

Edgar Filing: NEWTEK CAPITAL INC - Form 10QSB

NEWTEK CAPITAL INC  
Form 10QSB  
August 10, 2001

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-QSB

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2001

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Commission File Number: 001-16123  
-----

NEWTEK CAPITAL, INC.  
-----

(Exact name of small business issuer as specified in its charter)

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

11-3504638  
-----  
(I.R.S. Employer  
Identification No.)

1500 Hempstead Tpke.  
-----  
(Address of principal executive offices)

11554  
-----  
(Zip Code)

Issuer's telephone number, including area code: (516) 390-2260  
-----

Check the issuer (1) has filed all reports required to be filed by Section 13  
or 15(d) of the Exchange Act during the past 12 months (or for such shorter  
period that the registrant was required to file such reports), and (2) has been  
subject to such filing requirements for the past 90 days.

Yes    x    No  
-----    -----

As of July 24, 2001, 22,212,517 shares of Common Stock were issued and  
outstanding.

Edgar Filing: NEWTEK CAPITAL INC - Form 10QSB

PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

Consolidated Balance Sheets (Unaudited) as of June 30, 2001 and December 31, 2000.....	2
Consolidated Statements of Operations (Unaudited) for the Three and Six Month Periods Ended June 30, 2001 and 2000.....	3
Consolidated Statements of Cash Flows (Unaudited) for the Six Month Periods Ended June 30, 2001 and 2000.....	4
Notes to Unaudited Consolidated Financial Statements.....	6

Item 2. Management's Discussion and Analysis or Plan of Operation..... 11

PART II. OTHER INFORMATION

Item 5. Other Information 14.....	14
Item 6. Exhibits and Reports on Form 8-K.....	14
SIGNATURES.....	15

PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

NEWTEK CAPITAL, INC. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS (UNAUDITED)

ASSETS

Cash and cash equivalents	\$33
Credits in lieu of cash	28
Investments in qualified businesses	16
Structured insurance product	2
Prepaid insurance	11
Prepaid expenses and other assets	
Furniture, fixtures and equipment, net	

Edgar Filing: NEWTEK CAPITAL INC - Form 10QSB

Asset held for sale		
Goodwill		
Total assets		\$94 ===
LIABILITIES AND STOCKHOLDERS' EQUITY		
-----		
Liabilities:		
Accounts payable and accrued expenses		\$ 1
Notes payable- certified investors		3
Notes payable - insurance		9
Mortgage payable		
Interest payable		57
Deferred tax liability		3
Total liabilities		76 -----
Minority interest		5 -----
Commitments and contingencies		
Stockholders' equity:		
Common Stock (par value \$0.02 per share: authorized 39,000,000 shares, issued and outstanding 22,212,517 and 21,373,460)		
Additional Paid-In Capital		13
Accumulated deficit		(1) -----
Total stockholders' equity		12 -----
Total liabilities and stockholders' equity		\$94 =====

See accompanying notes to these Consolidated financial statements.

NEWTEK CAPITAL, INC. AND SUBSIDIARIES

-----  
CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)  
-----

	Three Months Ended June 30,		Six
	2001	2000	2001
	-----	-----	-----

Edgar Filing: NEWTEK CAPITAL INC - Form 10QSB

Revenue:

Income from tax credits	\$ 8,621,115	\$ 106,487	\$14,651,
Consulting fee income	-	12,892	8,
Interest and dividend income	574,875	548,519	1,213,
Other Income	80,603	-	125,
	-----	-----	-----

Total revenue	9,276,593	667,898	15,998,
	-----	-----	-----

Expenses:

General and administrative	1,918,981	1,293,876	3,769,
Interest	2,849,622	1,343,994	6,185,
	-----	-----	-----

Total expense	4,768,603	2,637,870	9,954,
	-----	-----	-----

Income (loss) before equity in net losses of affiliates, other than temporary decline in investments, provision for taxes, and minority interest	4,507,990	(1,969,972)	6,043,
--	-----------	-------------	--------

