartner Group, and Management believes that it has the ability to be a major provider of information management to businesses world-wide.

2

Throughout the three months ended April 30, 2003, the Company has continued to develop its software products.

Version 5.2 of the Company's professional range of products, INVU Series 100 and Series 200, contains the newly developed OCR (Optical Character Recognition) functionality, which works with all Microsoft OfficeTM and AdobeTM file types and scanned images. This functionality automatically allows a user to keyword search all existing documents in the system. This release also contains a Microsoft Office Add-In, which allows integration with Microsoft OfficeTM 2000. This gives INVU the ability to send items from Microsoft Outlook to a user-selectable in-tray. It also allows users to save documents from Microsoft WORD, EXCEL and PowerPoint as an INVU filing, even if these files are created outside of INVU.

A separate "Sequential Workflow Module" has also been released alongside Version 5.2. When the "Sequential Workflow Module" is integrated with

Version 5.2, they are sold as INVU Series 250, and charged accordingly. The "Sequential Workflow Module" allows documents, forms and files to be "intelligently" routed electronically to specific departments and individuals in a pre-determined sequence. Individuals who receive the file may review and revise it, and the file will then be sent to the next individual in the pre-determined order. The new module is a generic adaptation of a bespoke program already in use with customers such as Universal Music Group. The workflow module is designed to be customer friendly and easy to use. Sales and inquiry levels of this product both continue to rise. Management believes that the functionality of Series 250 has given the INVU range a much broader appeal to all of its potential customer base.

The Company has successfully developed a highly sophisticated code free integration tool for use with the INVU professional range of products. This allows INVU products to be linked to any other Windows(TM) or Windows(TM) emulation-based applications. This is achieved without the need for further software development and gives INVU resellers the ability to add considerable value to the INVU product offering without the difficulty and cost of hiring and managing development programmers. This product has successfully been used to "document enable" many different applications, including accountancy, patient record, financial back office and contact management systems, whereby a "mouse-click" on a specified screen within the native application will automatically link to INVU and provide a copy of the relevant image stored in INVU. The displayed image could for example be an invoice, medical chart, tax return or marketing literature. Management believes the use of this product for Universal Music Group and other projects has significantly reduced cost and installation timescales. The Company believes that this product provides a significant competitive advantage when compared to other information and document management technologies. Sales of the "codefree" module have increased significantly, with one in three INVU installations employing this technology. Management expects this trend to continue, particularly now that the new enhanced version of "codefree" has been released into the market.

INVU i200 (formerly codenamed Series 2000 or INVU WEBFAST) allows global access to retrieve, view, edit, and file information via the web. This product was also released in beta format to several end users in the fourth quarter of the last fiscal year and the first quarter of the Current Fiscal Year. The full product release, originally scheduled for quarter two of the Current Fiscal Year, has now been successfully launched. Management believes that this product forms the basis of future developments for many of its existing and future end users. In the opinion of Management, with this technology, INVU now offers a key functionality that is comparable to the world's most established document and content management solutions, but at a significantly lower price.

Development and testing of a highly sophisticated content addressable indexing and retrieval system has continued throughout the period. Full text retrieval technology is already available within the latest release of Series 200 and Series 250, and INVU has developed technology, which is currently being tested, that is designed to allow access to data and documents through intelligent frequency of word and phrase recognition and semantic networking. The technology is further designed to convert scanned images into text using standard Optical Character Recognition technology, and even poor quality scanned images may yield words and phrases that INVU's technology will retrieve. The Company expects this product to further enhance filing and retrieval speeds for organizations with large multiple data storage requirements across networks, intranets, extranets and the internet. Beta versions of this technology have been incorporated into the Britech and other development projects.

An agreement was signed on August 1, 2002 between The Britech Foundation Limited, Smashing Concepts Ltd (an Israeli company) and INVU Inc. Britech is an Anglo-Israeli Government funding initiative concerning bilateral co-operation in private sector industrial research and development. INVU and Smashing Concepts put forward a joint proposal to develop a web based application that will enable financial services organizations to interrogate multiple data sources and, via an electronic filtration mechanism, provide highly sophisticated categorization of information within pre-determined parameters. This will allow faster and more accurate retrieval of relevant data

from which reliable decisions can be made. The combination of INVU's proven technology and that provided by Smashing Concepts have convinced Britech to invest nearly $500,000 into the project. INVU and Smashing Concepts will invest a similar amount between them in new employees dedicated to this project and other development expenses, and the project should provide an end user solution within 18 months of the contract date. Due to the cutting edge technology being developed, Management expects further spin-off benefits to accrue that will complement the Company's current product portfolio. Encouraging progress has been made on this project, which is currently on budget and within original timescales.

Critical Accounting Policies

Invu's financial statements and accompanying notes are prepared in accordance with generally accepted accounting principles in the United States. Preparing financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, and expenses. These estimates and assumptions are affected by management's application of accounting policies. Critical accounting policies for Invu include revenue recognition, accounting for research and development costs, accounting for the impairment of long-lived assets, accounting for business combinations and goodwill and accounting for contingencies.

Invu recognizes revenue in accordance with American Institute of Certified Public Accountants (AICPA) Statement of Position (SOP) 97-2, Software Revenue Recognition as amended by Statement of Position (SOP) 98-9, Modification of SOP 97-2, Software Revenue Recognition, With Respect to Certain Transactions, (SOP 98-9). Fees for services and maintenance are generally charged to customers separately from the license of software. Service revenue is recognized when services are performed. Maintenance revenue is deferred and recognized ratably over the term of the contract, normally twelve months. Revenues from license fees are recognized upon product shipment when fees are fixed, collectability is probable and the Company has no significant obligations remaining under the licensing agreement. In instances where a significant vendor obligation exists, revenue recognition is delayed until such obligation has been satisfied.

Invu accounts for research and development costs in accordance with several accounting pronouncements, including SFAS 2, Accounting for Research and Development Costs, and SFAS 86, Accounting for the Costs of Computer Software to be Sold, Leased, or Otherwise Marketed. SFAS 86 specifies that costs incurred internally in creating a computer software product should be charged to expense when incurred as research and development until technological feasibility has been established for the product. Once technological feasibility is established, all software costs should be capitalized until the product is available for general release to customers. Judgment is required in determining when the technological feasibility of a product is established. Invu believes that technological feasibility for its products is reached shortly before the products are released to manufacturing. Costs incurred after technological feasibility is established have been insignificant, and accordingly, the Company has not capitalized any software development costs.

Invu follows the provisions of Statement of Accounting Standards (SFAS No. 121), Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to Be Disposed Of. SFAS No. 121 establishes accounting standards for the impairment of long-lived assets, certain identifiable intangibles and items related to those assets. The Company reviews long-lived assets to be held and used for impairment whenever events or changes in circumstances indicate that the carrying amount of the assets may not be recoverable. If the sum of the undiscounted expected future cash flows is less than the carrying amount of the assets, the Company recognizes an impairment loss. Impairment losses are measured as the amount by which the carrying amount of the assets exceeds the fair value of the assets. When fair values are not available, the Company estimates fair value using the expected future cash flows discounted at a rate commensurate with the risks associated with the recovery of the assets.

Invu follows the provisions of SFAS No. 141, Business Combinations and SFAS No. 142, Goodwill and other Intangible assets. The Company capitalizes goodwill arising as a result of the acquisition of a subsidiary and does not amortize this goodwill. The goodwill is subject to an impairment review at least annually with any impairment provision being charged to the Statement of Operations in the relevant period.

Invu follows the provisions of SFAS No. 5, Accounting for Contingencies. SFAS No. 5 requires that an estimated loss from a loss contingency should be accrued for by a charge to income if it is probable that an asset has been impaired or a liability has been incurred and the amount of the loss can be reasonably estimated. Disclosure of a contingency is required if these is a possibility that a loss has been incurred.

Results of Operations

The following is a discussion of the results of operations for the three months ended April 30, 2003, compared with the three months ended April 30, 2002, together with changes in financial condition during the three month period ended April 30, 2003.