Equity in net losses of affiliates	(661,938)	-	(960,
------------------------------------	-----------	---	-------

Other than temporary decline in investments, net of \$100,000 recovery	(225,000)	(600,000)	(225,
	-----	-----	-----

Income (loss) before provision for taxes, extraordinary gain on defeasance of debt and minority interest	3,621,052	(2,569,972)	4,857,
--	-----------	-------------	--------

Provision for taxes	(1,448,421)	-	(1,943,
---------------------	-------------	---	---------

Extraordinary gain on defeasance of debt	-	431,881	
	-----	-----	-----

Income (loss) before minority interest	2,172,631	(2,138,091)	2,914,
--	-----------	-------------	--------

Minority interest in (income) loss	(948,207)	749,527	(929,
	-----	-----	-----

Net income (loss)	\$ 1,224,424	\$ (1,388,564)	\$ 1,984,
	=====	=====	=====

Weighted average common shares outstanding			
Basic	21,731,384	20,981,861	21,558,
Diluted	21,731,384	20,981,861	21,558,

Income (loss) per share			
Basic	\$ .06	\$ (.07)	\$
Diluted	\$ .06	\$ (.07)	\$

See accompanying notes to these Consolidated financial statements.

# Edgar Filing: NEWTEK CAPITAL INC - Form 10QSB

NEWTEK CAPITAL, INC. AND SUBSIDIARIES

-----  
 CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)  
 -----

	Six Months Ended June 30,	
	2001	2000
Cash flows from operating activities:		
Net income (loss)	\$ 1,984,895	\$ (2,000,000)
Adjustments to reconcile net income (loss) to net cash used in operating activities:		
Extraordinary gain on defeasance of debt		(1,000,000)
Other than temporary decline in investments	225,000	
Equity in net losses of affiliates	960,736	
Income from tax credits	(14,651,218)	
Deferred income taxes	1,787,307	
Depreciation and other amortization	4,026	
Accretion of interest income	(70,221)	
Accretion of interest expense	5,671,484	2,000,000
Issuance of warrants for services performed	58,800	
Minority interest included in loss	929,647	(1,000,000)
Non-cash compensation - options vested	23,576	
Changes in assets and liabilities:		
Prepaid insurance	670,252	
Prepaid expenses and other assets	(25,723)	
Accounts payable and accrued expenses	(1,097,191)	
	(3,528,630)	(2,000,000)
Cash flows from investing activities:		
Purchase of structured insurance product		(6,000,000)
Investments in qualified businesses	(14,721,833)	(6,000,000)
Return of principal - qualified investments	6,899,963	2,000,000
Consolidation of majority owned investments	5,703,333	
Other investments	(42,000)	
Return of principal - other investments		
Purchase of machinery and equipment	-	
	(2,160,537)	(4,000,000)

See accompanying notes to these Consolidated financial statements.

# Edgar Filing: NEWTEK CAPITAL INC - Form 10QSB

NEWTEK CAPITAL, INC. AND SUBSIDIARIES

-----  
 CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED) (CONTINUED)  
 -----

	Six Months Ended June 30,	
	2001	2000
Cash flows from financing activities:		
Payment of note payable - bank		(725)
Proceeds from issuance of note payable-insurance	5,200,000	1,251
Proceeds from issuance of long-term debt		7,284
Payments from defeasance of long-term debt		(3,228)
Issuance of warrants		403
Payments for deferred financing costs		(44)
Repayments of principal of note payable-insurance	(1,333,334)	
Repayments of mortgage payable	(25,046)	
Net proceeds from issuance of common stock	726,391	1,849
Distributions to Capco members	(402,060)	(450)
Loans payable - members		330
Net cash provided by financing activities	4,165,951	6,671
Net (decrease) in cash and cash equivalents	(1,523,216)	(404)
Cash and cash equivalents - beginning of period	34,697,081	25,454
Cash and cash equivalents - end of period	\$33,173,865	\$25,049
Supplemental disclosure of non-cash financing activities:		
-----		
Issuance of the following in partial payment for insurance:		
Notes		\$1,500,000
Warrants		\$ 56,000
Reduction of credits in lieu of cash and interest payable balances due to delivery of tax credits to certified investors:	\$3,908,599	
Issuance of common stock in connection with acquisition of		

Edgar Filing: NEWTEK CAPITAL INC - Form 10QSB

minority interest In Wilshire Investors

\$ 978,303

=====

See accompanying notes to these Consolidated financial statements.