Total revenues increased by $203,818, or 49%, from $412,351 for the three months ended April 30, 2002 to $616,169 for the three months ended April 30, 2003. This increase in revenues reflects the Company's continued expansion of its customer base and the increasing awareness of the Company's software products in the market place. Management believes this further reflects the Company's understanding of the requirements of its end users.

The net loss for the three months ended April 30, 2003 was $148,839, which is $229,321, or 61% lower than the net loss for the corresponding period in fiscal year 2002 of $378,160 mainly due to increased revenues and decreases in expenses and net interest expense

Production costs consist of royalty fees associated with third party software, costs related to reproduction, packaging, and distribution of software, direct costs associated with the implementation of software solutions, consulting and training services and other costs related to product upgrades for existing users. Production costs have decreased by $16,325 from $56,490 for the three months ended April 30, 2002 to $40,165 for the three months ended April 30, 2003. Production costs as a percentage of total revenues were 6.5% for the three months ended April 30, 2003 compared to 13.7% during the same period in fiscal year 2002. The decrease was mainly due to hardware costs incurred in the corresponding period in 2002, which did not recur this year. However, there has been an underlying fall in production costs as a proportion of revenues due to economies of scale, and improved supply terms.

Selling and distribution costs consist primarily of personnel costs, commissions, marketing literature, travel and promotional activities such as trade shows, seminars, advertising and public relations programs. Selling and distribution costs increased by $84,810 from $201,909 in the three months to April 30, 2002 to $286,719 in the three months ended April 30, 2003. Selling and distribution costs as a percentage of total revenues decreased to 46.5% in the three months ended April 30, 2003 compared to 49% in the same period in fiscal year 2002. The decrease in the percentage over the comparable three month periods was due to the Company's new VAR-focused marketing initiatives to further increase sales during the Current Fiscal Year.

Research and development costs consist of continued software development and further enhancements to existing software products. These costs are expensed as incurred until technical feasibility has been established. To date, the establishment of technical feasibility, and the subsequent general release to customers, have been almost simultaneous, and, therefore, the Company has not capitalized software development costs. Research and development costs increased by $13,298, or 7.5%, from $177,191 in the three months ended April 30, 2002 to $190,489 during the three months ended April 30, 2003. Research and development costs as a percentage of total revenues fell to 31% in the three months ended April 30, 2003 compared to 43% in the same period in fiscal year 2002. The decreases in the percentage over the comparable three month period reflected the Company's reduced reliance on costly sub-contract labor. Instead, the Company now has an established in-house development team capable of meeting all of the Company's planned development requirements. This continued investment in research and development has provided the recent launch of the latest versions of Series 200, Series 250, i200 and Advanced CodeFree Integration, and continued work on the Britech project. Further functional enhancements to the entire product range are also ongoing in order to provide end users with a product that management believes has the best combination of value and performance in its market sector

Administrative costs include the personnel and other costs of the administration, human resources and finance departments, together with property expenses, exchange gains, debt provisions, amortization of intangibles and depreciation of tangible assets. These costs decreased by $64,493, or 26%, from $248,820 in the three months ended April 30, 2002 to $184,327 during the three months ended April 30, 2003. Administrative costs as a percentage of total revenues fell to 30% in the three months ended April 30, 2003 compared to 60% in the same period in fiscal year 2002. The decrease in administrative costs over the comparable three month period is entirely due to foreign currency exchange gains of $110,555 for which the corresponding figure in the period to April 30, 2002 was $nil. Without this exchange gain, administrative costs would have increased by $46,062 as compared to the corresponding period in the previous fiscal year, but as a percentage of total revenues would still have fallen to 48%.

During the three months ended April 30, 2003, the Company incurred net interest expense of $119,065 compared to net interest expense of $106,101 during the corresponding period in fiscal year 2002. This increase is mainly due to an increase in exchange rates. During the current quarter, a cumulative adjustment of $55,757 was processed to correct an overaccrual on loan interest payable that had been calculated using the sterling carrying amounts instead of the actual dollar loan value. Management expects interest costs to fall if and when additional investment funding is secured at favorable rates. Interest costs will also decrease if and when net revenues are adequate to consistently generate net cash inflows.