5

Notes to UNAUDITED CONSOLIDATED Financial Statements

-----

NOTE 1 - SIGNIFICANT ACCOUNTING POLICIES:

Basis of presentation and description of business

-----

On September 20, 2000, Newtek Capital, Inc. (Newtek) acquired the controlling interests in the underlying entities listed below and accordingly consolidates the financial statements of these entities with its own. Additionally, on September 20, 2000, Newtek's common stock began trading on the American Stock Exchange under the symbol "NKC". Newtek was formed on June 29, 1999 under the name Whitestone Holdings, Inc. and changed its name to Newtek Capital, Inc. on January 18, 2000, and the underlying entities comprise: BJB Holdings, Inc. ("BJB"), Wilshire Holdings I, Inc., Wilshire Holdings II, Inc., Newtek Securities, LLC, REXX Environmental Corp. ("REXX"), Whitestone Capital Markets, Inc., The Whitestone Group, LLC ("TWG"); Wilshire Advisers, LLC ("WA"), Wilshire NY Advisers II LLC ("WAI"), and Wilshire New York Partners III LLC ("WNYIII"), certified capital companies ("Capcos") in New York, Wilshire Partners, LLC ("WP"), a Capco in Florida, Wilshire Investors, LLC ("WI"), a Capco in Wisconsin, Wilshire Louisiana Advisers, LLC ("WLA"), and Wilshire Louisiana Partners II LLC ("WLP"), capcos in Louisiana (the Capco entities are, collectively, the "Capcos" and Newtek and all of these aforementioned entities and Capcos are collectively the "Company"). TWG acts as an investment adviser and manager to the aforementioned Capcos as well as a merchant bank and provides investment banking and business development services including general business consulting services, strategic planning, due diligence, merger and acquisition analysis, technology design and implementation support, joint venture negotiations and litigation support services. All significant intercompany balances and transactions are eliminated in consolidation.

As described above, Newtek acquired the controlling interests in the underlying entities. In this connection, Newtek issued 18,823,285 shares of common stock in exchange for 100% of BJB's shares and the member interests in the underlying entities. The principal shareholders of Newtek were the principal owners of BJB and the underlying entities. As a result, Newtek has recorded the assets acquired and liabilities assumed at their historical values, with the net asset value recorded as a credit to stockholders' equity.

Additionally, on September 19, 2000, Newtek completed its acquisition of REXX. Pursuant to the acquisition, REXX stockholders received one share of Newtek common stock in exchange for each share of REXX common stock held. The Company issued 2,467,576 shares of common stock in exchange for 100% (2,467,576 shares) of REXX stock. This transaction has been accounted for as a

## Edgar Filing: NEWTEK CAPITAL INC - Form 10QSB

recapitalization, whereby Newtek has recorded the monetary assets and liabilities of REXX at their historical values (which were not material to the Company), with the net asset value recorded as a credit to stockholders' equity.