The tax rates for the periods in question are zero due to a net loss in each period.

The total current assets of the Company were $1,307,344 at April 30, 2003, a decrease of $500,551 compared to $1,807,895 at January 31, 2003. Working capital was negative $6,973,744 as of April 30, 2003, compared with negative $6,525,695 as of January 31, 2003. These changes are mainly due to increases in inventories, prepaid expenses, current maturities of long term obligations, deferred revenue and taxation liabilities and decreases in accounts receivable, cash, short term credit facilities, and accrued liabilities. The decrease in accounts receivables of $522,817 from $1,559,094 at January 31,2003 to $1,036,277 at April 30,2003, was due to reduced business in the first quarter of the Current Fiscal Year compared to the fourth quarter of the previous fiscal year in line with the Company's historic operating patterns. The cash relates to bank balances held by the Dutch subsidiary. The Dutch subsidiary acquired in August 2002 has a tax liability of $2,007,102. However, based on professional advice, management believes that this liability will be expunged once agreement of the tax computations and returns for the period ending January 31, 2003 has been reached with the Dutch tax authorities, although no assurance can be given that the applicable tax authorities will reach the same conclusion in the event of an audit or other regulatory inquiry. Management believes that a significant part of the current maturities of long term obligations, together with accrued interest included in accrued liabilities, will ultimately be converted into equity and not become repayable.

Total assets of the Company were $2,950,472 at April 30, 2003, a decrease of $586,346 compared to $3,536,818 at January 31, 2003. This is attributable to decreases in fixed assets of $50,758, intangible assets and goodwill of $53,446 and current assets of $500,551. The goodwill of $1,323,269 at April 30, 2003 is in respect of the acquisition of the Dutch subsidiary in August 2002 for consideration of $4,195,778, including professional fees.

The total current liabilities of the Company increased by $10,253 from $8,333,590 at January 31, 2003 to $8,281,088 at April 30, 2003. The change in current liabilities is mainly due to increases in current maturities of long-term obligations of $61,679, deferred revenue of $75,397 and taxation liabilities of $75,542 together with decreases in accounts payable of $6,973, short-term credit facility of $72,815 and accrued liabilities of $175,986. This reflects the Company's growing financial stability as revenues rise and losses fall.

Total stockholders' equity decreased by $302,320 during the three month period ended April 30, 2003 from a deficit of $6,608,694 at January 31, 2003 to a deficit of $6,911,014 at April 30, 2003. The Company is evaluating various financing options, including issuing debt and equity to finance future development, marketing of products, and strategic acquisitions.

Financing Management's Plan of Operation

As a result of the increase in sales revenues, the Company is approaching a position whereby it will be able to meet current operating expense payments out of current revenue receipts. If revenues continue to grow as predicted and assuming that cash collections are in line with Management's forecasts, Management believes that the Company will be in a position to finance the Company's day to day operations from internally generated working capital; however the Company is seeking additional financing in order to pay down its outstanding indebtedness and to enable the Company to further accelerate its growth both organically and through acquisition.

The Company has a $319,600 short-term credit facility with an annual interest rate currently of 5.75% with an English bank. The amount drawn against the facility at April 30, 2003 was $222,898, which is repayable on demand at the bank's discretion. This facility has been renewed and the next review date has been set for February 10, 2004. The Company's bank also provided a further credit facility of $958,800 in October 2001 by way of notes payable with re-negotiated monthly repayments of $39,950 for June through September 2003 and $79,900 from October 2003 through July 2004. This facility currently bears interest at the rate of 5.75% per annum. All bank credit facilities and notes payable are collateralized by all assets of the Company, a corporate guarantee given by Vertical Investments Limited and a guarantee of $159,800 given by David Morgan.

In August 1999, the Company received a loan in the aggregate principal amount of $600,000 and a second loan in the principal amount of $400,000 (together "Loan Stock Instruments") from Alan David Goldman (the father of Daniel Goldman), Vertical Investments Limited and Tom Maxfield (a non-executive director of the Company). The Loan Stock Instruments currently bear interest at the rate of 6% and 10% per annum, respectively, and may be converted by the investors into one share of common stock for each $0.65 and $0.50, respectively, of outstanding principal and accrued but unpaid interest. If the Loan Stock Instruments are not converted, they may be redeemed upon 30 days notice by the investors. The Loan Stock Instruments will also be automatically converted upon the occurence of certain events. See "Note D-Long Term Obligations."

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In February 2001, Vertical Investments Limited lent the Company $1,000,000. Vertical Investments Limited made further advances of $250,000 in May 2001, $50,000 in July 2001, $500,000 in September 2001, $275,000 in December 2001 and $275,000 in February 2002 (collectively, the "Vertical Loans"). Effective as of December 2001, the Vertical Loans then outstanding were restructured to apply conversion features to enable the loans to be converted by the Company into shares of the Company's common stock at conversion prices ranging from $0.13 to $0.25 per shares at various times. The May and July loans were due for repayment on May 25, 2003. Management has entered into discussions with Vertical Investments regarding the re-structuring of these loans, and does not believe that demands for repayment will be forthcoming.

In May 2001, the Company received $50,000 from Paysage Investments Limited and in June 2001, the Company received $84,000 from Pershing Nominees and $25,000 from Guernroy Limited. Each of these advances referenced in this paragraph were made by way of convertible loans at an interest rate per annum of 1.5% above the UK bank base rate. Each of the convertible loans has maturity date 24 months from date of issue, but principal and interest may be repaid at any time without penalty. The loans are convertible at the rate of $0.25 per share of common stock, and the investor may convert, having given 45 days notice, at any time during the 24 month period. These loans were due for repayment in May and June, 2003. No formal demand for repayment has been made, and Management also expects to restructure these loans.

In June 2002, the Company secured a short term credit facility of $399,500 from Bank Leumi at an annual interest rate currently at 6.75%. The credit facility is collateralized by all assets of the Company and a corporate guarantee given by Vertical Investments Limited. The amount drawn against the facility at April 30, 2003 was $399,500, which is repayable on demand at the bank's discretion. The amount drawn is payable on demand at the bank's discretion. Negotiations for the renewal of this facility are currently ongoing.

On May 24, 1999, the Government of the United Kingdom of Great Britain and Northern Ireland and the Government of the State of Israel signed an agreement concerning the bilateral co-operation of the two countries in private sector industrial research and development and establishing a United

Kingdom-Israel Industrial Research and Development Fund, also known as The Britech Fund. As a result, the Company entered into a Co-operation and Project Funding Agreement on August 1, 2002 with Smashing Concepts Ltd., a software development company based in Israel ("Smashing Concepts"), and The Britech Foundation Limited, the non-profit administrator of The Britech Fund ("Britech"), pursuant to which Britech approved a proposal submitted jointly by the Company and Smashing Concepts for the financial support of a software development project between the two companies (the "Project").

Britech agreed to provide funds by conditional grant for the implementation of the Project in an amount equal to the lesser of (pound)310,000 (US$495,380) or 50% of the actual expenditures on the Project (as contemplated in the approved budget of the Project). Such amount will be divided equally between the Company and Smashing Concepts. On August 22, 2002, the Company received an initial payment of (pound)71,000 (US$113,458) from Britech, which has been included in deferred revenue. Following the satisfactory completion of the "integration phase" of the Project, Britech made an additional payment of (pound)66,000 (US$105,468) to the Company on February 18, 2003. Britech will make a final payment of (pound)18,000 (US$28,764) to the Company upon the completion of the Project. The Company and Smashing Concepts are required to make certain repayments to Britech of the grant amounts based on the gross sales derived from the sale, leasing or marketing of innovations developed during the course of the Project, as well as make certain royalty payments to Britech based on sales of patented products developed during the course of the Project. Additionally, the Company and Smashing Concepts are required to pay to Britech a percentage of all licensing revenues achieved from products developed during the course of the Project.