The following is a summary of each Capco, state of certification and date of certification:

Capco	State of Certification	Date of Certification
WA	New York	May 1998
WP	Florida	December 1998
WI	Wisconsin	October 1999
WLA	Louisiana	October 1999
WAI	New York	April 2000
WLP	Louisiana	October 2000
WNY	New York	December 2000

6

In general, the Capcos issue debt and equity instruments, generally warrants ("Certified Capital"), to insurance company investors ("Certified Investors"). The Capcos then make targeted investments ("Investments in Qualified Businesses", as defined under the respective state statutes), with the Certified Capital raised. Such investments may be accounted for as either consolidated subsidiaries, under the equity method or cost method of accounting, or as notes receivable, depending upon the nature of the investment and the Company's and/or the Capco's ability to control or otherwise exercise significant influence over the investee. Each Capco has a contractual arrangement with the particular state that legally entitles the Capco to receive (or earn) tax credits from the state upon satisfying quantified, defined investment percentage thresholds and time requirements. In order for the Capcos to maintain their state-issued certifications, the Capcos must make Investments in Qualified Businesses in accordance with these requirements. Each Capco also has separate, legal contractual arrangements with the Certified Investors obligating the Capco to pay interest on the aforementioned debt instruments whether or not it meets the statutory requirements for Investments in Qualified Businesses. The Capco can satisfy this interest payment, at the Capco's discretion, by delivering tax credits in lieu of paying cash. The Capcos legally have the right to deliver the tax credits to the Certified Investors. The Certified Investors legally have the right to receive and use the tax credits and would, in turn, use these tax credits to reduce their respective state tax liabilities in an amount usually equal to 100% to 110% of their certified investment. The tax credits can be utilized over a ten-year period at a rate of generally between 10% and 11% per year and in some instances are transferable and can be carried forward.

The accompanying financial statements have been prepared without audit and do not include all footnotes and disclosures required under generally accepted accounting principles. Management believes that the results herein reflect all adjustments which are, in the opinion of management, necessary to fairly state the results and current financial condition of the Company for the respective periods. All such adjustments reflected herein are of a normal, recurring nature. These financial statements should be read in conjunction with the Company's financial statements contained in its Form 10K-SB for its year ended December 31, 2000, and all other filings with the Securities and Exchange Commission.

Note 2 - CONVERSION OF CAPCO MEMBERSHIP INTERESTS INTO NEWTEK STOCK



## Edgar Filing: NEWTEK CAPITAL INC - Form 10QSB

In June 2001, the Company issued 534,592 shares of its common stock to the minority members of WI in exchange for substantially all of such members' minority interest. This has been accounted for as a purchase transaction. The fair value of the Company's common stock exceeded the book value of the minority interest by approximately \$978,000 and the Company has recorded such amount as goodwill.

### Note 3 - INVESTMENTS IN QUALIFIED BUSINESSES

The following table is a summary of investments as of June 30, 2001, shown separately between their debt (\$12,707,338) and equity (\$3,944,978) components for a total Investment in Qualified Businesses of \$16,652,316. Terms of each are summarized. There are no expiration dates on any of the financial instruments, unless disclosed.

7

DEBT				
Investee	Type	Date of Investment	Maturity Date	Original Principal Amount
AIDA, LLC	Debt	3/01	3/02	\$ 3,500,000
United Processing Services - Wisconsin, LLC	Debt	6/01	6/06	\$ 2,100,000
Multi-Media Distribution Corp.	Debt	6/00	6/02	\$ 1,000,000
Starphire Technologies, LLC	Debt	6/01	6/02	\$ 1,000,000
4G's Truck Renting	Debt	12/00, 1/01	6/02	\$ 1,000,000
Merchant Data Systems, Inc.	Debt	8/00	5/04	\$ 1,000,000
Direct Creations, LLC	Debt	9/00	3/02	\$ 750,000
Group Management Technologies, LLC	Debt	11/99	11/01	\$ 3,150,000
MDS-SPC, Inc.	Debt	5/01	5/06	\$ 400,000
Transworld Business Brokers, LLC	Debt	06/01	6/02, 6/04	\$ 240,000
1 800GiftCertificate	Debt	7/99	9/01	\$ 300,000
BuySeasons, Inc.	Debt	6/01	6/06	\$ 200,000
Gerace Auto Parts(4)	Debt	4/00	Various	\$ 810,000
Steve Kent Trucking(4)	Debt	3/00, 5/00	Various	\$ 747,000