On August 23, 2002, INVU International Holdings Limited, a wholly-owned subsidiary of the Company ("INVU Holdings"), entered into an Agreement for the Sale, Purchase and Transfer of Shares (the "Agreement) pursuant to which INVU Holdings agreed to purchase all of the issued and outstanding stock (the "Corsham Stock") of Corsham Holding B.V., a company incorporated under Dutch law ("Corsham"), from B.V. Holding Maatschappij "De Hondsrug," a company incorporated under Dutch law ("B.V. Holding"). In consideration for the Corsham Stock, INVU Holdings agreed to (i) assume an aggregate of (Euro) 3,006,294 (US$2,923,928) of debt owed by B.V. Holding to Corsham and (ii) make a cash payment equal to (Euro) 965,544 (US$939,090) to B.V. Holding. The Agreement provides that the acquisition of the Corsham Stock would be effective as of August 23, 2002. The purchase price for the Corsham Stock was based on the net asset value of Corsham on August 23, 2002, as set forth in Corsham's balance sheet, plus an amount equal to 18.5% of Corsham's net profits before taxes for the financial year 2002 through August 23, 2002.

Pursuant to the terms of the Agreement for the Sale, Purchase and Transfer of Shares dated as of August 23, 2002, by and among INVU Holdings, B.V. Holding and Corsham (the "Second Agreement"), INVU Holdings and Corsham entered into a Transfer of Trade Secret and Exclusive License of Know-How Agreement on

September 6, 2002, pursuant to which INVU Holdings agreed, under certain conditions, to transfer confidential information, an exclusive license to use its technology and its business plan to Corsham. In exchange for such transfer, Corsham has agreed to (i) make a cash payment equal to (Euro) 965,544 (US$950,385) to INVU Holdings and (ii) reduce the debt owed by INVU Holdings to Corsham by (Euro) 1,330,783 (US$1,309,890). Pursuant to the terms of the Second Agreement, INVU Holdings and Corsham also entered into an Exclusive Copyright and Trademark/Tradename License Agreement on September 6, 2002 pursuant to which INVU Holdings agreed, inter alia, to grant exclusive software and copyright licenses of certain of its products to Corsham for an initial term of four (4) years. In consideration for such exclusive licenses, Corsham has agreed to (i) reduce the debt owed by INVU Holdings to Corsham by an additional (Euro) 1,675,511 (US$1,649,205) and (ii) pay an aggregate amount equal to (Euro) 35,400,661 (US$34,844,871) to INVU Holdings, which amount shall be loaned to Corsham by INVU Holdings pursuant to a Loan Agreement entered into by INVU Holdings and Corsham dated as of September 6, 2002. These transactions have been eliminated in the consolidated financial statements. The value of the distribution and technology transfer rights licensed to Corsham was based on two valuations that INVU Holdings received from independent accounting firms. The Company has received independent tax advice that the transfers referred to above will not result in a tax liability, although no assurance can be given that the applicable tax authorities will reach the same conclusion in the event of an audit or other regulatory inquiry relating to the transaction.

The distribution and technology transfer rights licensed to Corsham will be written down in the financial statements of Corsham over a period commensurate with standard accounting practices in the Netherlands to reflect depreciation. It is, therefore, anticipated that this transaction will result in a substantial reduction in Corsham's tax liability in the Netherlands. As a result of this transaction, the cash holdings of the INVU group increased by approximately (pound)322,627 (US$490,684).

Additionally, INVU Holdings changed the corporate name of Corsham to INVU Netherlands BV.

As noted above, the Company has continued to raise significant funding during difficult market conditions. The Company is in the process of seeking further financing from a number of sources in order to pay down its outstanding indebtedness and to enable the Company to further accelerate its growth both organically and through acquisition. As mentioned previously a number of loans are now due for repayment, although demands for repayment have not yet been made. Management has commenced negotiations regarding the repayment of these loans and believes that demands for repayment will not be made until the Company is in a position to meet those demands. There can, however, be no assurance that additional debt or equity financing will be available, if and when needed, or that, if available, such financing could be completed on commercially favorable terms. Failure to obtain additional financing if and when needed, could have a material adverse affect on the Company's business, results of operations and financial condition. Please refer to Note B of the Consolidated Financial Statements in conjunction with this paragraph regarding the Company's ability to continue as a going concern.