Edgar Filing: NEWTEK CAPITAL INC - Form 10QSB

Gino's Seafood(4)	Debt	3/00, 4/00	Various	\$ 517,942
Down to Earth Distribution, LLC	Debt	12/99, 8/00	8/01	\$ 580,000
St. Gabriel Hardware(4)	Debt	11/00	Various	\$ 477,000
Embosser's Sales and Service(4)	Debt	8/00	Various	\$ 495,000
Data-Tel of Louisiana(4)	Debt	3/00	Various	\$ 513,000
Tsunami Restaurants(4)	Debt	3/01	Various	\$ 328,500
Raising Cain(4)	Debt	3/00, 4/00, 5/00	Various	\$ 315,000
Tari's School of Dance(4)	Debt	5/00	Various	\$ 189,000
BBQ West(4)	Debt	10/00, 11/00	Various	\$ 49,500
Total Debt Investments				\$19,661,942 =====

8

EQUITY

Investee	Date of Investment	Type of Investment	Common Stock Equivalents (1)	Percentage of Ownership
Starphire Technologies, LLC	8/00	Preferred Membership Interest w/ voting rights	N/A	50.00%
Niche Directories, LLC	9/00, 12/00	Preferred Membership Interest w/ voting rights	N/A	37.50%
AIDA, LLC	10/00	Preferred Membership Interest w/ voting rights	N/A	50%
Group Management Technologies, LLC	6/01	Preferred Membership Interest w/ voting rights	N/A	47.5%
Transworld Business	06/01	Preferred	N/A	33%

Edgar Filing: NEWTEK CAPITAL INC - Form 10QSB

Brokers, LLC		Membership Interest w/ voting rights		
Multi-Media Distribution Corp.	6/00	Common Stock	66,000	3%
BuySeasons, Inc.	6/01	Common Stock	18,182	3%
1800GiftCertificate	7/99	Class B Preferred Stock	113,140	N/A
1800GiftCertificate	7/99	Class A Preferred Stock	3,159	N/A
Cedric Kushner Boxing, Inc. (5)	11/98	Options for Common Stock (2)	3	N/A
CB Real Net, LLC (5)	2/00	Membership Interest (3)	N/A	100.00%
Direct Creations (5)	12/00	Membership Interest	N/A	25%
Merchant Data Sysytems, Inc.	5/01	Warrants for Membership Interest (3)	N/A	10.00% - 20.00%
Total Equity Investments				

Total Debt and Equity Investments June 30, 2001

- (1) Common Stock Equivalents reflect conversion of all financial instruments into common stock.
- (2) Expires four years from date of investment, and has a \$.01 exercise price.
- (3) Expires six years from date of investment, and has a \$.01 exercise price.
- (4) Represents Louisiana Small Business Administration (SBA) loans.
- (5) Represents additional equity interests received for making funds available to qualified businesses through qualified debt.

The Company consolidates two of its investments. The following tables are summaries of such investments:

DEBT				Original	
Investee	Type	Date of Investment	Maturity Date	Principal Amount	Int

Edgar Filing: NEWTEK CAPITAL INC - Form 10QSB

Universal Processing Services, LLC	Debt	3/01	3/02	\$3,400,000
PPM Link, LLC	Debt	3/01	9/02	\$1,850,000
Total Consolidated Debt Investments				\$5,250,000

EQUITY

Investee	Date of Investment	Type of Investment	Common Stock Equivalents (1)	Percentage of Ownership
Universal Processing Services, LLC	3/01	Preferred Membership Interest w/ voting rights	N/A	60%
PPM Link, LLC	3/01	Preferred Membership Interest w/ voting rights	N/A	67%

Total Consolidated Equity Investments

Total Consolidated Debt and Equity Investments June 30, 2001

The Company has not guaranteed any obligation of these investees, and the Company is not otherwise committed to provide further financial support for the investees. Periodically, the Company evaluates each of its individual investments for potential impairment in value. Should the Company determine that an impairment exists and it is deemed to be other than temporary, the Company will write down the recorded value of the asset to its estimated fair value and record a corresponding charge in the statement of operations. At June 30, 2001, the Company has determined that there was \$250,000 of other than temporary decline in the value of its investments for Hypercosm. In addition, the Company determined an impairment existed for certain non-Capco investments, and recorded a charge of \$75,000.

The Company recovered \$100,000 of cash on one of its investments previously written down. This amount is shown on the statement of operations as a component of other than temporary decline in investments.

NOTE 4 - EARNINGS PER SHARE

## Edgar Filing: NEWTEK CAPITAL INC - Form 10QSB

Basic earnings per share is computed based on the weighted average number of common shares outstanding during the period. The dilutive effect of common stock equivalents is included in the calculation of diluted earnings per share only when the effect of their inclusion would be dilutive. The effect of common

10

stock equivalents were anti-dilutive for the three and six months ended June 30, 2001 and the three and six months ended June 30, 2000 and, therefore, have been excluded from the calculation of diluted earnings per share.

The calculations of Net Income (Loss) Per Share were:

	Three months ended June 30,		Six
	2001	2000	2001
Basic			
Net income (loss)	\$ 1,224,424	\$ (1,388,564)	\$ 1,984,895
Weighted average shares	21,731,384	20,981,861	21,558,438
Basic and diluted	\$ .06	\$ (.07)	\$ .09

### NOTE 5 - NEW ACCOUNTING PRONOUNCEMENTS

During the second quarter of 2001 the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 141, Business Combinations ("SFAS 141") and Statement of Financial Accounting Standards No. 142, Goodwill and Other Intangible Assets ("SFAS 142"). SFAS 141 is effective for all business combinations initiated after June 30, 2001 and for all business combinations accounted for by the purchase method for which the date of acquisition is after June 30, 2001. The provisions of SFAS 142 will be effective for fiscal years beginning after December 15, 2001. However, early adoption of SFAS 142 is permitted for companies with a fiscal year beginning after March 15, 2001, provided their first quarter financial statements have not been previously issued.

The Company has determined that the adoption of SFAS 141 and SFAS 142 is not expected to have a significant impact on the Company's consolidated financial statements.

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

Three Months Ended June 30, 2001 compared to Three Months Ended June 30, 2000

Revenues increased by approximately \$8,609,000 to \$9,277,000 for the three months ended June 30, 2001, from \$668,000 for the three months ended June 30, 2000. Income from tax credits increased by approximately \$8,515,000 attributable to the tax credits recognized in 2001, due to the Company's meeting investment thresholds mandated by the various state Capco statutes.

General and administrative expenses increased by approximately \$625,000, to \$1,919,000 for the three months ended June 30, 2001, from \$1,294,000 for the three months ended June 30, 2000, due to increased staffing and professional

## Edgar Filing: NEWTEK CAPITAL INC - Form 10QSB

fees (legal and accounting) attributable to the increased size and number of capcos. Interest expense increased by approximately \$1,506,000 to \$2,850,000 for the three months ended June 30, 2001, from \$1,344,000 for the three months ended June 30, 2000, which was attributable to the issuance of notes to Certified Investors relating to the formation of capcos during the prior 12 months.

11

Equity in net losses of affiliates increased by 662,000 for the three months ended June 30, 2001, from \$0 for the three months ended June 30, 2000 due to the increased number in partner companies and the nature of the Company's investments in them (more equity investments versus debt). Other than temporary decline in investments decreased by approximately \$375,000, to \$225,000 for the three months ended June 30, 2001, from \$600,000 for the three months ended June 30, 2000, due partially to a recovery of \$100,000 in cash related to an investment written down in 2000. Extraordinary gain decreased by approximately \$432,000, to \$0 for the three months ended June 30, 2001, from \$432,000 for the three months ended June 30, 2000, due to the \$432,000 gain recognized on the defeasance of the Company's liability of its NY II Capco in the second quarter of 2000 versus no such activity in 2001.