Item 3. Controls and Procedures

Within 90 days prior to the date of this quarterly report, an evaluation was performed under the supervision and with the participation of the Company's management, including the CEO and CFO, of the effectiveness of the design and operation of the Company's disclosure controls and procedures. Based on that evaluation, the Company's management, including the CEO and CFO, concluded that the Company's disclosure controls and procedures are effective in timely alerting them to material information relating to the Company (including its consolidated subsidiaries) required to be included in the Company's periodic SEC reports. There have been no significant changes in the Company's internal controls or in other factors that could significantly affect internal controls subsequent to the date of their evaluation.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings.

None

Item 2. Changes in Securities.

There have been no changes in securities during the period.

Item 3. Default Upon Senior Securities.

None

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

None

Item 5. Other Information.

None

Item 6. Exhibits and Reports on Form 8-K.

None

EXHIBITS

(a) Exhibits

Exhibit Number	Description of Exhibit
10.1	Overdraft Facility, dated July 19, 2000, by and between the Company and the Bank of Scotland (incorporated by reference to Exhibit 10.1 of the Company's Quarterly Report on Form 10-QSB filed September 19, 2000).
10.2	Corporate Guarantee, dated July 18, 2000, by and among the Company, Invu Plc, Invu Services Limited, Invu International Holdings Limited and the Bank of Scotland (incorporated by reference to Exhibit 10.2 of the Company's Quarterly Report on Form 10-QSB filed September 19, 2000).
10.3	Debenture, dated July 13, 2000, by and between Invu International Holdings Limited and the Bank of Scotland (incorporated by reference to Exhibit 10.3 of the Company's Quarterly Report on Form 10-QSB filed September 19, 2000).
10.4	Overdraft Facility, dated October 29, 2001, by and between the Company and the Bank of Scotland (incorporated by reference to Exhibit 10.4 of the Company's Quarterly Report on Form 10-QSB filed December 14, 2001).
10.5	Investment Agreement, dated August 23, 1999, among the Company, David Morgan, John Agostini, Paul O'Sullivan, Alan David Goldman, and Vertical Investments Limited (incorporated by reference from Exhibit 10.12 of the Company's Annual Report on Form 10-KSB filed October 15, 1999).

10.6 Loan Stock Instrument, dated as of August 23, 1999, by the Company in favor of Alan David Goldman and Vertical Investments Limited (incorporated by reference from Exhibit 10.13 of the Company's Annual Report on Form 10-KSB filed October 15, 1999).

10.7 Loan Stock Instrument, dated as of August 23, 1999, by the Company in favor of Alan David Goldman and Vertical Investments Limited (incorporated by reference from Exhibit 10.14 of the Company's Annual Report on Form 10-KSB filed October 15, 1999).

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10.8 Supplemental Agreement, dated as of August 23, 1999, among the Company, Vertical Investments Limited, Alan David Goldman, David Morgan, John Agostini, Paul O'Sullivan, INVU Services Limited and Tom Maxfield (incorporated by reference from Exhibit 10.15 of the Company's Annual Report on Form 10-KSB filed October 15, 1999).

10.9 Financing Arrangement, effective as of December 27, 2001, between Vertical Investments Limited, the Company, Invu Services Limited, Invu International Holdings Limited and Invu PLC (incorporated by reference from Exhibit 10.21 of the Company's Annual Report on Form 10-KSB filed May 1, 2002).

10.10+ Co-operation and Project Funding Agreement, dated as of August 1, 2002, by and between The Britech Foundation Limited and Smashing Concepts Ltd and INVU Inc. (incorporated by reference from Exhibit 10.10 of the Company's Quarterly Report on Form 10-QSB filed September 16, 2002).

10.11 Agreement for the Sale, Purchase and Transfer of Shares, dated as of August 23, 2002, between and among B.V. Holding Maatschappij "De Hondsrug," INVU International Holdings Limited, and Corsham Holding B.V. (incorporated by reference from Exhibit 10.11 of the Company's Quarterly Report on Form 10-QSB filed September 16, 2002).

10.12 Agreement for the Sale, Purchase and Transfer of Shares, dated as of August 23, 2002, between and among B. V. Holding Maatschappij "De Hondsrug," and INVU International Holdings Limited (incorporated by reference from Exhibit 10.12 of the Company's Quarterly Report on Form 10-QSB filed September 16, 2002).

10.13 Exclusive Copyright and Trademark/Tradename License, dated as of September 6, 2002, between INVU International Holdings Ltd. and Corsham Holding B.V. (incorporated by reference from Exhibit 10.13 of the Company's Quarterly Report on Form 10-QSB filed September 16, 2002).

10.14 Transfer of Trade Secret and Exclusive License of Know-How Agreement, dated as of September 6, 2002, between INVU International Holdings Ltd. and Corsham Holding B.V. (incorporated by reference from Exhibit 10.14 of the Company's Quarterly Report on Form 10-QSB filed September 16, 2002).

10.15 Loan Agreement, dated as of September 6, 2002, between INVU International Holdings Ltd. and Corsham Holding B.V. (incorporated by reference from Exhibit 10.15 of the Company's Quarterly Report on Form 10-QSB filed September 16, 2002).

10.16 *Loan Agreement, dated as of June 13, 2002, between INVU Services Limited and Bank Leumi (UK) plc. (incorporated by reference from Exhibit 10.16 of the Company's Quarterly Report on Form 10-QSB filed

December 16, 2002).

99.1* Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

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*Filed herewith
+Confidential materials deleted and filed separately with the Securities and Exchange Commission

SIGNATURES

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

INVU, INC.
(Issuer)

Date: June 16, 2003 By: /s/ David Morgan

David Morgan, President &
Chief Executive Officer
(Principal Executive Officer)

Date: June 16, 2003 By: /s/ John Agostini

John Agostini, Vice President-
Chief Financial Officer &
Secretary
(Principal Financial Officer)

Certification Pursuant to Rules 13a-14 and 15d-14 of the
Securities Exchange Act of 1934, as amended

I, David Morgan, certify that:

1. I have reviewed this quarterly report on Form 10-QSB of INVU, Inc.;

2. Based on my knowledge, this quarterly 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 quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this

quarterly report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:

   a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

   b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and

   c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):

   a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

   b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officers and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: June 16, 2003

By: /s/ David Morgan

David Morgan
President & Chief Executive Officer

I, John Agostini, certify that:

1. I have reviewed this quarterly report on Form 10-QSB of INVU, Inc.;

2. Based on my knowledge, this quarterly 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 quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:

    a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

    b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and

    c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):

    a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

    b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officers and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: June 16, 2003

By: /s/ John Agostini

John Agostini
Vice President & Chief Financial Officer

INDEX TO EXHIBITS

(a) Exhibits

Exhibit Number	Description of Exhibit
10.1	Overdraft Facility, dated July 19, 2000, by and between the Company and the Bank of Scotland (incorporated by reference to Exhibit 10.1 of the Company's Quarterly Report on Form 10-QSB filed September 19, 2000).
10.2	Corporate Guarantee, dated July 18, 2000, by and among the Company, Invu Plc, Invu Services Limited, Invu International Holdings Limited and the Bank of Scotland (incorporated by reference to Exhibit 10.2 of the Company's Quarterly Report on Form 10-QSB filed September 19, 2000).
10.3	Debenture, dated July 13, 2000, by and between Invu International Holdings Limited and the Bank of Scotland (incorporated by reference to Exhibit 10.3 of the Company's Quarterly Report on Form 10-QSB filed September 19, 2000).
10.4	Overdraft Facility, dated October 29, 2001, by and between the Company and the Bank of Scotland (incorporated by reference to Exhibit 10.4 of the Company's Quarterly Report on Form 10-QSB filed December 14, 2001).
10.5	Investment Agreement, dated August 23, 1999, among the Company, David Morgan, John Agostini, Paul O'Sullivan, Alan David Goldman, and Vertical Investments Limited (incorporated by reference from Exhibit 10.12 of the Company's Annual Report on Form 10-KSB filed October 15, 1999).
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