Six Months Ended June 30, 2001 compared to Six Months Ended June 30, 2000

Revenues increased by approximately \$14,729,000 to \$15,998,000 for the six months ended June 30, 2001, from \$1,269,000 for the six months ended June 30, 2000. Income from tax credits increased by approximately \$14,434,000 attributable to the tax credits recognized in 2001, due to the Company's meeting investment thresholds mandated by the various state Capco statutes.

General and administrative expenses increased by approximately \$1,675,000, to \$3,770,000 for the six months ended June 30, 2001, from \$2,094,000 for the six months ended June 30, 2000, due to increased staffing and professional fees (legal and accounting) attributable to the increased size and number of Capcos. Interest expense increased by approximately \$3,684,000 to \$6,185,000 for the six months ended June 30, 2001, from \$2,501,000 for the six months ended June 30, 2000, which was attributable to the issuance of notes to Certified Investors relating to the formation of capcos during the prior 12 months.

Equity in net losses of affiliates increased by 961,000 for the six months ended June 30, 2001, from \$0 for the six months ended June 30, 2000 due to the increased number in partner companies and the nature of the Company's investments in them (more equity investments versus debt). Other than temporary decline in investments decreased by approximately \$375,000, to \$225,000 for the six months ended June 30, 2001, from \$600,000 for the six months ended June 30, 2000, due partially to a recovery of \$100,000 in cash related to an investment written down in 2000. Extraordinary gain decreased by approximately \$432,000, to \$0 for the six months ended June 30, 2001, from \$432,000 for the six months ended June 30, 2000, due to the \$432,000 gain recognized on the defeasance of the Company's liability of its NY II Capco in the second quarter of 2000 versus no such activity in 2001.

### LIQUIDITY AND CAPITAL RESOURCES

The Company has funded its operations primarily through the issuance of notes and warrants to Certified Investors through the Capco program. To date, the Company has received approximately \$136,000,000 in proceeds from the issuance of long-term debt through the Capco programs. The Company's principal capital requirements have been to fund the defeasance of the principal amount of notes issued to the Certified Investors, the acquisition of Capco insurance policies, the acquisition of partner companies interests, funding of other

## Edgar Filing: NEWTEK CAPITAL INC - Form 10QSB

investments, and working capital needs resulting from increased operating and business development activities of its partner companies.

Net cash used in operating activities for the six months ended June 30, 2001 of approximately \$3,529,000 resulted primarily from net income of

12

\$1,985,000, offset by the non-cash interest expense of approximately \$5,671,000 and non-cash income tax expense of approximately \$1,787,000. It was also affected by the approximately \$961,000 in non-cash equity in net losses of affiliates, approximately \$930,000 of minority interest and the approximately \$14,651,000 in non-cash income from tax credits. In addition, the Company had a decrease in components of working capital of approximately \$453,000 (resulting primarily from the decrease in accounts payable and accruals of approximately \$1,097,000).

Net cash used in investing activities for the six months ended June 30, 2001 of approximately \$2,161,000 resulted primarily from approximately \$14,722,000 in additional qualified investments (including \$5,703,000 of investments consolidated in the financial statements) made in the period and offset by repayments on the debt instruments of \$6,900,000.

Net cash provided by financing activities for the six months ended June 30, 2001 was approximately \$4,166,000, primarily attributable to approximately \$5,200,000 from the issuance of notes payable and approximately \$726,000 from the private placement of common stock during the three months ended March 31, 2001, which was offset by approximately \$1,333,000 in payments on notes payable. In addition, the Company paid approximately \$402,000 in distributions to CAPCO members for taxes.

The Company believes that its cash and cash equivalents, its anticipated cash flow from operations, its ability to access private and public debt and equity markets, and the availability of funds under its existing credit agreements will provide it with sufficient liquidity to meet its short and long-term capital needs.

### Forward-Looking Statements

This Quarterly Report on Form 10-QSB contains forward-looking statements. Additional written or oral forward-looking statements may be made by the Company from time to time in filings with the Securities and Exchange Commission or otherwise. The words "believe," "expect," "seek," and "intend" and similar expressions identify forward-looking statements, which speak only as of the date the statement is made. Such forward-looking statements are within the meaning of that term in Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Such statements may include, but are not limited to, projections of income or loss, expenditures, acquisitions, plans for future operations, financing needs or plans relating to services of the Company, as well as assumptions relating to the foregoing. Forward-looking statements are inherently subject to risks and uncertainties, some of which cannot be predicted or quantified. Future events and actual results could differ materially from those set forth in, contemplated by or underlying the forward-looking statements.

The Company does not undertake, and specifically disclaims, any obligation to release publicly the results of revisions which may be made to forward-looking statements to reflect the occurrence of anticipated or unanticipated events or circumstances after the date of such statements.

PART II - OTHER INFORMATION

ITEM 2 - CHANGES IN SECURITIES AND USE OF PROCEEDS

(c) On April 1, 2001 the Company sold 13, 714 shares of its Common Stock to the firm which the Company utilizes for investor public relations consulting. The sale was in consideration for services provided to the Company. The sale was to an accredited investor in reliance on Section 4(2) of the Securities Act of 1933, as amended. In connection with this sale, the Company agreed to file and maintain the effectiveness of a registration statement under the rules of the Securities and Exchange Commission to permit the resale of the shares.

On April 12, 2001 the Company completed the sale of 250,750 shares of its Common Stock at a price of \$4.00, cash, per share. The offering was exclusively to accredited investors in reliance on Section 4(2) of the Securities Act of 1933, as amended. The Company utilized the services of Stifel, Nicholas & Company in the private placement. In connection with the private offering, the Company also undertook to file and maintain the effectiveness of a registration statement under the rules of the Securities and Exchange Commission to permit the purchasers to resell their shares.

ITEM 5 - OTHER INFORMATION

Attached hereto as Exhibits are seven press releases issued by the Company with respect to various corporate developments, which are incorporated herein by reference.

ITEM 6 - EXHIBITS AND REPORTS ON FORM 8-K

- Exhibit 99.1 NEWTEK CAPITAL, INC. ACQUIRES MAJOR STAKE IN PPMLINK
- Exhibit 99.2 GROUP MANAGEMENT TECHNOLOGIES SECURES \$2.7 MILLION FROM NEWTEK CAPITAL
- Exhibit 99.3 NEWTEK INVESTS \$3.6 MILLION IN UNIVERSAL PROCESSING SERVICES
- Exhibit 99.4 NEWTEK PARTNER COMPANY FORMS ALLIANCE WITH CHASE MANHATTAN BANK AND CHASE MERCHANT SERVICES TO TRANSACTION PROCESS THROUGH FIRST DATA RESOURCES
- Exhibit 99.5 NEWTEK INVESTS IN TRANSWORLD BUSINESS BROKERS - FLORIDA'S LARGEST BUSINESS BROKER
- Exhibit 99.6 NEWTEK ANNOUNCES MAJOR EXPANSION OF ITS BUSINESS DEVELOPMENT CAPABILITIES
- Exhibit 99.7 NEWTEK CAPITAL INVESTS \$1.95 MILLION AND TAKES MAJOR STAKE IN HARVEST STRATEGIES - FULL SERVICE BUSINESS DEVELOPMENT AND MANAGEMENT FIRM



Edgar Filing: NEWTEK CAPITAL INC - Form 10QSB

SIGNATURES

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

NEWTEK CAPITAL, INC.

Date: August 10, 2001

/s/ Barry Sloane  
-----

Barry Sloane  
Chairman of the Board, Chief Executive  
Officer, and Secretary

Date: August 10, 2001

/s/ Brian A. Wasserman  
-----

Brian A. Wasserman  
Treasurer, Chief Financial Officer, and  
Director

Date: August 10, 2001

/s/ Giuseppe Soccodato  
-----

Giuseppe Soccodato  
Controller and Chief Accounting Officer